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Form 990-EZ

Short Form Return of Organization Exempt From Income Tax

2009

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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.

A For the 2009 calendar year, or tax year beginning 09-01-2009, and ending 08-31-2010

- B Check if applicable: Address change, Name change, Initial return, Terminated, Amended return, Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization: PROFESSIONAL DIMENSIONS INC
Number and street (or P O box, if mail is not delivered to street address) Room/suite: 759 N MILWAUKEE STREET SUITE 404
City or town, state or country, and ZIP + 4: MILWAUKEE, WI 53202

D Employer identification number: 39-1306562
E Telephone number: (414) 374-3570
F Group Exemption Number

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: [X] Cash [ ] Accrual Other (specify)

I Website: N/A

H Check [X] if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

J Tax-Exempt status (check only one): [X] 501(c)(6) (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 \$ 175,694

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

Table with 21 rows for Revenue, Expenses, and Net Assets. Revenue total: 175,694. Expenses total: 159,196. Net Assets total: 97,357.

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)

Table with 7 rows for Balance Sheets. Columns: (A) Beginning of year, (B) End of year. Total assets: 80,859. Total liabilities: 0. Net assets: 80,859.



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 No

34 Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes

34 Yes

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

35a No

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 No

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 No

37a Enter amount of political expenditures, direct or indirect, as described in the instructions

37a 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 No

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

b Gross receipts, included on line 9, for public use of club facilities

39b

40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under section 4911, section 4912, section 4955

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

d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization

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 No

41 List the states with which a copy of this return is filed

42a The organization's books are in care of LOIS DEE Telephone no (414) 374-3570
759 NORTH MILWAUKEE STREET SUITE
404
Located at MILWAUKEE, WI ZIP + 4 53202

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 No

If "Yes," enter the name of the foreign country

See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.

c At any time during the calendar year, did the organization maintain an office outside of the U S ?

42c No

If "Yes," enter the name of the foreign country

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 43

44 Did the organization maintain any donor advised funds? If "Yes", Form 990 must be completed instead of Form 990-EZ.

44 No

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 No

**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
<b>46</b> 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		
<b>47</b> Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		
<b>48</b> Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		
<b>49a</b> Did the organization make any transfers to an exempt non-charitable related organization?		
<b>49b</b> If "Yes," was the related organization a section 527 organization?		

**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

**50(f)** Total number of other employees paid over \$100,000 . . . . .

**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

**51(d)** Total number of other independent contractors each receiving over \$100,000 . . . . .

**Please Sign Here**

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: \*\*\*\*\* Date: 2011-02-07

Type or print name and title: MARY DOWELL, PRESIDENT

**Paid Preparer's Use Only**

Preparer's signature: Dawn E Wittak CPA MST Date: 2011-02-07 Check if self-employed:

Firm's name (or yours if self-employed), address, and ZIP + 4: SCRIBNER COHEN AND COMPANY SC CPAs, 400 EAST MASON STREET SUITE 300, MILWAUKEE, WI 53202

Preparer's identifying number (See instructions): EIN: Phone no: (414) 271-1700

May the IRS discuss this return with the preparer shown above? See instructions  Yes  No

**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 39-1306562  
**Name:** PROFESSIONAL DIMENSIONS INC

**Form 990EZ, Part IV - List of Officers, Directors, Trustees, and Key Employees**

(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
ANNE CURLEY 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	VP MEMBERSHIP 4 00	0	0	0
BARBARA ARMSTRONG 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	PAST PRESIDENT 4 00	0	0	0
MARY KOZIBOSKI 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	DIRECTOR 2 00	0	0	0
KIMBERLEY NOON 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	PAST VP ADMINISTRATION 4 00	0	0	0
MARYL PETRIE 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	DIRECTOR 2 00	0	0	0
MARY DOWELL 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	PRESIDENT 4 00	0	0	0
BETH BAUER 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	DIRECTOR 2 00	0	0	0
PAMELA KLEIN 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	DIRECTOR 2 00	0	0	0
THERESA REAGAN 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	DIRECTOR 2 00	0	0	0
MOLLY QUIRK 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	PAST VP COMMUNICATIONS 4 00	0	0	0
ANNE TIDMORE 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	TREASURER 4 00	0	0	0
TRACEY CARSON 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	PAST VP COMMUNITY AFFAIRS 4 00	0	0	0
PATRICIA GORENCE 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	DIRECTOR 2 00	0	0	0
JULIE PEDRETTI 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	PAST VP PROGRAMS 4 00	0	0	0
M LYNNE ROBINSON 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	PAST VP STRATEGIC PLANNING 4 00	0	0	0
ANN BARRY HANNEMAN 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	VP ADMINISTRATION 4 00	0	0	0
HEIDI HOLDENER 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	VP TECHNOLOGY 2 00	0	0	0
PENELOPE KAILING 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	DIRECTOR 2 00	0	0	0
ANTONIA WALZAK 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	DIRECTOR 2 00	0	0	0
DEBRA CRAWFORD 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	DIRECTOR 2 00	0	0	0
REDONNA RODGERS 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	DIRECTOR 2 00	0	0	0
ANGELA ADAMS 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	VP COMMUNICATIONS 4 00	0	0	0
KATHIE KUEHT 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	VP COMMUNITY AFFAIRS 4 00	0	0	0
JOYCE RUBENSTEIN 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	VP PROGRAMS 4 00	0	0	0
AMALIA SCHOONE 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	VP STRATEGIC PLANNING 4 00	0	0	0
SUE DENZINE 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	SECRETARY 4 00	0	0	0
KRISTIN BERGSTROM 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	DIRECTOR 2 00	0	0	0
MAUREEN LLOYD 759 NORTH MILWAUKEE STREET SUITE 40 MILWAUKEE, WI 53202	DIRECTOR 2 00	0	0	0

**TY 2009 Other Assets Schedule**

**Name:** PROFESSIONAL DIMENSIONS INC

**EIN:** 39-1306562

Description	Beginning of Year Amount	End of Year Amount
Other Depreciable Assets	68	0

**TY 2009 Other Expenses Schedule****Name:** PROFESSIONAL DIMENSIONS INC**EIN:** 39-1306562

<b>Description</b>	<b>Amount</b>
COMMUNITY AFFAIRS	1,596
RECRUITING/NEW MEMBERSHIP	3,549
INSURANCE	1,443
SUPPLIES	4,751
MEETINGS	45,467
ADMINISTRATION	87,594

**TY 2009 Other Revenues Schedule**

**Name:** PROFESSIONAL DIMENSIONS INC

**EIN:** 39-1306562

Description	Amount
E-MAIL	1,157

**TY 2009 Transfers Personal Benefits  
Contracts Declaration**

**Name:** PROFESSIONAL DIMENSIONS INC

**EIN:** 39-1306562

**Declaration:** The organization did not, during the year, receive any funds, directly, or indirectly, to pay premiums on a personal benefit contract. The organization, did not, during the year, pay any premiums, directly, or indirectly, on a personal benefit contract.

**AMENDED AND RESTATED  
BYLAWS  
OF  
PROFESSIONAL DIMENSIONS, INC.**

**ARTICLE I**

**ORGANIZATION AND OFFICES**

Section 1. Organization. Professional Dimensions, Inc., is a membership organization incorporated as a Wisconsin Non Stock Corporation under Chapter 181, Wisconsin Statutes. The corporation is qualified as an exempt organization under Section 501(c)(6) of the Internal Revenue Code, 1986. The corporation is hereinafter referred to in these bylaws as the organization.

Section 2. Offices. The principal office of the organization shall be located in the County of Milwaukee, State of Wisconsin. The registered office of the organization required by the Wisconsin Non Stock Corporation Law to be maintained in the State of Wisconsin may be identical, but need not be identical with the principal office in the State of Wisconsin. The address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II**

**PURPOSE**

The purpose of this organization shall be to maintain a diverse membership of highly qualified women in business and the professions to promote the professional growth of women and to foster a social and business exchange of ideas, resources and opportunities among women. This organization shall be nonsectarian, nonpartisan, and nonprofit. In the event of the dissolution of the organization, the remaining assets shall be distributed to organizations which are exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code or to organizations which are operated exclusively for charitable, educational, scientific or literary purposes and qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE III**

**MEMBERS**

Section 1. Active Membership.

- (a) Initial Eligibility. Any person shall be eligible for active membership in the organization provided:

- i. Such person is engaged in a professional occupation or activities whether or not for compensation and is concerned with professional growth;
- ii. Such person's membership has been approved by the Board of Directors; and
- iii. Such person has paid the required dues and fees.

(b) Continued Eligibility. Any person shall be eligible to continue active membership in the organization provided she continues to meet the requirements set forth in Section 1(a), above; and has attended at least 50% of the regular membership meetings for the year; and or otherwise supports and participates in activities of the organization; or in the opinion of the Board of Directors, has made other significant contribution(s) to the organization.

Section 2. Reinstated Membership. Upon request, any former member of this organization shall be eligible to be reinstated as an active member upon payment of the current dues.

Section 3. Retired Membership. Any member permanently retiring from a full-time occupation may continue to be a member. If such person has remained a member in good standing of this organization for at least five (5) years, a permanently retired member over age 60 may, upon request, pay reduced membership dues, as determined by the Board of Directors, and remain a member with full privileges.

Section 4. Inactive Membership. Any former active member may become an inactive member upon application to the Board of Directors if such member has moved out of the metropolitan Milwaukee area, has temporarily left business or professional pursuits for health, education or family care purposes, or for any other valid reason approved by the Board of Directors.

Section 5. Honorary Membership. The Board of Directors may designate any person as an honorary member for such duration as determined at the time by the board. Only persons who have distinguished themselves as supporting the purposes of this organization shall be eligible for honorary membership status. An honorary member shall be entitled to become an active member at any time during or following such designation.

Section 6. Number of Members. The number of members of this organization shall be determined from time to time by the Board of Directors, which shall strive to assure a diverse group of members.

Section 7. Membership Dues and Fees. Membership dues and any fees to be assessed shall be determined annually for each class of members by the Board of Directors.

Section 8. Privileges of Membership. Only active, retired and honorary members shall be qualified and entitled to vote at any meeting of members.

## ARTICLE IV

### MEETINGS OF MEMBERS

Section 1. Regular Meetings. There shall be at least ten regular meetings of the members each year to be held at such time and place as determined from time to time by the Board of Directors.

Section 2. Annual Meeting. An annual meeting of the members shall be held for the purpose of electing the Principal Officers, directors-at-large of the Board of Directors and the Chair and members-at-large of the Nominating Committee and receiving reports of the operations of the organization. Such meeting shall be held during the month of June of each year on such date as may be determined by the Board of Directors.

Section 3. Elections. At least twenty days prior to the annual meeting, the Nominating Committee shall submit in writing to the members a single slate of nominees to fill expired terms of the Principal Officers, directors-at-large of the Board of Directors and the Chair and members-at-large of the Nominating Committee. The nomination of any qualified member for election to one or more of such positions in opposition to the slate submitted may be presented to the membership at the annual meeting on a written ballot provided the following requirements are met:

- (a) Such nomination is supported in writing by at least ten active members;
- (b) Notice of such nomination is mailed to all members at least ten days prior to such meeting; and
- (c) The written consent of such nominee has been secured.

Section 4. Voting. Each active, retired or honorary member present shall be entitled to one vote.

Section 5. Manner of Acting. The vote of a majority of the members present or represented by proxy shall be required for the conduct of business at any meeting at which a quorum is present. At all regular, special or annual meetings of members, a member entitled to vote may vote in person or by proxy with regard to all matters; and may vote in person or by proxy with regard to elections of the Principal Officers and directors-at-large of the Board of Directors and the Chair and members-at-large of the Nominating Committee. A proxy may be granted to a qualified member in writing by the member. A proxy may be revoked at any time before it is voted. No proxy shall be valid if the member granting the proxy is present at the meeting or in any event, after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 6. Special Meetings. Special meetings of the members shall be called by the President upon written request of at least ten percent of the members stating the purpose for which such meeting is to be called or upon recommendation of the Board of Directors. Business may be conducted at such meeting, but the conduct of business for a purpose other than stated in the notice of meeting shall be ineffective.

Section 7. Place and Notice of Meeting. The date, time and place of the annual, regular and special meetings of the members shall be determined by the Board of Directors. Notice of the date, time and place of any annual, regular or special meeting of the members shall be provided in writing no less than ten (10) nor more than fifty (50) days prior to the date of such meeting.

Section 8. Quorum. A quorum for purposes of the conduct of business at any meeting of the members of the organization shall consist of twenty-five percent (25%) of the members, including members represented by proxy.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

Section 1. General Powers. The affairs, business and property of the organization shall be managed by its Board of Directors.

Section 2. Number and Composition. The Board of Directors shall consist of the Principal Officers of the organization, as defined in Article VI, below, the Nominating Committee Chair, the Chair of the PD Charitable Fund, the Sacagawea Chair and the directors-at-large of the Board of Directors. The total number of directors of the organization shall be no more than 25 and no less than 10. Each director shall be an active member of the organization in good standing. Directors shall serve in only one elected position at a time, including positions on the PD Board of Directors and the PD Charitable Fund Board except the Chair of the PD Charitable Fund and the Sacagawea Chair shall serve as members of both boards.

Section 3. Terms. The members of the Board of Directors shall be elected for a term of two years commencing immediately following election at an annual meeting of the members. The terms of members of the Board of Directors shall be staggered so that no more than one-half of the directors' terms expire each year. A member of the Board is not eligible to serve more than two consecutive terms of two years but may be elected to serve as a member of the Board two or more years after the expiration of her prior term. A member who has completed one or more full or partial terms immediately preceding her election shall be eligible to serve a one-year term as President-Elect followed by a two-year term as President.

Section 4. Resignation. Any director may resign at any time by a signed written resignation delivered to the President or the Secretary. Such resignation shall take effect at the time specified therein. If no time is specified, it shall take effect on the date of its receipt by the President or Secretary, who shall record such resignation. The acceptance of a resignation shall not be necessary to make it effective.

Section 5. Removal. A director may be removed from office for any reason deemed sufficient by the Board of Directors by action of the Board of Directors. Election or appointment shall not of itself create contract rights.

Section 6. Vacancies. Except for a vacancy in the office of President or President-Elect, any vacancy occurring in the Board of Directors for reasons other than the expiration of a term of office may be filled by the act of the Board of Directors for the unexpired portion of the term.

Section 7. Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held at least quarter-annually. Meetings of the Board of Directors shall be held on such date and at such time and place as the President may designate, and in case the President shall fail to make such designation, the Secretary shall do so.

The President or Secretary may call special meetings of the Board of Directors for any purpose. The President or Secretary shall call a special meeting of the Board of Directors upon the request, oral or written, of a majority of the directors.

Section 8. Notice and Waiver of Notice.

- (a) Notice. Notice of the date, time and place of any regular or special meeting shall be given by oral or written notice delivered personally to each director at least forty-eight (48) hours prior thereto, or by written notice by other than personal delivery at least seventy-two (72) hours prior thereto. Notice shall be given by one of the methods described in Article VII hereof. The purpose and the business to be transacted at any special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting.
- (b) Waiver of Notice. Whenever any notice whatever is required to be given under the bylaws of the organization, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except the attendance of a director for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened shall not constitute a waiver of notice.

Section 9. Quorum. A majority of the then serving directors and proxies shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; if less than such quorum is present at a meeting, a majority of the directors and proxies present may adjourn the meeting from time to time without further notice. A director may designate another member of the board or a member of the committee she chairs, if applicable, as her proxy to represent her at any regular or special meeting of the Board of Directors provided she notifies the Executive Administrator prior to the meeting.

Section 10. Manner of Acting. The act 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, unless the act of a greater number is required by law or by these bylaws.

Section 11. Informal Action. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action so taken is signed by all of the members of the board.

Section 12. Meetings by Telephone or Other Communication Technology.

- (a) Any or all directors may participate in a regular or special meeting of the board of directors by, or conduct the meeting through the use of, telephone or any other means of communication by which either:
  - (i) All participating directors may simultaneously hear each other during the meeting or
  - (ii) 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.
- (b) If a meeting is to be conducted through the use of any means described in subsection (a), all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 13. Compensation. No director shall be entitled to compensation for serving as a director. The organization may reimburse a director for any reasonable expenses incurred in the performance of her duties as director and may pay her reasonable compensation for services rendered to the organization other than as a director.

## **ARTICLE VI**

### **OFFICERS**

Section 1. Number. The Principal Officers of the organization shall be the President, President-Elect, at least one but no more than six Vice-Presidents, a Secretary and a Treasurer.

Section 2. Election and Term of Office. Commencing with the election of the organization's officers in 2010, the term of office of the President shall be two years. Each other Principal Officer shall serve a one- year term. An officer, other than the President, may serve two consecutive terms in the same office. The President-Elect shall serve a one-year term and shall assume the position of President upon completion of her one-year term as President-Elect. Notwithstanding anything to the contrary herein, each officer shall hold office until her resignation or removal, death, or incapacity, or until the election of a qualified successor. If a President-Elect assumes the office of the President due to a vacancy in such office, her term as President shall extend until the second annual meeting of the members following the time she takes such office. Nothing herein shall prohibit a Principal Officer, other than the President, from continuing to serve on the Board of Directors or as any other Principal Officer upon the expiration of her term of office if she has served less than two consecutive two-year terms on the Board of Directors.

Section 3. Executive Administrator. The Executive Administrator shall be a non-elected, non-board member officer to carry out the administrative duties of the organization and to serve at the pleasure of the Board of Directors unless otherwise restricted by contract or agreement. The Executive Administrator shall carry out the responsibilities set forth in the job description approved by the Board and, in the event of conflict, shall take direction from the President. The Board of Directors may enter into a contract or employment agreement for retention of services of the Executive Administrator.

Section 4. Removal. An officer may be removed from office for any reason deemed sufficient by the Board of Directors by action of the Board of Directors. Election or appointment shall not of itself create contract rights.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by act of the Board of Directors for the unexpired portion of the term, except that any vacancy in the office of President or President-Elect shall be filled by the President-Elect if then serving, in the case of a vacancy in the office of President, or by a nominee designated by the Nominating Committee and approved by the Board of Directors. If a President-Elect assumes the office of President due to a vacancy in that office, her term as President shall extend until the second annual meeting of members following the time she takes such office.

Section 6. President. The President shall be the chief elected officer of the organization and shall see that the responsibilities of the Principal Officers, the directors-at-large, and the committees of the Board of Directors are carried out. She shall, when present, preside at all meetings of the members and of the Board of Directors. She shall call all meetings, regular and special. She will set the agenda for all meetings. She may sign all deeds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the organization, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. President-Elect. At such time as a President-Elect is holding office, she shall be responsible for performing those duties designated by the President. In the absence of the President, the President-Elect shall preside at any meeting of the members, the Board of Directors, or the Executive Committee.

Section 8. Vice-Presidents; Officers. Vice-Presidents and other officers shall be responsible for performing those duties set forth in a separate Memorandum prepared or adopted by the President annually and approved by the Board of Directors. In the absence of the President and President-Elect, a Vice-President designated by the President shall preside at any meeting of the members or the Board of Directors. If the President has failed to so designate a Vice-President, then such Vice-President shall be designated by a majority of all Vice-Presidents then serving.

Section 9. Secretary. The Secretary shall supervise the maintenance of accurate minutes of the meetings of the Board of Directors and meetings of the members of the organization, and in general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 10. Treasurer. The Treasurer shall monitor the control, receipt and custody of all assets of the organization and shall monitor disbursements as authorized by the Board of Directors. The Treasurer shall prepare an annual budget with estimated revenues and expenses of the organization, which shall be submitted to the board for approval prior to October 1<sup>st</sup> of each fiscal year. The Treasurer shall report to the Board of Directors at least quarter-annually as to the financial performance and condition of the organization and shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her by the President or the Board of Directors

## ARTICLE VII

### COMMITTEES

Section 1. Board Committees. The committees of the board comprised solely of members of the Board of Directors shall consist of the Executive Committee and any other committee established from time to time at the direction of the Board of Directors.

Section 2. Non-Board Committees. Other committees shall include the Nominating Committee and such other standing or ad hoc committees established from time to time at the direction of the Board of Directors. The Chair of the Nominating Committee or any standing committee shall be a member of the Board of Directors. Qualifications to serve as Chair of any ad hoc committee shall be determined from time to time by the Board of Directors.

Section 3. Committee Operation. Each committee shall have such authority and responsibility as set forth in these bylaws in the case of the Executive Committee and the Nominating Committee, or as set forth in the charge to the committee approved by the Board of Directors, in the case of any other committee.

Each committee shall meet on call of its Chair or the President of the Board of Directors. Each committee shall keep records of its meetings and report to the Board of Directors as provided in these bylaws or in the charge to the committee. The President shall be an ex officio member of and shall provide advice and assistance to each committee established by the board.

Except as provided in these bylaws or in the charge to any committee, no action of any committee shall be binding upon the organization until approved by action of the Board of Directors.

Section 4. Executive Committee.

- (a) Composition, Term and Chair. The members of the Executive Committee shall be elected by the Board of Directors and shall consist of the Principal Officers of the organization as defined under Article VII, above, and any other members of the Board of Directors so elected. The President shall serve as the Chair of the Executive Committee. In the absence of the President, the President-Elect shall preside at any meeting of the Executive Committee. If the President or the President-Elect shall be absent from any meeting of the Executive Committee, a Vice-President designated by the President in her absence, or if the President has failed to designate a Vice-President, then such Vice-President as shall be

designated by agreement of all Vice-Presidents then serving, shall serve as Chair of the Meeting.

- (b) Responsibilities. The Executive Committee may act for the Board of Directors unless otherwise prohibited by these bylaws.
- (c) Meetings of the Executive Committee. Meetings of the Executive Committee may be held upon call of the President of the Board of Directors or any two members of the committee upon forty-eight (48) hours notice to each member of the committee.
- (d) Quorum and Action of the Executive Committee. A quorum shall consist of a majority of members of the Executive Committee. The vote of a majority of the members of the committee at any meeting at which a quorum is present shall constitute the act of the Executive Committee. Except as prohibited herein, the Executive Committee may act for the Board of Directors in substitution of the rights and duties of the Board of Directors.
- (e) Prohibition on Actions of the Executive Committee. The Executive Committee shall not elect officers nor fill vacancies in any office or in the members-at-large of the Board of Directors, nor shall the Executive Committee amend or repeal these bylaws or the organization's Articles of Incorporation, nor shall the Executive Committee reverse any prior action of the Board of Directors or take action in respect to matters involving policies not previously determined by the Board of Directors.

#### Section 5. Nominating Committee.

- (a) Number and Composition. The Nominating Committee shall consist of nine to eleven active members of the organization including the Chair, who shall serve as a member of the Board of Directors. No member of the Nominating Committee shall otherwise serve in any other elected position of this organization or the Professional Dimensions Charitable Fund Board
- (b) Responsibilities.
  - i. The Nominating Committee shall propose a single slate of nominees for the Board of Directors of the organization, including officers and directors-at-large, to be presented for election at the annual meeting of the membership upon approval of the Board of Directors, except that a nominee for the office of President-Elect shall only be proposed for election after the then serving President has served one year of her two-year term.
  - ii. The Nominating Committee also shall propose a single slate of nominees for members-at-large of the Nominating Committee to be presented for election

at the annual meeting of the membership upon approval of the Board of Directors.

- iii. The Nominating Committee also shall propose a single slate of nominees for the Board of Directors of the Professional Dimensions Charitable Fund, Inc., including officers (as designated in the Charitable Fund's by-laws) and directors-at-large, to be elected by the Board of Directors of the organization (Professional Dimensions) at a regular or special meeting prior to the annual meeting of the membership of the organization.
- iv. If a vacancy occurs in the office of President or President-Elect or the office of Chair of the Professional Dimensions Charitable Fund, Inc., within thirty days thereafter the Nominating Committee shall propose a nominee to fill such vacancy subject to approval of the Board of Directors of the organization. If a vacancy occurs in the office of Chair of the Nominating Committee, within thirty days thereafter the Executive Committee of the organization shall propose a nominee to fill such vacancy subject to approval of the Board of Directors of the organization.

- (c) Chair. The Chair of the Nominating Committee shall serve a two year term. The Chair shall be proposed by the Executive Committee, subject to approval by the Board of Directors and election at the annual meeting of the membership.
- (d) Term. Members-at-large of the Nominating Committee shall be elected for one term of two years except that a member appointed to the position of Chair is eligible to serve a two term of two years as Chair immediately following a full or partial term as a member-at-large. The terms shall be staggered such that the terms of approximately one-half of the members expire each year. The term of a member serving as Chair of the Nominating Committee shall not extend beyond the expiration of her term as Chair. A member of the Nominating Committee is not eligible to serve consecutive terms but may be elected to serve a new term two or more years following the expiration of her prior term.
- (e) Meetings and Quorum. The Chair shall call and preside at all meetings of the Nominating Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The act of the majority of the members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee.
- (f) Resignation. Any member of the Committee may resign at any time by a signed written resignation delivered to the Chair. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt by

the Chair. The acceptance of a resignation shall not be necessary to make it effective.

- (g) Removal. A member of the Committee may be removed by action of the Committee or any reason deemed sufficient by a majority of the members of the Committee.
- (h) Vacancies. Any vacancy occurring on the Committee for reasons other than the expiration of a term shall be filled by action of the Committee for the unexpired portion of the term, except that a vacancy in the position of Chair shall be filled by appointment of a current Committee member by the Executive Committee of the organization.

## **ARTICLE VIII**

### **METHODS OF GIVING NOTICE**

Notice of any regular or special meeting of members, any regular or special meeting of directors, meetings of the Executive Committee and Nominating Committee and any other notice required to be given under these bylaws personally may be communicated in person, by telephone, facsimile or other form of wire or wireless communication, or otherwise in writing by mail or private courier. Oral notice is effective when communicated. Written notice is effective when received or when deposited in the U.S. mail, if mailed postpaid and correctly addressed, whichever is earlier.

## **ARTICLE IX**

### **INDEMNIFICATION**

Section 1. Mandatory Indemnification. The organization shall, to the extent required by Chapter 181, Wisconsin Statutes, including any amendments thereto, indemnify its directors and officers against any and all liabilities, and advance any and all reasonable expenses, incurred thereby in any proceeding to which any director or officer is a party because such director or officer is a director or officer of the organization. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which such director or officer may be entitled under any written agreement, board resolution or vote of the members.

Section 2. Permissive Supplementary Benefits. The organization may, but shall not be required to, supplement the foregoing right of indemnification against liabilities and advancement of expenses hereunder by purchase of insurance on behalf of one or more of such directors, officers, employees, or agents, whether or not the organization would be obligated to indemnify or advance expenses to such director, officer, employee or agent or by entering into individual or group agreements with any one or more of such directors, officers, employees or agents.

## ARTICLE X

### CONFLICT OF INTEREST

Section 1. Disclosure. Each director shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the Board.

Section 2. Abstention from Voting. Any director having duality of interest or conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, she shall not use her personal influence on the matter, but may briefly state her position on the matter and may answer pertinent questions from other directors since her knowledge may be of great assistance. The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation. If a director is uncertain as to whether she has a duality or conflict of interest which requires abstention, or if a director asserts that another director has such a duality or conflict, the Board, by majority vote of those present other than the director having the possible conflict, shall decide whether abstention is required. If so, the director will be deemed to have abstained.

Section 3. Purchases. No purchase of goods or services involving One thousand Dollars (\$1,000.00) or more from any director or any entity of which the director is an officer, director, partner, owner or employee, shall be made without prior approval of and disclosure to the Board of Directors.

## ARTICLE XI

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument for, in the name of and on behalf of the organization. Such authorization may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the organization and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization, shall be signed by such officer or officers, agent or agents, of the organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies or other depositories as may be determined by resolution of the Board of Directors.

Section 5. Specification of Officers. When the execution of any contract or other instrument has been authorized without specification of the executing officers, the President, any Vice-President, together with the Secretary or Treasurer, may execute the same for, in the name of and on behalf of the organization.

## **ARTICLE XII**

### **SEAL**

Unless the Board of Directors otherwise determines, the organization shall have no seal.

## **ARTICLE XIII**

### **AMENDMENTS**

The organization's Articles of Incorporation and these bylaws may be altered, amended or repealed and amended Articles or amended or restated bylaws may be adopted by the members by affirmative vote of not less than a majority of the members present or represented at any annual or special meeting of the members at which a quorum is in attendance. A copy of any proposed amendment(s) shall be sent to each active member at least 10 days before any such meeting.

## **ARTICLE XIV**

### **MISCELLANEOUS PROVISIONS**

Section 1. Number. All words used in the singular or plural number shall, where appropriate, extend to and include the other number.

Section 2 Fiscal Year The fiscal year of the organization shall commence on the 1<sup>st</sup> day of September and end on the last of day of August of each year

Approved Annual Meeting 5-27-09