AMENDED AND RESTATED BYLAWS

of

WISCONSIN LGBTQ HISTORY PROJECT, INC.

These Amended and Restated Bylaws of Wisconsin LGBTQ History Project, Inc. supersede and replace all previous versions of the bylaws of Wisconsin LGBTQ History Project, Inc.

ARTICLE I
PURPOSE

Wisconsin LGBTQ History Project, Inc. (the "Corporation") is created and shall be operated exclusively to research, document, preserve, elevate and celebrate Wisconsin's LGBTQ history, and at all times shall operate consistent with the requirements of 501(c)(3) of the Internal Revenue Code of 1986 (the "Code").

ARTICLE II
BOARD OF DIRECTORS

2.1. General Powers. The management, control and operation of the affairs and properties of the Corporation are vested in the board of directors of the Corporation (the "Board"). The Board may adopt such rules and regulations for the conduct of business as deemed advisable and may in the execution of the powers granted, delegate certain authority and responsibility to agents of the Corporation.

2.2. Composition of the Board.

(a) The Board shall consist of at least three (3) but not more than nine (9) persons (the "Directors"). The exact number of Directors shall be determined from time to time by resolution of the Board. When vacancies among the Directors occur by reason of death, resignation, failure of qualification, removal, or otherwise, the number of Directors shall be reduced by such vacancies until qualified replacements are named by the Board.

(b) The Directors shall consist of persons who support the purpose of the Corporation. Other qualifications for Directors and criteria for the selection process may be established from time to time by the Board.

2.3. Duties. Without limiting the broader duties of the Board, specific duties of the Board include the following:

(a) ensure that the strategic direction, mission, vision, goals and objectives of the Corporation are consistently and ethically implemented;

(b) ensure the Corporation is in compliance with all legal and regulatory requirements;

(c) evaluate and monitor program performance;

(d) develop content, programs, and activities that promote the mission, vision, and values of the Corporation;

(e) hire, train, evaluate and fire all advisors, volunteers, and paid staff;

(f) establish content, programming, financial, talent development, and organizational governance policies;

(g) approve an annual budget, capital expenses, and funding sources;

(h) monitor finances; ensure that adequate resources are available to the Corporation; authorize all legal documents;

(i) elevate brand reputation and public sentiment through stakeholder relations, networking, and community connections; and

(j) deliver an annual report and meeting.

2.4. Election of Directors. The Directors shall be elected by the Board at its Annual Meeting but may also be elected as necessary to fill a vacant seat and maintain the desired Board composition. Candidates for Director may be nominated by any Director. Each year, the Board shall elect the number of Directors necessary to maintain Board composition, and such additional persons as may be necessary to fill unexpired terms, unless otherwise determined by the Board.

2.5. Term. Each Director shall serve a term of one (1) year or until such Director's successor is appointed and qualified.

2.6. Resignation and Removal. A resignation by a Director must be in writing and is effective when received by the President or Secretary. Any Director may be removed from the Board for any reason by a majority vote of all Directors. Replacements shall be nominated and elected consistent with Section 2.2.

2.7. Annual Meeting. The annual meeting of Board shall be held in the month of January of each year on such day and at such place and time as determined by the President (the "Annual Meeting"). The purpose of the Annual Meeting is to elect Directors and officers, and for the transaction of such other business as may come before the meeting.

2.8. Regular and Special Meetings. Regular meetings of the Board shall be held at such times as the Board may designate, at such other place as the Board may designate. Special meetings of the Board may be called by the President or by two (2) or more Directors at such time and place as the President or Directors calling the meeting may specify and in accordance with the notice requirements of Section 2.14.

2.9. Quorum. To establish a quorum of the Board, either three (3) Directors or a simple majority of all the Directors, whichever is more, must be present, provided that for those actions of the Board requiring more than a majority vote as provided in the Bylaws, the number

of Directors required to take that action must be present at the meeting in order to have a quorum.

2.10. Manner of Acting. Except where otherwise provided by law or in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the duly authorized act of the Board.

2.11. Action without a Meeting. In accordance with Section 181.0821, Wis. Stats., any action that would be taken at a meeting of the Board, except for action relating to amending these Bylaws or dissolving the Corporation, may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by two-thirds (2/3) of all Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) of all Directors has the same effect as a two-thirds (2/3) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to Section 181.0821(1r), Wis. Stats., "in writing" includes a communication that is transmitted or received by electronic means, including electronic mail ("email"), and "signed" includes manual signatures as well as electronic processes associated with a writing and executed or adopted by a person with intent to authenticate a writing, such as an affirmative reply in an email, as defined in Section 181.0103(10p), Wis. Stats., as amended from time to time.

2.12. Compensation. Directors will not be paid compensation for their services as Directors, provided that nothing in these Bylaws will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Corporation in another capacity or reimbursement of expenses related to undertaking the Corporation's business.

2.13. Meetings by Electronic Means of Communication. The Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided: (1) all participating Directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able immediately to send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

2.14. Notice. Notice of meetings may be given by email. Notice need not be given of regular meetings of the Board, except a regular meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a Director is to be considered requires seven (7) days' advance written notice. Special meetings must be preceded by at least forty-eight (48) hours' notice to each Director.

2.15. Director Conflict of Interest. The Board shall comply with the Conflict of Interest Policy that is attached as Exhibit A, as amended from time to time.

2.16. Working Board. All members of the Board shall serve a functional purpose, either as a Program Director or a Director At Large.

(a) Program Directors shall oversee a vertical pillar, determined and validated annually by board vote, that reinforces the strategic mission and purpose of the organization. Examples include Fundraising, Events, Talent Development, and/or Content. Program Directors may be removed or reassigned from their vertical by board vote or their own nomination. Program Directors will lead a team of Community Advisors and program volunteers to plan, deliver, and manage all deliverables for their program. It is the responsibility of the Program Director to report on their functions at each board meeting. Board members should have at least one year's experience before being assigned to program leadership. Program Director experience is required to advance to the role of Vice Chair or Chair.

(b) Directors at Large do not have assigned programs nor any project/people management responsibilities. While they publicly represent the board and retain full voting privileges, they are not personally responsible for deliverables beyond those assigned ad hoc. The Director at Large position is an entry level position for the board ideal for those with limited experience in fundraising, event planning, or nonprofit management.

2.17. Honorary Members of the Board. The Board is empowered to create honorary positions at any time, by majority vote. However, honorary positions do not have voting privileges in board decisions, nor access to financial, confidential, or proprietary information. Honorary members may attend Board meetings, review board minutes and annual reports, and offer insights and recommendations to the Board, but they do not retain decision-making authority. This role is similar in function to the Community Advisor position but operating at the Board level.

ARTICLE III
OFFICERS

3.1. Officers. The officers of the Corporation are a President, a Vice-President if such position is filled, a Secretary, and a Treasurer. Officers shall be selected from among the Directors. An individual may fill more than one position.

3.2. Election. The officers shall be elected every year by the Board at the Annual Meeting and in accordance with these Bylaws.

3.3. Term of Office and Removal. Officers shall be elected for one-year terms. Officers shall serve until their successors are elected. Officers may be re-elected. Officers may be removed at any time for any reason upon the approval of a majority of all Directors.

3.4. President. The President shall be the chief executive officer, shall preside at all meetings of the Board and perform such other duties that are ordinarily the function of the office or which are assigned by the Board from time to time. The President may sign and execute any instrument or document on behalf of the corporation, consistent with Board policies.

3.5. Vice-President. If the Board elects a Vice-President, he or she will have such duties as determined from time to time by the Board of Directors. The Vice-President will discharge the duties of the President in the event of his or her absence or inability to act, in order of rank. The Vice-President will assist the President in the performance of his or her duties as the President directs, including coordinating monthly Board meetings and annual elections.

3.6. Secretary. The Secretary shall sign documents of the Corporation from time to time as required and shall see that minutes of the meetings of the Board are taken and maintained; see that notices are duly given in accordance with the provisions of these Bylaws or as required by law and be custodian of the corporate records. The Secretary shall perform such other duties as may be assigned to the Secretary by the Board or the President.

3.7. Treasurer. The Treasurer shall see that an adequate and accurate accounting system is maintained and that financial reports are presented to the Board. The Treasurer shall advise the Board on the handling of the Corporation's monies and investments and perform such additional duties as may be assigned to the Treasurer by the Board or the President.

ARTICLE IV
COMMITTEES OF THE BOARD OF DIRECTORS

4.1. Committees of the Board of Directors. The Board may have an Executive Committee and such other standing committees as determined by the Board, consistent with the Committee Policy. If the Executive Committee is formed, it shall be comprised of only the officers. The Executive Committee shall have and may exercise, when the Board is not in session and without specific designation, all of the powers of the Board in the management of the affairs of the Corporation, except action with respect to election of officers of the filling of vacancies on the Board or on committees.

Any other committee shall be chaired by a Director and include as many non-Director volunteers as the Board desires. Any other committee that does not consist entirely of Directors shall have only the authority delegated to it by the Board.

4.2. Advisory Boards. The Board may, from time to time, name persons to serve as advisors and to be part of one or more Advisory Boards, including the Community Advisor Panel. The criteria for, process for selection of, and term of the Advisors shall be set forth in a policy adopted by the Board. The Advisors shall serve in an advisory capacity only and shall not have the authority or obligation of a Director. At the invitation of the President, Community Advisors may attend and participate in meetings of the Board; however, the Community Advisors shall have no vote and their presence shall not count toward the quorum requirements for the Board.

ARTICLE V
OPERATIONS

5.1. Contracts. The President may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The Board may authorize any other officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and

on behalf of the Corporation, and such authority may be general or confined to specific instances.

5.2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President and such officer(s) or agent(s) of the Corporation as set forth in Board policies. The other officers of the Corporation shall have authority under this Section as is from time to time to be determined by the Board and set forth in Board policies.

5.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board designates.

5.4. Books and Accounts. The Corporation shall keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board and its committees. In addition, the Corporation shall cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

5.5. Nondiscrimination Policy. The Corporation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

5.6. Community Representation. The Corporation is committed to reflecting the lived experiences of our whole community, and in turn, commits to ensuring representation of racial, sexual, gender, age, skill, ability, and other identities. The Board will actively seek reflection of lesbian, gay, bisexual and transgender experience, as well as a standing goal of reflecting the racial and gender composition of our community. These goals will remain until achieved.

ARTICLE VI
INDEMNIFICATION, LIMITED LIABILITY AND INSURANCE

6.1. Indemnification. The Corporation shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each Director and officer of the Corporation against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Corporation shall indemnify any employee who is not a Director or officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Corporation. The Corporation may, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify, reimburse, or advance expenses of Directors, officers, or employees.

6.2. Limited Liability of Directors, Officers. Except as provided in Subsections (2) and (3) of Wisconsin Statutes Section 181.0855, a Director or officer is not liable to the Corporation, its members or creditors, or any person asserting rights on behalf of the

Corporation, its members or creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a Director or officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

(a) A willful failure to deal fairly with the Corporation or its members in connection with a matter in which the Director or officer has a material conflict of interest;

(b) A violation of criminal law, unless the Director or officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful;

(c) A transaction from which the Director or officer derived an improper personal profit or benefit; or

(d) Willful misconduct.

6.3. Limited Liability of Volunteers. Except as provided in Section 181.0670(3), Wis. Stats., a volunteer (as defined in Section 181.0670, Wis. Stats.) is not liable to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a volunteer, unless the person asserting liability proves that the act or omission constitutes any of the following:

(a) A violation of criminal law, unless the volunteer had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;

(b) Willful misconduct;

(c) If the volunteer is a director or officer of the corporation, an act or omission within the scope of the volunteer's duties as a director or officer;

(d) An act or omission for which the volunteer received compensation or any thing of substantial value instead of compensation; or

(e) Negligence in the practice of a profession, trade or occupation that requires a credential, as defined Wisconsin Statutes Section 440.01 or other license, registration, certification, permit or approval, if the volunteer did not have the required credential, license, registration, certificate, permit or approval at the time of the negligent act or omission.

6.4. Purchase of Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, to the extent that such director or officer is insurable and such insurance coverage can be secured by the Corporation at rates and in amounts and subject to such terms and conditions as shall be determined in good faith to be reasonable and appropriate by the Board of Directors of the Corporation, and whose determination shall be conclusive, against liability asserted against or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation

would have the power to indemnify him or her against such liability under the provisions of this Article VI.

ARTICLE VII
FISCAL YEAR AND TERM YEAR

The fiscal year of the Corporation is the calendar year. The terms of the officers and Directors shall be the same as the fiscal year, unless otherwise determined by the Board.

ARTICLE VIII
AMENDMENTS TO THE BYLAWS

These Bylaws may be amended or repealed and new Bylaws may be adopted only with the approval of two-thirds (2/3) of all Directors and with at least seven (7) days' notice.

ARTICLE IX
DISSOLUTION

The Corporation shall be dissolved or subject to merger or any other form of corporate restructuring upon the approval of a majority of all Directors. Upon dissolution, the assets shall be distributed in accordance with the Corporation's Articles of Incorporation.

Adopted this 3rd day of March, 2025.

Printed name: Michail Takach

Title: Chair

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