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Form 990-EZ

Department of the Treasury  
Internal Revenue Service

**Short Form  
Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code  
(except black lung benefit trust or private foundation)

► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

► The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-1150

**2009**

**Open to Public  
Inspection**

<b>A For the 2009 calendar year, or tax year beginning</b>		<b>JULY 1</b>	<b>, 2009, and ending</b>	<b>JUNE 30</b>	<b>, 2010</b>
<b>B Check if applicable</b>		<b>C Name of organization</b>		<b>D Employer identification number</b>	
<input type="checkbox"/> Address change		<b>PREGNANCY HELPLINE INC. OF MADISON</b>		39-1419746	
<input type="checkbox"/> Name change		Number and street (or P.O. box, if mail is not delivered to street address)		Room/suite	<b>E Telephone number</b>
<input type="checkbox"/> Initial return		P. O. BOX 5261			608-222-0008
<input type="checkbox"/> Terminated		City or town, state or country, and ZIP + 4			<b>F Group Exemption Number ►</b>
<input type="checkbox"/> Amended return		MADISON, WI 53705-5261			NA
<input type="checkbox"/> Application pending					

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

**G Accounting Method:**  Cash  Accrual  
Other (specify) ►

**H Check ►**  if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

**I Website:** ► [WWW.PREGNANCYHELPLINE.NET](http://WWW.PREGNANCYHELPLINE.NET)

**J Tax-exempt status (check only one)** —  501(c) ( 3 ) ▲ (insert no.)  4947(a)(1) or  527

**K Check ►**  if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

**L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ ► \$ 50,983**

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)**

1	Contributions, gifts, grants, and similar amounts received . . . . .	1	46,460
2	Program service revenue including government fees and contracts . . . . .	2	0
3	Membership dues and assessments . . . . .	3	0
4	Investment income . . . . .	4	0
5a	Gross amount from sale of assets other than inventory . . . . .	5a	0
b	Less: cost or other basis and sales expenses . . . . .	5b	0
c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) . . . . .	5c	0
6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ► <input type="checkbox"/>		
a	Gross revenue (not including \$ 3,794 of contributions reported on line 1) . . . . .	6a	4,523
b	Less: direct expenses other than fundraising expenses . . . . .	6b	5,704
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a) . . . . .	6c	(1,181)
7a	Gross sales of inventory, less returns and allowances . . . . .	7a	0
b	Less: cost of goods sold . . . . .	7b	0
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a) . . . . .	7c	0
8	Other revenue (describe ► ) . . . . .	8	0
9	<b>Total revenue.</b> Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8 ► RECEIVED . . . . .	9	45,279
10	Grants and similar amounts paid (attach schedule) . . . . .	10	0
11	Benefits paid to or for members . . . . .	11	0
12	Salaries, other compensation, and employee benefits . . . . .	12	10,334
13	Professional fees and other payments to independent contractors . . . . .	13	102
14	Occupancy, rent, utilities, and maintenance . . . . .	14	5,796
15	Printing, publications, postage, and shipping . . . . .	15	11,644
16	Other expenses (describe ► INS, DUES TEL, STAFF DEVELOPMENT & TRAINING) . . . . .	16	10,104
17	<b>Total expenses.</b> Add lines 10 through 16 ►	17	37,980
18	Excess or (deficit) for the year (Subtract line 17 from line 9) . . . . .	18	7,299
19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return) . . . . .	19	16,212
20	Other changes in net assets or fund balances (attach explanation) . . . . .	20	0
21	Net assets or fund balances at end of year. Combine lines 18 through 20 ►	21	23,511

**Part II Balance Sheets.** If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.  
(See the instructions for Part II.)

	<b>(A) Beginning of year</b>	<b>(B) End of year</b>
22	Cash, savings, and investments . . . . .	19233 22 22,808
23	Land and buildings . . . . .	23 0
24	Other assets (describe ► COMPUTER, PRINTER & OFFICE FURNITURE) . . . . .	2000 24 2,000
25	<b>Total assets</b> . . . . .	21233 25 24,808
26	<b>Total liabilities</b> (describe ► PAYROLL TAX & GENERAL ACCTS PAYABLE) . . . . .	5021 26 1,297
27	<b>Net assets or fund balances</b> (line 27 of column (B) must agree with line 21) . . . . .	16212 27 23,511

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Cat. No 10642I

Form 990-EZ (2009)

REVENUE  
JAN 1 2011  
SCANNED BY  
Net Assets

RECEIVED  
FEB 28 2010  
IRS OGDEN, UT

9-9  
21

**Part III Statement of Program Service Accomplishments (See the instructions for Part III.)**

## What is the organization's primary exempt purpose? **LIFE COUNSELING REGARDING PREGNANCY**

What is the organization's primary exempt purpose? EDUCATIONAL NEEDS/EDUCATION  
Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

**Part IV** **List of Officers, Directors, Trustees, and Key Employees.** List each one even if not compensated. (See the instructions for Part IV.)

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
TERRI CAVI	EXECUTIVE DIR 12 WK	\$9,600 PER YR	0	0
ORGANIZATION'S ADDRESS				
BARBARA STELLA	PRESIDENT 5 HR	0	0	0
ORGANIZATION'S ADDRESS				
ROBERT F. STEFFES	TREASURER 8 HR	0	0	0
ORGANIZATION'S ADDRESS				
ALISSA HIRSCHER	RECORDER 5 HR PER WK	0	0	0
ORGANIZATION'S ADDRESS				
VACANT	VICE PRESIDENT VACANT			
ORGANIZATION'S ADDRESS				
JUDY SCHEIDEGGER	BOARD OF DIR. 3 HR WK	0	0	0
ORGANIZATION'S ADDRESS				
SUZANNA WALTERS CASTILLO	BOARD OF DIR. 3 HR WK	0	0	0
ORGANIZATION'S ADDRESS				

## Part V Other Information (Note the statement requirements in the instructions for Part V.)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity . . . . .	33	✓
34 Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes . . . . .	34	✓
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements? . . . . .	35a	✓
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	35b	
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N . . . . .	36	✓
37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ► <span style="border: 1px solid black; padding: 2px;">37a</span> 0		
b Did the organization file Form 1120-POL for this year? . . . . .	37b	✓
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return? . . . . .	38a	✓
b If "Yes," complete Schedule L, Part II and enter the total amount involved . . . . .	38b	
39 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on line 9 . . . . .	39a	NA
b Gross receipts, included on line 9, for public use of club facilities . . . . .	39b	NA
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ► <span style="border: 1px solid black; padding: 2px;">0</span> ; section 4912 ► <span style="border: 1px solid black; padding: 2px;">0</span> ; section 4955 ► <span style="border: 1px solid black; padding: 2px;">0</span>		
b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I . . . . .	40b	✓
c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 . . . . . ► <span style="border: 1px solid black; padding: 2px;">NA</span>		
d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization . . . . . ► <span style="border: 1px solid black; padding: 2px;">NA</span>		
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T. . . . .	40e	✓
41 List the states with which a copy of this return is filed. ► <b>WISCONSIN</b>		
42a The organization's books are in care of ► <b>ROBERT F. STEFFES</b> Telephone no. ► <b>608-222-0008</b> Located at ► <b>ORGANIZATION'S</b> ZIP + 4 ► <b>53705-5261</b>		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . .	42b	✓
If "Yes," enter the name of the foreign country: ► <span style="border: 1px solid black; padding: 2px;"> </span> See the instructions for exceptions and filing requirements for <b>Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts</b> .		
c At any time during the calendar year, did the organization maintain an office outside of the U.S.? . . . . . If "Yes," enter the name of the foreign country: ► <span style="border: 1px solid black; padding: 2px;"> </span>	42c	✓
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year . . . . . ► <span style="border: 1px solid black; padding: 2px;">43</span> □		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ . . . . .	44	✓
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ . . . . .	45	✓

**Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46–49b and complete the tables for lines 50 and 51.

			Yes	No
46	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		46	✓
47	Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		47	✓
48	Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		48	✓
49a	Did the organization make any transfers to an exempt non-charitable related organization?		49a	✓
b	If "Yes," was the related organization a section 527 organization?		49b	✓
50	Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."			

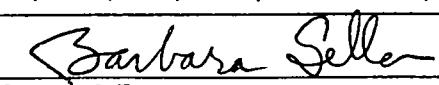
(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

f Total number of other employees paid over \$100,000 ► NONE

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		

d Total number of other independent contractors each receiving over \$100,000 ► NONE

<b>Sign Here</b>	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.		
	 Signature of officer <b>BARBARA SELLA, BOARD PRESIDENT</b> Type or print name and title		
	12/18/10 Date		
<b>Paid Preparer's Use Only</b>	Preparer's signature 	Date	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP + 4 	EIN 	Phone no. 

May the IRS discuss this return with the preparer shown above? See instructions

►  Yes  No



**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . . .	15376	30051	28943	30324	44,521	149,215
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .	0	0	0	0	0	0
3 The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .	0	0	0	0	0	0
4 <b>Total.</b> Add lines 1 through 3 . . . . .	15376	30051	28943	30324	44,521	149,215
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) . . . . .						0
6 <b>Public support.</b> Subtract line 5 from line 4. . . . .						149,215

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4 . . . . .	15376	30051	28943	30324	44,521	149,215
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .	0	0	0	0	0	0
9 Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .	0	0	0	0	0	0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .	0	0	0	0	0	0
11 <b>Total support.</b> Add lines 7 through 10 . . . . .						149,215
12 Gross receipts from related activities, etc. (see instructions) . . . . .				12		48,168
13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> ► <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)) . . . . .	14	100	%
15 Public support percentage from 2008 Schedule A, Part II, line 14 . . . . .	15	100	%
16a <b>33½% support test—2009.</b> If the organization did not check the box on line 13, and line 14 is 33½% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization ► <input checked="" type="checkbox"/>			
b <b>33½% support test—2008.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33½% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
17a <b>10%-facts-and-circumstances test—2009.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here</b> . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
b <b>10%-facts-and-circumstances test—2008.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here</b> . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>			
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>			

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**  
 (Complete only if you checked the box on line 9 of Part I.)
**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . . .						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose . . . . .						
3 Gross receipts from activities that are not an unrelated trade or business under section 513 . . . . .						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
5 The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
<b>6 Total.</b> Add lines 1 through 5 . . . . .						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year . . . . .						
<b>c</b> Add lines 7a and 7b . . . . .						
<b>8 Public support</b> (Subtract line 7c from line 6) . . . . .						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>9</b> Amounts from line 6 . . . . .						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .						
<b>c</b> Add lines 10a and 10b . . . . .						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . . .						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12) . . . . .						
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f)) . . . . .	<b>15</b>	%
16 Public support percentage from 2008 Schedule A, Part III, line 15 . . . . .	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f)) . . . . .	<b>17</b>	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17 . . . . .	<b>18</b>	%
<b>19a 33 1/3 % support tests—2009.</b> If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
<b>b 33 1/3 % support tests—2008.</b> If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
<b>20 Private foundation.</b> If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

## **Supplemental Information to Form 990**

**Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.**

► Attach to Form 990.

---

**Name of the organization**

PREGNANCY HELPLINE INC OF MADISON

**Employer identification number**

**Form 990EZ, Part III, Lines 28, 29, & 30. Additional relevant information regarding SERVICE ACCOMPLISHMENTS:**

**We have been established to assist families experiencing the variety of needs surrounding a pregnancy – before,**

**during and after the birth (Our Mission Statement). We had over 2,300 occasions of assisting families in need last year.**

**These occasions include the following: 1) Our 24/7 Counseling and Referral phone line served crises callers as well as**

callers seeking material goods, diapers, formula, or referrals for medical help; 2) Our Sharing Center distributed

**callers seeking material goods, diapers, formula, or referrals for medical help; 2) Our Sharing Center distributed**

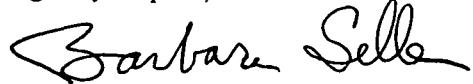
**diapers, formula, maternity clothes, baby equipment etc.; 3) The Layette program delivered gift packages containing**

**baby blankets, outfits, bottles, books and toys, worth up to \$100, delivered to the Mom after giving birth, if possible**

at the hospital or when Mom returned home; and 4) The Crib Sharing Program provided new families with a crib

(complete with mattress and including delivery and set up) for a returnable deposit of \$100.

This is a complete and accurate copy of the original bylaws of  
Pregnancy Helpline, Inc. of Madison



Barbara Sella, Board President

**BYLAWS  
PREGNANCY HELPLINE, INC. OF MADISON  
(Adopted May 19, 2010)**

**Table of Contents**

	<b>Page</b>
<b>ARTICLE 1</b>	
Identification .....	3
Section 1.01. Name .....	3
Section 1.02. Principal and Business Offices .....	3
Section 1.03. Registered Agent and Office .....	3
Section 1.04. Place of Keeping Corporate Records .....	3
<b>ARTICLE 2</b>	
Board of Directors .....	3
Section 2.01. General Powers .....	3
Section 2.02. Election .....	3
Section 2.03. Number, Tenure, and Qualifications .....	3
Section 2.04. Regular Meetings .....	4
Section 2.05. Special Meetings .....	4
Section 2.06. Meetings by Electronic Means of Communication .....	4
Section 2.07. Notice of Meetings; Waiver of Notice .....	4
Section 2.08. Quorum Requirement .....	5
Section 2.09. Voting Requirement .....	5
Section 2.10. Conduct of Meetings .....	5
Section 2.11. Vacancies .....	5
Section 2.12. Compensation and Expenses .....	5
Section 2.13. Directors' Assent .....	5
Section 2.14. Committees .....	6
Section 2.15. Action Without a Meeting .....	6
Section 2.16. Contributions .....	6
<b>ARTICLE 3</b>	
Officers .....	6
Section 3.01. Number and Titles .....	6
Section 3.02. Appointment, Tenure, and Compensation .....	7
Section 3.03. Removal .....	7
Section 3.04. Resignations .....	7
Section 3.05. Vacancies .....	7

Section 3.06. Powers, Authority, and Duties .....	7
Section 3.07. The President .....	7
Section 3.08. The Vice-President .....	8
Section 3.09. The Secretary .....	8
Section 3.10. The Treasurer .....	8
 <b>ARTICLE 4</b>	
Contracts, Loans, Checks, and Deposits .....	7
Section 4.01. Contracts .....	7
Section 4.02. Loans .....	7
Section 4.03. Checks and Drafts .....	7
Section 4.04. Deposits .....	7
 <b>ARTICLE 5</b>	
Contracts Between the Corporation and Related Persons .....	9
 <b>ARTICLE 6</b>	
Indemnification .....	10
 <b>ARTICLE 7</b>	
Amendments .....	10
 <b>ARTICLE 8</b>	
Seal .....	11

## **ARTICLE 1** **Identification**

**Section 1.01. Name.** The corporation's name is PREGNANCY HELPLINE, INC. OF MADISON (the "corporation").

**Section 1.02. Principal and Business Offices.** The corporation may have such principal and other business offices, either within or outside the state of Wisconsin, as the board of directors may designate or as the corporation's business may require from time to time.

**Section 1.03. Registered Agent and Office.** The corporation's registered agent may be changed from time to time by or under the authority of the board of directors. The address of the corporation's registered office may be changed from time to time by or under the authority of the board of directors, or by the registered agent. The business office of the corporation's registered agent shall be identical to the registered office. The corporation's registered office may be, but need not be, identical with the corporation's principal office in the state of Wisconsin.

**Section 1.04. Place of Keeping Corporate Records.** The records and documents required by law to be kept by the corporation permanently shall be kept at the corporation's principal office.

## **ARTICLE 2** **Board of Directors**

**Section 2.01. General Powers.** The corporation's powers shall be exercised by or under the authority of, and its business and affairs shall be managed under the direction of, its board of directors, subject to any limitation set forth in the articles of incorporation.

**Section 2.02. Election.** Directors shall be elected by the directors at each annual directors' meeting. Directors are elected by a plurality of the votes cast by in the election at a meeting at which a quorum is present.

**Section 2.03. Number, Tenure, and Qualifications.** The number of directors of the corporation shall be a minimum of five (5) and a maximum of fifteen (15) and shall hold staggered terms. Each director shall hold office until the meeting held in March of the third year following his or her election, or until his or her successor shall have been elected by the directors or until his or her prior death, resignation, or removal.

Directors may be re-elected. A director may be removed from office by a vote of the directors taken at any directors' meeting called for that purpose, provided that a quorum is present. A director may resign at any time by delivering his or her written resignation that complies with the provisions of ch. 181 to the board of directors, the President of the board of directors, or the corporation. Directors need not be residents of the state of Wisconsin.

**Section 2.04. Regular Meetings.** A regular meeting of the board of directors shall be held without other notice than this bylaw. The board of directors may designate any place, either

within or outside the State of Wisconsin, as the place for any annual or special meeting of the board of directors or any adjourned meeting. If no designation is made, the place of the meeting shall be the corporation's principal office. The board of directors may provide, by resolution, the time and place, either within or outside the state of Wisconsin, for the holding of additional regular meetings.

**Section 2.05. Special Meetings.** Special meetings of the board of directors may be called by or at the request of the chairperson of the board, if any, or by the president, secretary, or any two directors. The person or persons authorized to call special board of directors' meetings may fix any place, either within or outside the state of Wisconsin, as the place for holding any special board meeting called by them, and if no other place is fixed, the meeting place shall be the corporation's principal office in the state of Wisconsin, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the directors in attendance at the meeting.

**Section 2.06. Meetings by Electronic Means of Communication.** To the extent provided in these bylaws, the board of directors, or any committee of the board, may, in addition to conducting meetings in which each director participates in person, and notwithstanding any place set forth in the notice of the meeting or these bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided (1) all participating directors may simultaneously hear each other during the meeting, or (2) all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately 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.

**Section 2.07. Notice of Meetings; Waiver of Notice.** Notice of each board of directors' meeting, except meetings pursuant to Section 2.04 of these bylaws, shall be delivered to each director at his or her business address or at such other address as the director shall have designated in writing and filed with the secretary. Notice may be given orally or communicated in person, by telephone, email, other form of wire or wireless communication, private carrier, or in any other manner provided by ch. 181. Notice shall be given not less than 48 hours before the meeting being noticed, or 72 hours before the meeting being noticed if the notice is given by mail or private carrier. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Oral notice is effective when communicated. A director may waive notice required under this section or by law at any time, whether before or after the time of the meeting. The waiver must be in writing, signed by the director, and retained in the corporate record book. The director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special board of directors' meeting need be specified in the notice or waiver of notice of the meeting.

**Section 2.08. Quorum Requirement.** Except as otherwise provided by ch. 181, the articles of incorporation, or these bylaws, a majority of the number of directors as required in Section 2.03 of these bylaws shall constitute a quorum for the transaction of business at any board of directors' meeting. A majority of the number of directors appointed to serve on a committee as authorized in Section 2.14 of these bylaws shall constitute a quorum for the transaction of business at any committee meeting. These provisions shall not, however, apply to the determination of a quorum for actions taken pursuant to Article 5 of these bylaws or actions taken under emergency bylaws or any other provisions of these bylaws that fix different quorum requirements.

**Section 2.09. Voting Requirement.** The affirmative vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors or a committee of the board of directors except that approval by two-thirds of the directors present at a meeting at which a quorum is present shall be required before an investment or deposit may be made in a Financial Instrument or account other than a savings account, money market account or a certificate of deposit and before an investment may be made in real estate. This provision shall not, however, apply to any action taken by the board of directors pursuant to Section 2.14, Article 5, or Article 7 of these bylaws, or in the event the affirmative vote of a greater number of directors is required by ch. 181, the articles of incorporation, or any other provision of these bylaws. A majority of board members present may adjourn a meeting even in the absence of a quorum.

**Section 2.10. Conduct of Meetings.** The President of the board of directors, and in his or her absence, the vice-president, and in his or her absence, any director chosen by the directors present, shall call board of directors' meetings to order and shall act as chairperson of the meeting. The corporation's secretary shall act as secretary of all board of directors' meetings, but in the secretary's absence, the presiding officer may appoint any assistant secretary, director, or other person present to act as secretary of the meeting.

**Section 2.11. Vacancies.** Any vacancy occurring on the board of directors, including a vacancy created by an increase in the number of directors, may be filled by the board of directors with the term to be equal to the remainder of a term vacated by a director, with election at any meeting noticed for this purpose. If the directors remaining in office constitute fewer than a quorum of the board, the vacancy may be filled by the affirmative vote of a majority of all directors remaining in office.

**Section 2.12. Compensation and Expenses.** The board of directors shall not receive any compensation for services to the corporation as directors but the board of directors may provide for reimbursement of reasonable expenses incurred in the performance of the directors' duties. These expenses, however, must be pre-approved by the board president or vice-president.

**Section 2.13. Directors' Assent.** A director of the corporation who is present and is announced as present at a meeting of the board of directors or of a committee of the board of which he or she is a member, at which meeting action on any corporate matter is taken, shall be deemed to have assented to the action taken unless (1) the director objects at the beginning of the meeting (or promptly upon his or her arrival) to holding the meeting or transacting business at the

meeting; (2) the director dissents or abstains from an action taken and minutes of the meeting are prepared that show the director's dissent to or abstention from the action taken; (3) the director delivers written notice that complies with the provisions of ch. 181 of his or her dissent or abstention to the presiding officer of the meeting before the meeting's adjournment or to the corporation immediately after the adjournment; or (4) the director dissents or abstains from an action taken, minutes of the meeting are prepared that fail to show the director's dissent or abstention, and the director delivers to the corporation a written notice of that failure that complies with the provisions of ch. 181 promptly after receiving the minutes. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

**Section 2.14. Committees.** The board of directors may create committees, by a resolution approved by the greater of the following: (1) a majority of the directors in office when the action is taken, or (2) the number of directors required to take action under Section 2.09 of these bylaws.

The newly elected president (see Section 3.01) may appoint members to the committees and may be assisted by the newly elected vice president (see Section 3.01). Each committee shall consist of two or more directors and shall, unless otherwise provided by the board of directors, serve at the pleasure of the President. Non-board members may also be appointed. The newly elected president, with advice of the newly elected vice-president, shall appoint one of the committee members as chair of the committee. Terms of committee members commence in April and shall be for one year. Each committee shall fix its own rules governing the conduct of its activities and shall make such report of its activities to the board of directors as the board may request.

**Section 2.15. Action Without a Meeting.** Any action required or permitted by the articles of incorporation, these bylaws, or any provision of ch. 181 to be taken by the board of directors at a board meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all of the directors entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written consent shall be effective when the last director signs the consent or upon such other effective date as is specified in the consent.

**Section 2.16. Contributions.** Board members are required to make an annual financial contribution to the corporation in the amount of their choosing.

## ARTICLE 3 Officers

**Section 3.01. Number and Titles.** The corporation's principal officers shall be a president, vice-president, secretary, and treasurer, each of whom shall be elected by the board. It is generally expected, but not required, that the Vice President will succeed as President in the year following election as Vice President. In December, the President shall appoint an ad hoc committee to recommend a slate of officers for vote at the regularly scheduled February board meeting with one year terms to commence in March. Officers shall be directors. The same natural person may simultaneously hold the office of secretary and treasurer.

**Section 3.02. Appointment and Tenure.** The officers shall be elected by the board of directors, or to the extent authorized in these bylaws, by another duly elected officer. Each officer shall hold office until his or her successor shall have been duly elected or until the officer's prior death, resignation, or removal.

**Section 3.03. Removal.** The board of directors may remove any officer, by majority vote of those present excluding the director who is the subject of the vote.

**Section 3.04. Resignations.** Any officer may resign at any time by giving written notice to the corporation, the board of directors, the president, or the secretary. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the corporation accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

**Section 3.05. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or other reason shall be filled in the manner prescribed for regular elections to the office at any meeting noticed for this purpose.

**Section 3.06. Powers, Authority, and Duties.** Officers of the corporation shall have the powers and authority conferred and the duties prescribed by the board of directors or the officer who appointed them in addition to and to the extent not inconsistent with those specified in other sections of this Article 3.

**Section 3.07. The President.** The president, subject to the board of directors' control, shall:

1. superintend and manage the corporation's business;
2. coordinate and supervise the work of its other officers (except the chairperson of the board);
3. employ, direct, fix the compensation of, discipline, and discharge its employees;
4. employ agents, professional advisors, and consultants;
5. have authority to sign, execute, and deliver in the corporation's name all instruments either when specifically authorized by the board of directors or when required or deemed necessary or advisable by the president in the ordinary conduct of the corporation's normal business, except in cases where the signing and execution of the instruments shall be expressly delegated by these bylaws or by the board to some other officer(s) or agent(s) of the corporation or shall be required by law or otherwise to be signed or executed by some other officer or agent; and
6. in general, perform all duties incident to the office of the president and such other duties as from time to time may be assigned to him or her by the board of directors.

**Section 3.8. The Vice-President.** In the president's absence, or in the event of his or her death or inability or refusal to act, or if for any reason it shall be impractical for the president to act personally, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties and have such authority as from time to time may be delegated or assigned to him or her by the president or by the board of directors. The execution of any instrument of the corporation by any vice-president shall be conclusive evidence, as to third parties, of his or her authority to act in the president's place.

**Section 3.9. The Secretary.** The secretary shall:

1. keep any minutes of the shareholders and of the board of directors and its committees in one or more books provided for that purpose;
2. see that all notices are duly given in accordance with these bylaws or as required by law;
3. be custodian of the corporation's corporate records and see that the books, reports,
4. statements, certificates, and all other documents and records required by law are properly kept and filed;
5. in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the board of directors or the president.

**Section 3.10. The Treasurer.** The treasurer shall:

1. Superintend and oversee all of the corporation's funds; receive and give receipts for monies due and payable to the corporation from any source whatsoever; deposit all such monies in the corporation's name in such banks, financial institutions, trust companies, or other depositories as shall be selected in accordance with the provisions of Section 4.04 of these bylaws; cause such funds to be disbursed by checks or drafts on the corporation's authorized depositories, signed as the board of directors may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all monies disbursed;
2. have the right to require from time to time reports or statements giving such information as he or she may desire with respect to any and all of the corporation's financial transactions from the officers, employees, or agents transacting the same;
3. keep or cause to be kept, at the corporation's principal office or such other office or offices as the board of directors shall from time to time designate, correct records of the corporation's funds, business, and transactions, and exhibit those records to any director of the corporation upon request at that office;

4. deliver to the board of directors, the chairperson of the board, or the president whenever requested an account of the corporation's financial condition and of all his or her transactions as treasurer, and as soon as possible after the close of each fiscal year, make or cause to be made and submit to the board a like report for that fiscal year;
5. in general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the board of directors or the president.

If required by the board of directors, the treasurer shall furnish a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board shall determine.

## **ARTICLE 4** **Contracts, Loans, Checks, and Deposits**

**Section 4.01. Contracts.** The board of directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument in the corporation's name and on its behalf. The authorization may be general or confined to specific instruments. When an instrument is so executed, no other party to the instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers, or agent or agents.

**Section 4.02. Loans.** No indebtedness for borrowed money shall be contracted on the corporation's behalf and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the board of directors. The authorization may be general or confined to specific instances.

**Section 4.03. Checks and Drafts.** All checks, drafts, or other orders for the payment of money, or notes or other evidences of indebtedness issued in the corporation's name, shall be signed by such officer or officers, or agent or agents of the corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the board of directors.

**Section 4.04. Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the corporation's credit in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the board of directors.

## **ARTICLE 5** **Contracts Between the Corporation and Related Persons**

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any entity of which one or more of its directors are members or employees or in which one or more of its directors are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees or in which one or more of its directors are interested, shall not

be voidable by the corporation solely because of the director's interest, whether direct or indirect, in the transaction if:

1. the material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board of directors, and a majority of disinterested members of the board of directors or committee authorized, approved, or specifically ratified the transaction; or
2. the material facts of the transaction and the director's interest were disclosed or known to the shareholders entitled to vote, and a majority of the shares held by disinterested shareholders authorized, approved, or specifically ratified the transaction; or the transaction was fair to the corporation.
3. For purposes of this Article 5, a majority of directors having no direct or indirect interest in the transaction shall constitute a quorum of the board or a committee of the board acting on the matter.

## **ARTICLE 6** **Indemnification**

The corporation shall, to the fullest extent authorized by ch. 181, indemnify any director or 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, to the fullest extent authorized by ch. 181, 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 ch. 181, indemnify, reimburse, or advance expenses of directors or officers.

## **ARTICLE 7** **Amendments**

The board of directors may amend or repeal these bylaws or adopt new bylaws.

## **ARTICLE 8**

### **Seal**

The corporation shall not have a corporate seal, and all formal corporate documents shall carry the designation "No Seal" along with the signature of the corporation's officer or officers.