

Form **990-EZ**

Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

2009

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

Open to Public Inspection

A For the 2009 calendar year, or tax year beginning and ending

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
SPINA BIFIDA ASSOCIATION OF WISCONSIN INC.
 Number and street (or P.O. box, if mail is not delivered to street address) Room/suite
830 N. 109TH STREET #6
 City or town, state or country, and ZIP + 4
WAUWATOSA, WI 53226

D Employer identification number
39-1594831

E Telephone number
414-607-9061

F Group Exemption Number

G Accounting method: Cash Accrual
 Other (specify)

I Website **WWW.SBAWI.ORG**

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

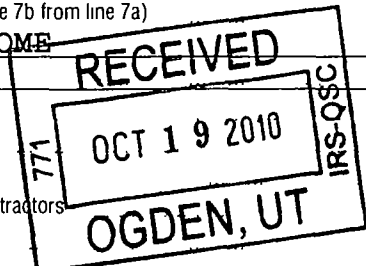
K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

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 \$ **56,459.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)			
Revenue	1 Contributions, gifts, grants, and similar amounts received	1	24,328.
	2 Program service revenue including government fees and contracts	2	
	3 Membership dues and assessments	3	290.
	4 Investment income	4	
	5a Gross amount from sale of assets other than inventory	5a	
	b Less: cost or other basis and sales expenses	5b	
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	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 \$ of contributions reported on line 1)	6a	30,399.
b Less: direct expenses other than fundraising expenses	6b	11,764.	
c Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	18,635.	
7a Gross sales of inventory, less returns and allowances	7a		
b Less: cost of goods sold	7b		
c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8 Other revenue (describe INTEREST INCOME)	8	1,442.	
9 Total revenue Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	44,695.	
Expenses	10 Grants and similar amounts paid (attach schedule)	10	
	11 Benefits paid to or for members	11	
	12 Salaries, other compensation, and employee benefits	12	54,470.
	13 Professional fees and other payments to independent contractors	13	29,412.
	14 Occupancy, rent, utilities, and maintenance	14	10,982.
	15 Printing, publications, postage, and shipping	15	1,137.
	16 Other expenses (describe SEE STATEMENT 1)	16	34,046.
17 Total expenses Add lines 10 through 16	17	130,047.	
18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	<85,352.>	
Net Assets	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	161,535.
	20 Other changes in net assets or fund balances (attach explanation)	20	
	21 Net assets or fund balances at end of year. Combine lines 18 through 20	21	76,183.

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.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	161,339.	72,480.
23 Land and buildings		
24 Other assets (describe SEE STATEMENT 2)	4,308.	5,565.
25 Total assets	165,647.	78,045.
26 Total liabilities (describe SEE STATEMENT 3)	4,112.	1,862.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	161,535.	76,183.



SCANNED OCT 25 2010

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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		X
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	X	
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?		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Sch. N		X
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?		X
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?		X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b N/A		
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9 39a N/A		
b	Gross receipts, included on line 9, for public use of club facilities 39b N/A		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ 0. ; section 4912 ▶ 0. ; section 4955 ▶ 0.		
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		X
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 ▶ 0.		
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ 0.		
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		X
41	List the states with which a copy of this return is filed. ▶ WI		
42a	The organization's books are in care of ▶ DAVID TUCKER Telephone no. ▶ 414-607-9061 Located at ▶ 830 N. 109TH STREET, WAUWATOSA, WI ZIP + 4 ▶ 53226		
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)?		X
	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.?		X
	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 ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 N/A		
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
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		X

SPINA BIFIDA ASSOCIATION OF WISCONSIN INC.

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	X
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47	X
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48	X
49a Did the organization make any transfers to an exempt non-charitable related organization?	49a	X
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 ▶ _____

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 ▶ _____

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: Karen E. Drzewiecki Date: 10/7/10

Type or print name and title: Karen E. Drzewiecki, President

Paid Preparer's Use Only

Preparer's signature: A. R. Vogt Date: 10/04/10 Check if self-employed:

Firm's name (or yours if self employed), address, and ZIP + 4: REILLY, PENNER & BENTON LLP
1233 NORTH MAYFAIR ROAD, SUITE 302
MILWAUKEE, WI 53226-3255

EIN: _____ Phone no.: 414-271-7800

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.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
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)						
6 Public support. Subtract line 5 from line 4						

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						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						

12 Gross receipts from related activities, etc (see instructions) 12

13 First five years. 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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)) 14 %

15 Public support percentage from 2008 Schedule A, Part II, line 14 15 %

16a 33 1/3% support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

17a 10% -facts-and-circumstances test - 2009. 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 stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization

b 10% -facts-and-circumstances test - 2008. 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 stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization

18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

SPINA BIFIDA ASSOCIATION OF

Schedule A (Form 990 or 990-EZ) 2009 **WISCONSIN INC.**

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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.")	103,181.	114,971.	115,676.	146,484.	42,963.	523,275.
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					290.	290.
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						
6 Total. Add lines 1 through 5	103,181.	114,971.	115,676.	146,484.	43,253.	523,565.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
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						0.
c Add lines 7a and 7b						0.
8 Public support (Subtract line 7c from line 6)						523,565.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6	103,181.	114,971.	115,676.	146,484.	43,253.	523,565.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3,532.	5,547.	6,052.	3,330.	1,442.	19,903.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	3,532.	5,547.	6,052.	3,330.	1,442.	19,903.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11, and 12)	106,713.	120,518.	121,728.	149,814.	44,695.	543,468.

14 First five years. 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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	96.34 %
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	96.72 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	3.66 %
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	3.28 %

19a 33 1/3% support tests - 2009. 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

b 33 1/3% support tests - 2008. 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

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Schedule A (Form 990 or 990-EZ) 2009

FORM 990-EZ OTHER EXPENSES STATEMENT 1

DESCRIPTION	AMOUNT
NEWBORN FUND	1,700.
FAMILY FUND	1,400.
SCHOLARSHIP FUND	2,100.
SUPPLIES	4,967.
CONFERENCE FEES	643.
OFFICE EXPENSES	563.
TRAVEL EXPENSES	1,301.
MEALS AND ENTERTAINMENT	133.
EDUCATION AND RECREATION FUND	1,670.
CAMPERSHIPS	10,138.
OUTREACH SERVICES TO FAMILIES	1,838.
DUES AND SUBSCRIPTIONS	900.
NATIONAL CONFERENCE FEES	700.
INSURANCE	2,829.
LICENSES AND PERMITS	89.
NEW PARENTS CONNECTION	674.
LIBRARY EXPENSE	50.
DEPRECIATION	906.
ADVERTISING	221.
EDUCATION	1,084.
BANK FEES	140.
TOTAL TO FORM 990-EZ, LINE 16	34,046.

FORM 990-EZ OTHER ASSETS STATEMENT 2

DESCRIPTION	BEG. OF YEAR	END OF YEAR
INTEREST RECEIVABLE	496.	0.
PREPAID EXPENSES	2,153.	761.
PREPAID INSURANCE	0.	2,830.
SECURITY DEPOSIT - RENTAL	0.	320.
OTHER DEPRECIABLE ASSETS	1,659.	1,654.
TOTAL TO FORM 990-EZ, LINE 24	4,308.	5,565.

FORM 990-EZ	OTHER LIABILITIES	STATEMENT	3
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
ACCOUNTS PAYABLE & ACCRUED EXPENSES	4,112.	1,100.	
FEDERAL/FICA WITHHOLDING	0.	629.	
WI WITHHOLDING	0.	133.	
TOTAL TO FORM 990-EZ, LINE 26	4,112.	1,862.	

FORM 990-EZ

INFORMATION REGARDING TRANSFERS
ASSOCIATED WITH PERSONAL BENEFIT CONTRACTS

STATEMENT 4

A) DID THE ORGANIZATION, DURING THE YEAR, RECEIVE ANY FUNDS,
DIRECTLY OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL
BENEFIT CONTRACT? [] YES [X] NO

B) DID THE ORGANIZATION, DURING THE YEAR, PAY PREMIUMS,
DIRECTLY OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT? . . [] YES [X] NO

SPINA BIFIDA ASSOCIATION OF WISCONSIN ATTEMPTS TO EDUCATE AND ENHANCE THE LIVES OF THOSE AFFECTED BY SPINA BIFIDA THROUGH THE DISTRIBUTION OF NEWSLETTERS AND EDUCATIONAL MATERIALS , THROUGH GROUP MEETINGS WITH RELATED SPEAKERS, AND IN OTHER WAYS.

CAMPERSHIP FUNDS ASSIST ANYONE AFFECTED WITH SPINA BIFIDA AGES 8 AND OLDER TO ATTEND SUMMER CAMPS, UP TO \$1,000 FOR REGISTRATION FEES PER PERSON. THE PURPOSE IS TO PROMOTE INDEPENDENCE AND SOCIALIZATION.

TO ENHANCE THE LIVES AND PROMOTE THE DIGNITY AND WELL-BEING OF THOSE
AFFECTED BY SPINA BIFIDA, TO EDUCATE THE PUBLIC, AND TO FOSTER THE PREVENTION
OF SPINA BIFIDA.

FORM 990-EZ

OTHER PROGRAM SERVICES

STATEMENT

8

DESCRIPTION

GRANTS

EXPENSES

THE SCHOLARSHIP FUND IN MEMORY OF MARY ANN POTTS IS AVAILABLE TO STUDENTS PURSUING POST-SECONDARY EDUCATION OR VOCATIONAL TRAINING WITH AN ACCREDITED INSTITUTION. STUDENTS NEED TO MEET CERTAIN ELIGIBILITY REQUIREMENTS TO APPLY.

THE CONFERENCE FUND IS ESTABLISHED TO HELP INDIVIDUALS AND/OR FAMILIES ATTEND THE SPINA BIFIDA NATIONAL CONFERENCE.

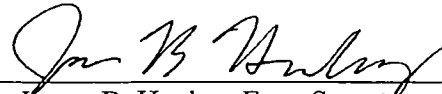
THE NEWBORN FUND IS ESTABLISHED FOR FAMILIES AT THE BIRTH OR ADOPTION OF A CHILD WITH SPINA BIFIDA IN THE STATE OF WISCONSIN. THE FUND PAYS FAMILIES \$100.

THE SPORTS AND RECREATION FUND IS ESTABLISHED TO ENHANCE THE WELL-BEING AND PROMOTE HEALTHY LIFESTYLES FOR PEOPLE WITH SPINA BIFIDA.

TOTAL TO FORM 990-EZ, LINE 31

AMENDED AND RESTATED BYLAWS
OF
SPINA BIFIDA ASSOCIATION OF WISCONSIN, LTD.

Unanimously Adopted by the Board of Directors on November 18, 2009

By: 
James B. Hanley, Esq., Secretary

AMENDED AND RESTATED BYLAWS

SPINA BIFIDA ASSOCIATION OF WISCONSIN, LTD.

November 18, 2009

STATEMENT OF MISSION & PURPOSE

Spina Bifida Association of Wisconsin, Ltd. is a nonprofit corporation operating as an educational and charitable organization. The purpose of the organization is as follows:

A. **MISSION.** Spina Bifida Association of Wisconsin, Ltd.'s mission is to promote the prevention of Spina Bifida and enhance the lives of all affected.

B. **PURPOSES.** Spina Bifida Association of Wisconsin, Ltd. is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Code and more specifically as follows:

1. To enhance the lives and promote the acceptance, accessibility, inclusion and well-being of those affected by Spina Bifida;
2. Develop, maintain, and provide current information about Spina Bifida to promote public awareness;
3. To foster the prevention of Spina Bifida through information and public education;
4. To support the Spina Bifida Association of America and to operate as a co-operative group following the spirit and guidelines set forth by the National Organization.
5. To encourage the care, treatment, education and social interaction of all persons with Spina Bifida and their families.
6. To receive gifts, monies and hold fund raising activities to collect monies to be used to support the purposes of this organization.
7. Encourage the development of improved treatment and trained teams to care for all affected by Spina Bifida.
8. Promote the development of appropriate educational, vocational, and community support to encourage self-determination.
9. Promote Spina Bifida Association SBA approved research for Spina Bifida and related secondary conditions.

C. SERVICE AREA. The service area of the Corporation shall be the State of Wisconsin.

ARTICLE I

OFFICES AND NAME

1.01. Name. The name of the Corporation shall be Spina Bifida Association of Wisconsin, Ltd., (hereinafter referred to as the "Corporation").

1.02. Principal Office. The Corporation may have such principal and other offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

1.03. Registered 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 agent may be changed from time to time by or under the authority of the Board of Directors, or by the registered agent. The registered office of the Corporation required by the *Wisconsin Statutes* to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin. The business office of the registered agent of the Corporation shall be identical to such registered office.

ARTICLE II

CONSTITUENTS

2.01 Constituents. The Corporation may have constituents who shall be (1) parents or guardians of persons with Spina Bifida, (2) persons afflicted with Spina Bifida who have attained the age of at least sixteen (16) years of age, and (3) any others who have an interest in Spina Bifida. The Corporation will include anyone who has demonstrated an active interest in the Corporation without regard to gender, race, age, color, sexual orientation, religion, creed, degree of disease or disability, or socioeconomic status. Constituents shall have only such privileges and receive such assistance from the Corporation as shall be determined by the Board of Directors from time to time. Constituents shall not have the right to vote on Chapter matters. Constituents shall be entitled to receive the Corporation newsletter.

ARTICLE III

BOARD OF DIRECTORS

3.01. 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.

3.02. Tenure and Number of Directors. Subject to the provisions in the Articles of Incorporation, the number of Directors shall not be less than eight (8) nor more than twelve (12). Each Director shall hold office for a two-year term. The terms shall be such that no more than one-half (½) of the Directors' terms shall expire at the Annual Meeting. The Directors shall be

classified with respect to time for which they shall hold office by dividing them into two (2) classes, each class consisting of not more than one-half (½) of the Directors. The Directors of the first class shall hold office for an initial term of one (1) year and the Directors of the second class for an initial term of two (2) years. At each Annual Meeting of the Directors, the successors to the class of Directors whose term then expires shall be elected to hold office for a term of two (2) years. In the event of an increase in the number of Directors, the remaining Directors shall assign the newly created directorships to the appropriate class so that the two (2) classes of Directors shall continue to consist of, as nearly as possible, the same number of Directors. Any Director may resign at any time by filing his or her written resignation with the Secretary of the Corporation. Any Director may be removed from office with or without cause by an affirmative vote of a majority of the Directors taken at a Special Meeting of the Board of Directors called for that purpose. If any Director fails to attend three (3) consecutive duly called meetings without providing prior notification either to the President or Executive Director, that Director shall be deemed to have resigned, and the Secretary shall send that individual and the Board a notice of that resignation. Vacancies to be filled due to the death, resignation, removal or disqualification of a Director shall be filled by a majority vote of the Directors then in office at any meeting of the Board of Directors duly held where a quorum is present as the first item on the agenda of the meeting. The newly elected Director shall hold office for the duration of the term of the Director whose vacancy the newly elected Director filled. The Board of Directors may choose not to fill a vacancy caused by the death, resignation, removal or disqualification of a Director except if such vacancy results in the number Directors being less than eight (8).

3.03. Disqualifications. Any of the following individuals shall be disqualified from serving as a Director of the Corporation:

a. An individual who is a serving Director's spouse, parent (including mother and father-in-law), child (including son and daughter-in-law), sibling (including brother and sister-in-law), and first cousin whether related by blood, marriage or adoption, and anyone who shares a serving Director's home (each such person herein referred to as a "Family Member");

b. An individual who is paid staff in any capacity with the Corporation, the Spina Bifida Association National Office (herein the "National Office") or any other Spina Bifida Association Chapter; or,

c. An individual who is a Family Member of paid staff in any capacity with the Corporation, the National Office or any other Spina Bifida Association Chapter.

3.04. Nomination and Election. Election to the Board of Directors shall follow the following procedure:

a. Any Director may nominate a prospective Director and shall provide pertinent, relevant background information regarding the nominee.

b. Nominees to the Board of Directors shall be evaluated by the current Directors by considering any or all of the following qualifications:

- (i) participation in and knowledge of the Corporation's purpose, practices and standards or other related knowledge, expertise or experience;
- (ii) continuing community involvement in not-for-profit and/or other organizations; and
- (iii) a report of the Executive Director.

c. The notice of the next Regular or Special Meeting of the Board of Directors shall contain the information about the nominee.

3.05. Responsibilities of the Board of Directors. Notwithstanding the foregoing, the Directors shall have the following responsibilities: (a) determine an organizational mission and purpose, (b) develop strategic plans, (c) recommend and set policy, (d) review and revise the Corporation's organizational structure, (e) employ an Executive Director for such period of time and upon the terms and conditions as the Board of Directors may determine, (f) provide leadership in and establish goals and programs for the Corporation's fund raising efforts, (g) manage the Corporation's income and assets to ensure adequate financial resources are available, (h) execute the duties assigned to the Board of Directors in these Bylaws, (i) enhance the public image of the Corporation and awareness of Spina Bifida in general, (j) exercise all corporate powers necessary to manage the affairs and property of the Corporation, (k) establish and disband ad-hoc committees, councils, advisory boards, task forces and working groups of the Corporation, and (l) carry out fiduciary duties and governance responsibilities not covered by the above, pursuant to applicable law.

3.06. Annual Meeting. The Annual Meeting of the Directors shall be held in each year on the third Thursday of May at 5:30 p.m. at the principal office of the Corporation or at such other time, date or place within thirty (30) days before or after said date as may be fixed by or under the authority of the Board of Directors, for the purpose of electing Directors and Officers, if necessary, and for the transaction of such other business as may come before the meeting. Such Annual Meeting may be held without notice other than this Bylaw provision.

3.07. Regular Meeting. A regular meeting of the Board of Directors shall be held not less than once every quarter on the third Monday at 6:30 p.m. at the principal office of the Corporation or at such other time, date or place within ten (10) days before or after said date as may be fixed by or under the authority of the Board of Directors. Such regular meetings if held at the time, date and place designated may be held without further notice other than this Bylaw provision.

3.08. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the Executive Director, the President, the Secretary or any two Directors. The person or persons authorized to call Special Meetings of the Board of Directors may fix any place, either within or without the State of Wisconsin, as the place for holding any Special Meeting of the Board of Directors called by them, and if no other place is fixed, the place of meeting shall be the principal office of the Corporation. Any meeting may be adjourned to

reconvene at any place designated by vote of a majority of the Directors in attendance at the meeting.

3.09. Notice; Waiver. Notice of each meeting of the Board of Directors (unless otherwise provided in these Bylaws) shall be given by written communication to each Director at his or her business personally, by first class mail or other means of written communication to each director at his or her business address or at such other address as such Director shall have designated in writing filed with the Secretary, not less than seventy-two (72) hours if by mail and not less than forty-eight (48) hours if by personal delivery, or facsimile, telegram or similar written communication prior to the date set for such meeting of the Board of Directors. Such notice is effective at the earliest of the following: (a) when received, (b) if mailed, when deposited in the United States mail, addressed to the Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid, (c) if sent by private carrier, when deposited with the private carrier, addressed to the Director at his or her address as it appears on the records of the Corporation, with delivery fees thereon prepaid, or (d) if sent by telegraph, teletype, facsimile or other form of wire or wireless communication, when transmission of the notice, addressed to the Director and with transmission charges prepaid, to a location previously designated by the Director in writing is completed. Whenever any notice is required to be given to any Director of the Corporation under the Articles of Incorporation or these Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the date and time stated in such notice, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance or participation of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and promptly objects thereto to holding the meeting or transacting business because the meeting is not lawfully called or convened 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 meeting of the Board of Directors, need be specified in the notice of such meeting.

3.10. Quorum. Except as otherwise provided by the Articles of Incorporation or these Bylaws, a majority of the number of Directors established pursuant to § 3.02 hereof shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.

3.11. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation to these Bylaws.

3.12 Conduct of Meetings. The Chairman of the Board of Directors, if there be one and he or she is present, or the President, or in his or her absence, the Vice President or, in their absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as chairman of the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any Assistant Secretary or any Director or other person present to act as Secretary of the meeting.

3.13. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the Directors then in office.

3.14. Presumption of 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 Directors 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; or (2) minutes of the meeting are prepared, and the Director's dissent to or abstention from the action taken is entered in those minutes; (3) the Director registers his/her dissent or abstention with the presiding officer of the meeting; or (4) the Director delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before the meeting's adjournment or to the Corporation by registered mail immediately after the adjournment. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

3.15. Committees. The Board of Directors may by resolution adopted by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present, designate one or more committees, each committee to consist of three (3) or more Directors, which shall not have the power to elect officers or fill vacancies in either the Board of Directors or committees created by the Board of Directors. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him/her by law. Each committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request. Action shall be taken by all committees by a vote of a majority of the members of such committee. All actions of a committee prior to implementation shall first be presented to the Board of Directors and specifically approved by the Board of Directors. The scope of authority of each committee shall be recorded in writing and kept in the books and records of the Corporation. Any act by a committee within the authority delegated to it shall be as effective for all purposes as an act of the Board of Directors.

The following shall be standing committees of the Corporation: (i) Executive Committee (chaired by the President), (ii) the Finance Committee (chaired by the Treasurer), (iii) the Audit Committee (chaired by a Board Member), (iv) the Governance Committee (chaired by a Board Member) and (v) the Development Committee.

a. Executive Committee: The members of the Executive Committee, all of whom shall be members of the Board, shall consist of the President (who shall serve as Chair), the Vice President, if there then is one acting, the Secretary, the Treasurer, and, if desired, up to two other Directors. The Executive Committee shall make regular reports to the Board of Directors or as otherwise directed.

3.16. Compensation. No Director shall be entitled to receive compensation for services as a Director of the Corporation. This section shall not limit reimbursement of Directors for expenses incurred on behalf of the Corporation upon approval of a majority of the duly elected Directors. The Board of Directors shall have the power, in its sole discretion, to contract for and to pay to Directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

3.17. Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation, or these Bylaws, or any provision of law, to be taken by the Board of Directors or a committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or members of the committee then in office and retained by the Corporation. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any resolution or in any document filed with the Wisconsin Secretary of State. Action taken without a meeting under this Section is effective when the last Director signs the consent, unless the consent specifies a different effective date.

3.18. Meetings Via Telecommunication. Directors and any committee or other group may participate in and hold meetings by means of a telephone conference call or similar communications arrangement by means of which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the sole and express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. All requirements and provisions for a meeting held in person also shall apply to any meeting occurring by telecommunication.

ARTICLE IV

OFFICERS

4.01. Number. The principal officers of the Corporation shall be a President (who must be a Director), an Executive Director, a Secretary (who must be a Director) and a Treasurer (who must be a Director), each of whom shall be elected by the Board of Directors. The Board of Directors may, but need not, elect a Vice President, who, if elected, must be a Director. Such other officers and assistant officers as may be deemed necessary may also be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President.

4.02. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected or until his/her death, or until he/she shall resign or shall have been removed in the manner hereinafter provided.

4.03. Removal. Any officer or assistant officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause whenever in its

judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

4.04. 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.

4.05. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

4.06. President. The President of the Corporation shall when present, preside at all meetings of the Board of Directors and Executive Committee, head all activities of the Corporation, supervise the Executive Director, supervise and assist all other staff and volunteers of the Corporation, coordinate communication between the Corporation and outside entities, in consultation with the Board of Directors, appoint members of committees, councils, and other task groups, serve as an ex-officio member of all committees, encourage and supervise other officers and Directors in establishing meaningful programs that support the Corporation's strategic plans, work with the other officers and Directors in completing their responsibilities as set forth in these Bylaws and prepare the agenda for corporate meetings, Board of Directors meetings and Executive Committee meetings. The President shall have the authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and prescribe their powers, duties and compensation, and delegate authority to them. Such agents and employees shall hold office at the discretion of the Executive Director. He/she shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board of Directors, and except as otherwise provided by law or the Board of Directors, he/she may authorize any Vice President or other officer or agent of the Corporation to sign, execute and acknowledge such documents or instruments in his/her place and stead.

4.07. Executive Director. The Executive Director shall be the principal executive officer of the Corporation and subject to the control of the Board of Directors and the President. The Executive Director shall have the general and exclusive charge of management of the business and affairs of the Corporation. In general, he/she shall perform all the duties incident to the office of Executive Director and general manager of the Corporation and such other duties as may be prescribed by the Board of Directors from time to time. The Executive Director shall be a nonvoting member of the Board of Directors, entitled to attend and speak at all Board Meetings.

4.08. The Vice President. In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President, if there be one, 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 assigned to him/her by the President, Executive Director or by the Board of Directors.

4.09. The Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) in general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President, Executive Director or by the Board of Directors.

4.10. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any sources whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; (b) cause the preparation of and submit to a meeting of the Board of Directors an annual budget based on anticipated income and the needs of planned programs and operations; (c) provide at each Annual Meeting of the Board of Directors a complete financial statement of the Chapter for the preceding year, and such other statements from time to time as may be required by the Board of Directors; and (d) in general, perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the President, Executive Director or by the Board of Directors. He/she may be required to give bond for the faithful performance of his/her duties, in such sum and with such sureties as the Board of Directors may require.

4.11. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to officers, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer appointed by the Board of Directors shall have the power to perform all the duties of the office to which he/she is so appointed to be assistant, or as to which he/she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

4.12. Salaries. The Board of Directors, or by a duly authorized committee thereof, may fix from time to time the salaries of the principal officers. Generally the President, Vice President if there be one, the Secretary and Treasury shall serve without compensation unless otherwise determined by the Board of Directors. However, the principal officers shall be reimbursed for all reasonable and necessary expenses incurred in carrying out their duties, including but not limited to, meals, lodging, and travel expenses.

ARTICLE V

TRANSACTIONS AND RECORDS; SPECIAL CORPORATE ACTS

5.01. Contracts. The Board of Directors may authorize any officer, officers, or any agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the Executive Director along with the signature of the President or Secretary. The Treasurer or the Secretary, when necessary or required, shall affix the corporate seal thereto; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

5.02. Loans. No indebtedness for borrowed money shall be contracted on behalf of the Corporation 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. Such authorization may be general or confirmed to specific instances.

5.03. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences or indebtedness issued in the name of the Corporation, shall be signed by such officer, officers, or any agent or agents of the Corporation and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

5.04. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation 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.

5.05. Voting of Securities Owned by this Corporation. Subject always to the specific directions of the Board of Directors, (a) any shares or other securities issued by any other corporation and owned or controlled by this Corporation may be voted at any meeting of security holders of such other corporation by the President of this Corporation if he/she be present or in his or her absence the Secretary, and (b) whenever, in the judgment of the President, or in his/her absence, the Secretary, it is desirable for this Corporation to execute a proxy or written consent with respect to any shares or other securities issued by any other corporation and owned by this Corporation, such proxy or consent shall be executed in the name of this Corporation by the President along with the signature of the President or Secretary of this Corporation, without necessity of any authorization by the Board of Directors, affixation of corporate seal or counter-signature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of this Corporation shall have full right, power and authority to vote the shares or other securities issued by such other corporation.

5.06 Books and Records. The Corporation shall maintain records of all meetings, corporate documents, constituents, tax documents (including copies of all documents necessary to obtain and maintain its § 501(c)(3) tax-exempt status, such as its Internal Revenue Service

Form 1023 and any Form 990's, and its Internal Revenue Letter recognizing its 501(c)(3) tax-exempt status), donations, restricted and unrestricted funds, transactions and other financial matters. The Corporation's books and records may be inspected by the National Office for any proper purpose at any reasonable time.

ARTICLE VI

OFFICERS AND DIRECTORS: LIABILITY AND INDEMNITY

6.01. Liability of Directors and Officers. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a Director or officer of the Corporation, or of any other corporation which he/she services as a director or officer at the request of the Corporation, in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by officers or employees of the Corporation which he/she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he/she may be entitled as a matter of law.

6.02. Indemnity of Officers and Directors. Every person who is or was a Director or officer of the Corporation, and any person who may have served at the request of the Corporation as a Director, officer, trustee, employee or agent of another corporation, partnership, joint venture, limited liability company, trust or other enterprise, shall (together with the heirs, executors and administrators of such person) be indemnified to the full extent permitted under the law whether or not such right of indemnification is otherwise specifically required or authorized by the Wisconsin Statutes, by the Corporation against all costs, damages and expenses including attorneys fees, judgments, fines and amounts paid in settlement asserted against, incurred by or imposed upon him/her in connection with or resulting from any claim, action, suit or proceeding, including civil, administrative, investigative and criminal proceedings, to which he/she is made or threatened to be made a party by reason of his/her being or having been such Director, officer, trustee, employee or agent except in relation to matters as to which a recovery shall be had against him/her by reason of his/her having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of his/her duty as such officer, director, trustee, employee or agent. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not be deemed an adjudication that such Director or officer was acting in bad faith in what he/she considered to be the best interests of the Corporation and with no reasonable cause to believe that the action was illegal.

The Corporation, by its Board of Directors, may indemnify in like manner, or with any limitations, any employee or former employee of the Corporation with respect to any action taken or not taken in his/her capacity as such employee.

The foregoing rights of indemnification shall be in addition to all rights to which officers, Directors or employees may be entitled as a matter of law. The Corporation specifically adopts the indemnification provisions of Wis. Stat. §§ 181.0871 - 181.0889 and further states that the right of said indemnification shall extend to any and all volunteers who work for the Corporation as allowed by Wis. Stat. § 181.0670. The adoption of the indemnification provisions in the Wisconsin Statutes shall not limit the scope of indemnification otherwise provided in the Bylaws. The Board of Directors is authorized and empowered to cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of another corporation, partnership, joint venture limited liability company, trust or other enterprise against any and all liabilities asserted against him/her and incurred by him/her in any such capacity whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of the *Wisconsin Statutes*.

ARTICLE VII

FISCAL YEAR

7.01. Fiscal Year. The fiscal year of the Corporation shall be a calendar year.

ARTICLE VIII

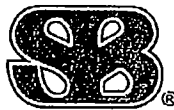
SEAL

8.01. Seal. The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the State of Incorporation and the words "Corporate Seal."

ARTICLE IX

SYMBOL

9.01 Symbol. The Symbol of the Corporation shall be as follows:



ARTICLE X

AMENDMENT

10.01. Amendment. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a vote of two-thirds (2/3) of the Board of Directors at any annual, regular or special meeting of the Board of Directors.

ARTICLE XI

LIMITATIONS AND DISSOLUTION

11.01. Exempt Activities. Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization (i) exempt from Federal income tax under § 501(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue Law of the United States (herein the "Code") as an organization described in § 501(c)(3) thereof, (ii) contributions to which are deductible under § 170(c)(2) of the Code, and (iii) classified as other than a private foundation under § 509(a)(1)-(2) of the Code.

11.02. Prohibition Against Sharing in Corporate Earnings. No Director, officer, or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent either the payment to any such person of reasonable compensation for services rendered to or for the benefit of the Corporation or the reimbursement of expenses incurred by any such person on behalf of the Corporation, in connection with effecting any of the purposes of the Corporation; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be disposed of exclusively for the purposes of the Corporation in such manner, or to such organization or reorganizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Code, as the Board of Directors shall determine pursuant to Section 11.03 herein.

11.03 Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the debts and liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under § 501 (c)(3) of the Code as the Board of Directors shall determine, except that the assets of the Corporation shall be distributed to such organization or organizations in the following order:

a. All the assets to an exempt organization located in Southeastern Wisconsin whose purpose is to enhance the lives and promote the dignity and well-being of those affected by Spina Bifida, to educate the public regarding Spina Bifida and to foster the prevention of Spina Bifida;

b. If no such organization exists in Southeastern Wisconsin then such an organization that exists in the State of Wisconsin;

c. If no such organization exists in the State of Wisconsin, then to the Spina Bifida Association of America or its successor; or

d. If the Spina Bifida Association of America does not exist, then to any exempt organization or organizations under § 501(c)(3) of the Code as the Board of Directors shall determine.

Any such assets not so disposed shall be disposed of by the Milwaukee County Circuit Court, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes under § 501(c)(3) of the Code.

ARTICLE XII

OFFICER AND DIRECTOR LIABILITY; TRANSACTION WITH CORPORATION

12.01. Liability of Directors and Officers. A Director or Officer of the Corporation shall not be liable to the Corporation, or any person asserting rights on behalf of the Corporation, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from such person's status as a director and/or officer, unless the person asserting liability proves that the breach or failure to perform on the part of such Director and/or officer constitutes any of the following: (a) a willful failure to deal fairly with the Corporation in connection with the matter in which the Director or officer has a material conflict of interest; (b) a violation of criminal law, unless the Director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful; (c) a transaction from which the Director or officer derived an improper personal profit; or (d) willful misconduct.

12.02. Transactions with the Corporation. The Board of Directors may from time to time authorize transactions by Directors, officers and employees with the Corporation, and may authorize lending money and granting credit of the Corporation to or for the use of such Directors, officers and employees, providing that the Directors who vote for or assent to the making of a loan to a Director or an officer of the Corporation shall be jointly and severally liable to the Corporation for the amount of the loan until repaid, unless the Directors prove that the loan was made for a proper business purpose.

12.03. Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors, officers or employees are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his, her or their votes are counted for such purpose, if: (1) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (2) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining

the presence of a quorum of a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE XIII

NON-DISCRIMINATION

13.01. Non-Discrimination. The Corporation shall not deny or refuse the services and activities the Corporation provides to accomplish the Corporation's purpose as set forth in the Corporation's Articles of Incorporation, these Bylaws, and the Application for Recognition of Exempt Status (Internal Revenue Service Form 1023) to any individual for the sole reason of age, race, creed, color, disability, marital status, sex, national origin, ancestry, sexual orientation, arrest record or conviction record.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990 T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3 month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Type or print	Name of Exempt Organization SPINA BIFIDA ASSOCIATION OF WISCONSIN INC.	Employer identification number 39-1594831
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions. 830 N. 109TH STREET, NO. #6	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WAUWATOSA, WI 53226	

Check type of return to be filed(file a separate application for each return)

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input checked="" type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

DAVID TUCKER

- The books are in the care of ▶ **830 N. 109TH STREET - WAUWATOSA, WI 53226**
 Telephone No ▶ **414-607-9061** FAX No ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ▶ calendar year **2009** or
 ▶ tax year beginning _____, and ending _____

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990 T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ N/A

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879 EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization SPINA BIFIDA ASSOCIATION OF WISCONSIN INC.	Employer identification number 39-1594831
	Number, street, and room or suite no. If a P.O. box, see instructions 830 N. 109TH STREET, NO. #6	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions WAUWATOSA, WI 53226	

Check type of return to be filed (File a separate application for each return)

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 5227	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 6069	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

DAVID TUCKER

- The books are in the care of **DAVID TUCKER** **830 N. 109TH STREET - WAUWATOSA, WI 53226**
- Telephone No **414-607-9061** FAX No _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for _____

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010**

5 For calendar year **2009**, or other tax year beginning _____, and ending _____

6 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION REQUIRED TO COMPLETE AN ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$
c Balance Due. Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$ N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **David Tucker** Title **CPA** Date **8/13/10**