Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2007

Open to Public Inspection

A For the 2007 calendar year, or tax year beginning 01-01-2007 and ending 12-31-2007

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Final return
- ☐ Amended return
- ☐ Application pending

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

C Name of organization
AIDS Network Inc

Number and street (or P O box if mail is not delivered to street address) | Room/suite
600 Williamson Street

City or town, state or country, and ZIP + 4
Madison, WI 53703

D Employer identification number
39-1548528

E Telephone number
(608) 252-6540

F Accounting method ☐ Cash ☑ Accrual ☐ Other (specify) ▶

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

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) If "Yes" enter number of affiliates ▶

H(c) Are all affiliates included? ☐ Yes ☐ No
(If "No," attach a list See instructions)

H(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☑ No

I Group Exemption Number ▶

M Check ▶ ☐ if the organization is **not** required to attach Sch B (Form 990, 990-EZ, or 990-PF)

G Web site: ▶ WWW AIDSNETWORK ORG

J Organization type (check only one) ▶ ☑ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

K Check here ▶ ☐ if the organization is not a 509(a)(3) supporting organization **and** its gross receipts are normally **not** more than 25,000 A return is not required, but if the organization chooses to file a return, be sure to file a complete return

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 1,657,120

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

Revenue	1	Contributions, gifts, grants, and similar amounts received			
	a	Contributions to donor advised funds	1a		
	b	Direct public support (not included on line 1a)	1b	476,510	
	c	Indirect public support (not included on line 1a)	1c	25,887	
	d	Government contributions (grants) (not included on line 1a)	1d	1,096,168	
	e	**Total** (add lines 1a through 1d) (cash $ 1,598,565 noncash $)	1e		1,598,565
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2		48,411
	3	Membership dues and assessments	3		
	4	Interest on savings and temporary cash investments	4		9,999
	5	Dividends and interest from securities	5		
	6a	Gross rents	6a		
	b	Less rental expenses	6b		
	c	Net rental income or (loss) subtract line 6b from line 6a	6c		
	7	Other investment income (describe ▶)	7		
	8a	Gross amount from sales of assets other than inventory — (A) Securities: ; (B) Other:	8a		
	b	Less cost or other basis and sales expenses	8b		
	c	Gain or (loss) (attach schedule)	8c		
	d	Net gain or (loss) Combine line 8c, columns (A) and (B)	8d		
	9	Special events and activities (attach schedule) If any amount is from **gaming**, check here ▶ ☐			
	a	Gross revenue (not including $ ____ of contributions reported on line 1b)	9a		
	b	Less direct expenses other than fundraising expenses	9b		
	c	Net income or (loss) from special events Subtract line 9b from line 9a	9c		
	10a	Gross sales of inventory, less returns and allowances	10a		
	b	Less cost of goods sold	10b		
	c	Gross profit or (loss) from sales of inventory (attach schedule) Subtract line 10b from line 10a	10c		
	11	Other revenue (from Part VII, line 103)	11		145
	12	**Total revenue** Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12		1,657,120
Expenses	13	Program services (from line 44, column (B))	13		1,255,636
	14	Management and general (from line 44, column (C))	14		128,621
	15	Fundraising (from line 44, column (D))	15		229,069
	16	Payments to affiliates (attach schedule)	16		
	17	**Total expenses** Add lines 16 and 44, column (A)	17		1,613,326
Net Assets	18	Excess or (deficit) for the year Subtract line 17 from line 12	18		43,794
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19		219,445
	20	Other changes in net assets or fund balances (attach explanation)	20		0
	21	Net assets or fund balances at end of year Combine lines 18, 19, and 20	21		263,239

Part II **Statement of Functional Expenses** All organizations must complete column (A) Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others (*See the instructions.*)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22a Grants paid from donor advised funds (attach Schedule) (cash $ ____ noncash $ ____) If this amount includes foreign grants, check here ▶ ☐	**22a**				
22b Other grants and allocations (attach schedule) (cash $ ____ noncash $ ____) If this amount includes foreign grants, check here ▶ ☐	**22b**				
23 Specific assistance to individuals (attach schedule)	**23**	123,048	123,048		
24 Benefits paid to or for members (attach schedule)	**24**				
25a Compensation of current officers, directors, key employees etc Listed in Part V-A (attach schedule)	**25a**	68,933	10,340	37,913	20,680
b Compensation of former officers, directors, key employees etc listed in Part V-B (attach schedule)	**25b**				
c Compensation and other distributions not icluded above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)	**25c**				
26 Salaries and wages of employees not included on lines 25a, b and c	**26**				
27 Pension plan contributions not included on lines 25a, b and c	**27**				
28 Employee benefits not included on lines 25a - 27	**28**	898,560	751,032	66,332	81,196
29 Payroll taxes	**29**				
30 Professional fundraising fees	**30**				
31 Accounting fees	**31**				
32 Legal fees	**32**				
33 Supplies	**33**	96,916	49,429	617	46,870
34 Telephone	**34**	26,879	22,634	1,688	2,557
35 Postage and shipping	**35**	22,409	10,489		11,920
36 Occupancy	**36**	96,513	83,250	3,681	9,582
37 Equipment rental and maintenance	**37**	73,348	59,793	4,460	9,095
38 Printing and publications	**38**	9,493	4,443		5,050
39 Travel	**39**	15,828	13,161	399	2,268
40 Conferences, conventions, and meetings	**40**	3,991	3,768	125	98
41 Interest	**41**				
42 Depreciation, depletion, etc (attach schedule)	**42**	93,583	77,805	6,517	9,261
43 Other expenses not covered above (itemize)					
a SUBCONTRACTS	**43a**	16,380	16,380		
b HOSPITALITY	**43b**	8,302	4,936	1,092	2,274
c ADVERTISING	**43c**	14,708	844	261	13,603
d DUES AND SUBSCRIPTIONS	**43d**	3,764	1,272	1,877	615
e INSURANCE	**43e**	13,468	10,618	665	2,185
f MISCELLANEOUS	**43f**	667		297	370
g PROFESSIONAL FEES	**43g**	26,536	12,394	2,697	11,445
44 **Total functional expenses.** Add lines 22a through 43g (Organizations completing columns (B)-(D), carry these totals to lines 13—15)	**44**	1,613,326	1,255,636	128,621	229,069

Joint Costs. Check ▶ ☐ if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in **(B)** Program services? ▶ ☐ **Yes** ☐ **No**

If "Yes," enter **(i)** the aggregate amount of these joint costs $ ____, **(ii)** the amount allocated to Program services $ ____, **(iii)** the amount allocated to Management and general $ ____, and **(iv)** the amount allocated to Fundraising $

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

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization How the public perceives an organization in such cases may be determined by the information presented on its return Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments

What is the organization's primary exempt purpose? ▶ TO PROVIDE SUPPORT SERVICES, PUBLIC EDUCATION AND ADVOCACY IN RESPONSE TO THE AIDS CRISIS All organizations must describe their exempt purpose achievements in a clear and concise manner State the number of clients served, publications issued, etc Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others)	**Program Service Expenses** (Required for 501(c)(3) and (4) orgs , and 4947(a)(1) trusts, but optional for others)
a EDUCATION AND OUTREACH PROVIDES RISK REDUCTION PROGRAMS AND INFORMATION NECESSARY TO STOP THE SPREAD OF HIV INFECTION Served approximately 6477 persons in 2007 (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	294,084
b EARLY INTERVENTION PROVIDES INFORMATION AND EDUCATION TO THOSE INFECTED BY HIV Served approximately 75 persons in 2007 (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	136,150
c CLIENT SERVICES ASSISTS PEOPLE AFFECTED BY HIV IN COPING WITH PHYSICAL, EMOTIONAL, AND FINANCIAL ISSUES Served approximately 495 persons in 2007 (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	770,215
d VOLUNTEER COORDINATION PROVIDES TRAINING AND CONTINUING EDUCATION FOR ALL VOLUNTEERS TO PREPARE THEM FOR WORK WITH HIV INFECTED CLIENTS (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	55,187
e Other program services (attach schedule) (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
f **Total of Program Service Expenses** (should equal line 44, column (B), Program services) . . . . ▶	1,255,636

Part IV **Balance Sheets** ***(See the instructions.)***

Note: *Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.*			(A) Beginning of year		(B) End of year
Assets					
45 Cash—non-interest-bearing			5,136	**45**	21,999
46 Savings and temporary cash investments			164,743	**46**	190,876
47a Accounts receivable	**47a**	22,963			
b Less allowance for doubtful accounts	**47b**		19,830	**47c**	22,963
48a Pledges receivable	**48a**	11,500			
b Less allowance for doubtful accounts	**48b**		10,800	**48c**	11,500
49 Grants receivable			21,152	**49**	21,023
50a Receivables from current and former officers, directors, trustees, and key employees (attach schedule)				**50a**	
b Receivables from other disqualified persons (as defined under section 4958(c)(3)(B) (attach schedule)				**50b**	
51a Other notes and loans receivable (attach schedule)	**51a**				
b Less allowance for doubtful accounts	**51b**			**51c**	
52 Inventories for sale or use				**52**	
53 Prepaid expenses and deferred charges			19,477	**53**	21,853
54a Investments—publicly-traded securities ▶ ☐ Cost ☐ FMV				**54a**	
b Investments—other securities (attach schedule) ▶ ☐ Cost ☐ FMV				**54b**	
55a Investments—land, buildings, and equipment basis	**55a**				
b Less accumulated depreciation (attach schedule)	**55b**			**55c**	
56 Investments—other (attach schedule)				**56**	
57a Land, buildings, and equipment basis	**57a**	558,352			
b Less accumulated depreciation (attach schedule)	**57b**	411,889	143,195	**57c**	146,463
58 Other assets, including program-related investments (describe ▶ ______)				**58**	
59 **Total assets** (must equal line 74) Add lines 45 through 58			384,333	**59**	436,677
Liabilities					
60 Accounts payable and accrued expenses			80,397	**60**	89,883
61 Grants payable				**61**	
62 Deferred revenue			84,491	**62**	83,555
63 Loans from officers, directors, trustees, and key employees (attach schedule)				**63**	
64a Tax-exempt bond liabilities (attach schedule)				**64a**	
b Mortgages and other notes payable (attach schedule)				**64b**	
65 Other liabilities (describe ▶ ______)				**65**	
66 **Total liabilities** Add lines 60 through 65			164,888	**66**	173,438
Net Assets or Fund Balances					
Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 67 through 69 and lines 73 and 74					
67 Unrestricted			208,645	**67**	251,739
68 Temporarily restricted			10,800	**68**	11,500
69 Permanently restricted				**69**	
Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 70 through 74					
70 Capital stock, trust principal, or current funds				**70**	
71 Paid-in or capital surplus, or land, building, and equipment fund				**71**	
72 Retained earnings, endowment, accumulated income, or other funds				**72**	
73 **Total net assets or fund balances** Add lines 67 through 69 **or** lines 70 through 72 (Column (A) **must** equal line 19 and column (B) **must** equal line 21)			219,445	**73**	263,239
74 **Total liabilities and net assets / fund balances** Add lines 66 and 73			384,333	**74**	436,677

Part IV-A **Reconciliation of Revenue per Audited Financial Statements With Revenue per Return** *(See the instructions.)*

a	Total revenue, gains, and other support per audited financial statements			a	1,766,410
b	Amounts included on line **a** but not on Part I, line 12				
1	Net unrealized gains on investments	b1			
2	Donated services and use of facilities	b2	109,290		
3	Recoveries of prior year grants	b3			
4	Other (specify)	b4			
	Add lines **b1** through **b4**			b	109,290
c	Subtract line **b** from line **a**			c	1,657,120
d	Amounts included on Part I, line 12, but not on line **a**				
1	Investment expenses not included on Part I, line 6b	d1			
2	Other (specify)	d2			
	Add lines **d1** and **d2**			d	109,290
e	**Total revenue** (Part I, line 12) Add lines **c** and **d** ▶			e	1,657,120

Part IV-B **Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

a	Total expenses and losses per audited financial statements			a	1,722,616
b	Amounts included on line **a** but not on Part I, line 17				
1	Donated services and use of facilities	b1	109,290		
2	Prior year adjustments reported on Part I, line 20	b2			
3	Losses reported on Part I, line 20	b3			
4	Other (specify)	b4			
	Add lines **b1** through **b4**			b	109,290
c	Subtract line **b** from line **a**			c	1,613,326
d	Amounts included on Part I, line 17, but not on line **a:**				
1	Investment expenses not included on Part I, line 6b	d1			
2	Other (specify)	d2			
	Add lines **d1** and **d2**			d	
e	**Total expenses** (Part I, line 17) Add lines **c** and **d** ▶			e	1,613,326

Part V-A **Current Officers, Directors, Trustees, and Key Employees** (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) *(See the instructions.)*

(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 plans	**(E)** Expense account and other allowances
See Additional Data Table				

Part V-A Current Officers, Directors, Trustees, and Key Employees *(continued)*

			Yes	No
75a	Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings ▶ 12			
b	Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)	**75b**		No
c	Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization" ▶	**75c**		No
	If "Yes," attach a statement that includes the information described in the instructions			
d	Does the organization have a written conflict of interest policy?	**75d**	Yes	

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address	**(B)** Loans and Advances	**(C)** Compensation (If not paid enter -0-)	**(D)** Contributions to employee benefit plans and deferred compensation plans	**(E)** Expense account and other allowances

Part VI Other Information *(See the instructions.)*

			Yes	No
76	Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change	**76**		No
77	Were any changes made in the organizing or governing documents but not reported to the IRS?	**77**	Yes	
	If "Yes," attach a conformed copy of the changes			
78a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	**78a**		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**78b**		
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	**79**		No
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc , to any other exempt or nonexempt organization?	**80a**		No
b	If "Yes," enter the name of the organization ▶ ____ and check whether it is ☐ exempt **or** ☐ nonexempt			
81a	Enter direct or indirect political expenditures (See line 81 instructions) **81a**			
b	Did the organization file **Form 1120-POL** for this year?	**81b**		No

Part VI Other Information *(continued)*

				Yes	No
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?		**82a**	Yes	
b	If "Yes," you may indicate the value of these items here Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III)	**82b**			
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?		**83a**	Yes	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?		**83b**	Yes	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		**84a**		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		**84b**		
85	*501(c)(4), (5), or (6) organizations.* **a** Were substantially all dues nondeductible by members?		**85a**		
b	Did the organization make only in-house lobbying expenditures of $2,000 or less?		**85b**		
	If "Yes," was answered to either 85a or 85b, **do not** complete 85c through 85h below unless the organization received a waiver for proxy tax owed the prior year				
c	Dues assessments, and similar amounts from members	**85c**			
d	Section 162(e) lobbying and political expenditures	**85d**			
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	**85e**			
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	**85f**			
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		**85g**		
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		**85h**		
86	*501(c)(7) orgs.* Enter **a** Initiation fees and capital contributions included on line 12	**86a**			
b	Gross receipts, included on line 12, for public use of club facilities	**86b**			
87	*501(c)(12) orgs.* Enter **a** Gross income from members or shareholders	**87a**			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**87b**			
88a	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Part IX		**88a**		No
b	At any time during the year, did the organization directly or indirectly own a controlled entity within the meaning of section 512(b)(13)? If yes complete Part XI		**88b**		No
89a	*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	*501(c)(3) and 501(c)(4) orgs.* Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		**89b**		No
c	Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶	0			
d	Enter Amount of tax on line 89c, above, 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?		**89e**		No
f	*All organizations.* Did the organization acquire direct or indirect interest in any applicable insurance contract?		**89f**		No
g	*For supporting organizations and sponsoring organizations maintaining donor advised funds.* Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		**89g**		

90a List the states with which a copy of this return is filed ▶ WI

b Number of employees employed in the pay period that includes March 12, 2007 (See instructions) **90b** 24

91a The books are in care of ▶ The Organization Telephone no ▶ (608) 252-6540

Located at ▶ 600 Williamson Street Madison, WI ZIP + 4 ▶ 53703

			Yes	No
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)?	**91b**		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

Part VI Other Information (continued)

			Yes	No
c	At any time during the calendar year, did the organization maintain an office outside of the United States?	91c		No
	If "Yes," enter the name of the foreign country ▶			
92	*Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of* **Form 1041**—Check here . . . . ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the tax year . . . . ▶	92		

Part VII Analysis of Income-Producing Activities *(See the instructions.)*

Note: *Enter gross amounts unless otherwise indicated.*	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue					
a PATIENT CARE					48,411
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments . . .					
95 Interest on savings and temporary cash investments			14	9,999	
96 Dividends and interest from securities . . .					
97 Net rental income or (loss) from real estate					
a debt-financed property					
b non debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events . .					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue a OTHER			01	145	
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E)) . .				10,144	48,411

105 **Total** (add line 104, columns (B), (D), and (E)) . . . . ▶ 58,555

Note: *Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.*

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes *(See the instructions.)*

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
93A	FEES FOR DIRECT SERVICES TO PERSONS WITH AIDS

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities *(See the instructions.)*

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts *(See the instructions.)*

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . ☐ Yes ☑ No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . ☐ Yes ☑ No

NOTE: *If "Yes" to* ***(b)****, file Form 8870* ***and*** *Form 4720 (see instructions).*

Part XI **Information Regarding Transfers To and From Controlled Entities** *Complete only if the organization is a controlling organization as defined in section 512(b)(13)*

		Yes	No
106	Did the reporting organization **make** any transfers **to** a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity		

	(A) Name and address of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
	Totals			

		Yes	No
107	Did the reporting organization **receive** any transfers **from** a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity		

	(A) Name and address of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
	Totals			

		Yes	No
108	Did the organization have a binding written contract in effect on August 17, 2006 covering the interests, rents, royalties and annuities described in question 107 above?		

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

****** 2008-06-03

Signature of officer Date

Karen Dotson Executive Director [redacted]

Type or print name and title

Paid Preparer's Use Only

Preparer's signature Bruce Mayer CPA CFP

Date [redacted]

Firm's name (or yours if self-employed), address, and ZIP + 4

Wegner LLP

2110 Luann Lane

Madison, WI 53713

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93490163004078

SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n), or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information—(See separate instructions.)

▶ MUST be completed by the above organizations and attached to their Form 990 or 990-EZ

OMB No 1545-0047

2007

Name of the organization
AIDS Network Inc

Employer identification number
39-1548528

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than $50,000	**(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
SUZANNE GILLINGHAM 600 Williamson Street Madison, WI 53703	FINANCE DIR 40 00	61,563	0	0
Total number of other employees paid over $50,000 ▶	0			

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individual or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of others receiving over $50,000 for professional services ▶		

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services

(List each contractor who performed services other than professional services, whether individual or firms. If there are none, enter "None". See page 2 for instructions.)

(a) Name and address of each independent contractor paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of other contractors receiving over $50,000 for other services ▶		

Part III Statements About Activities (See page 2 of the instructions.)

				Yes	No
1		During the year, has the organization attempted to influence national, state, or local legislation, include any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶$ ____________ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B)	1		No
		Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities			
2		During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? *(If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)*			
	a	Sale, exchange, or leasing property?	2a		No
	b	Lending of money or other extension of credit?	2b		No
	c	Furnishing of goods, services, or facilities?	2c		No
	d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)?	2d	Yes	
	e	Transfer of any part of its income or assets?	2e		No
3a		Did the organization make grants for scholarships, fellowships, student loans, etc ? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments)	3a		No
	b	Did the organization have a section 403(b) annuity plan for its employees?	3b	Yes	
	c	Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment , historic land areas or structures? If "Yes" attach a detailed statement	3c		No
	d	Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d		No
4a		Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g If "No," complete lines 4f and 4g	4a		No
	b	Did the organization make any taxable distributions under section 4966?	4b		
	c	Did the organization make a distribution to a donor, donor advisor, or related person?	4c		

d Enter the total number of donor advised funds owned at the end of the tax year ▶ ____________

e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ▶ ____________

f Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ▶ 0

g Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year ▶ 0

Part IV Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions.)

I certify that the organization is not a private foundation because it is (Please check only **ONE** applicable box)

5 ☐ A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)

6 ☐ A school Section 170(b)(1)(A)(ii) (Also complete Part V)

7 ☐ A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)

8 ☐ A federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)

9 ☐ A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) **Enter the hospital's name, city, and state** ▶ ____________________

10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)

11a ☑ An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

11b ☐ A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

12 ☐ An organization that normally receives **(1) more than 33 1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc , functions—subject to certain exceptions, and **(2) no more than 33 1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A)

13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3) Check the box that describes the type of supporting organization

☐ Type I ☐ Type II ☐ Type III - Functionally Integrated ☐ Type III - Other

Provide the following information about the supported organizations. (see page 7 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents? Yes	No	(e) Amount of support?
Total ▶					

14 ☐ An organization organized and operated to test for public safety Section 509(a)(4) (See page 7 of the instructions)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12) ***Use cash method of accounting.***

Note: *You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.*

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants See line 28)	1,546,331	1,571,999	1,673,339	1,778,617	6,570,286
16 Membership fees received					0
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc , purpose	38,004	46,114	43,653	52,719	180,490
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	8,880	5,059	2,718	3,309	19,966
19 Net income from unrelated business activities not included in line 18					0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0
21 The value of services or facilities furnished to the organization by a governmental unit without charge Do not include the value of services or facilities generally furnished to the public without charge					0
22 Other income Attach a schedule Do not include gain or (loss) from sale of capital assets	557	4,422	1,945	4,783	11,707
23 Total of lines 15 through 22	1,593,772	1,627,594	1,721,655	1,839,428	6,782,449
24 Line 23 minus line 17	1,555,768	1,581,480	1,678,002	1,786,709	6,601,959
25 Enter 1% of line 23	15,938	16,276	17,217	18,394	

26 **Organizations described on lines 10 or 11:** **a** Enter 2% of amount in column (e), line 24 ▶ **26a** 132,039

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2002 through 2005 exceeded the amount shown in line 26a **Do not file this list with your return.** Enter the total of all these excess amounts ▶ **26b** 0

c Total support for section 509(a)(1) test Enter line 24, column (e) ▶ **26c** 6,601,959

d Add Amounts from column (e) for lines 18 19,966 19 0 22 26b 0 ▶ **26d** 31,673

e Public support (line 26c minus line 26d total) ▶ **26e** 6,570,286

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))** ▶ **26f** 9952 02 %

27 **Organizations described on line 12:** **a** For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person " **Do not file this list with your return.** Enter the sum of such amounts for each year

(2006) ______ (2005) ______ (2004) ______ (2003) ______

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the **larger** of **(1)** the amount on line 25 for the year or **(2)** $5,000 (Include in the list organizations described in lines 5 through 11b, as well as individuals) **Do not file this list with your return.** After computing the difference between the amount received and the larger amount described in **(1)** or **(2)**, enter the sum of these differences (the excess amounts) for each year

(2006) ______ (2005) ______ (2004) ______ (2003) ______

c Add Amounts from column (e) for lines 15 ______ 16 ______ 17 ______ 20 ______ 21 ______ ▶ **27c**

d Add Line 27a total ______ and line 27b total ______ ▶ **27d**

e Public support (line 27c total minus line 27d total) ▶ **27e**

f Total support for section 509(a)(2) test Enter amount from line 23, column (e) ▶ **27f**

g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))** ▶ **27g**

h **Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))** ▶ **27h**

28 **Unusual Grants:** For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant **Do not file this list with your return.** Do not include these grants in line 15

Part V **Private School Questionnaire** (See page 7 of the instructions.)
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

			Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?	31		
	If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement)			
32	Does the organization maintain the following			
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a		
b	Records documenting that scholarships and other financial assistance are awarded on racially nondiscriminatory basis?	32b		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d		
	If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)			
33	Does the organization discriminate by race in any way with respect to			
a	Students' rights or privileges?	33a		
b	Admissions policies?	33b		
c	Employment of faculty or administrative staff?	33c		
d	Scholarships or other financial assistance?	33d		
e	Educational policies?	33e		
f	Use of facilities?	33f		
g	Athletic programs?	33g		
h	Other extracurricular activities?	33h		
	If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)			
34a	Does the organization receive any financial aid or assistance from a governmental agency?	34a		
b	Has the organization's right to such aid ever been revoked or suspended?	34b		
	If you answered "Yes" to either 34a or b, please explain using an attached statement			
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation	35		

Part VI-A **Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.)
(To be completed **ONLY** by an eligible organization that filed Form 5768)

Check ▶ **a** ☐ if the organization belongs to an affiliated group Check ▶ **b** ☐ if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred)		(a) Affiliated group totals	(b) To be completed for all electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38 Total lobbying expenditures (add lines 36 and 37)	38		
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40		
41 Lobbying nontaxable amount Enter the amount from the following table—	41		
42 Grassroots nontaxable amount (enter 25% of line 41)	42		
43 Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43		
44 Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44		

If the amount on line 40 is—	The lobbying nontaxable amount is—
Not over $500,000	20% of the amount on line 40
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

Caution: *If there is an amount on either line 43 or line 44, you must file Form 4720.*

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below
See the instructions for lines 45 through 50 on page 11 of the instructions)

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) ▶	**(a)** 2007	**(b)** 2006	**(c)** 2005	**(d)** 2004	**(e)** Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B **Lobbying Activity by Nonelecting Public Charities**
(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines **c** through **h.**)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines **c** through **h.**)			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 12 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting organization to a noncharitable exempt organization of			
(i) Cash	51a(i)		No
(ii) Other assets	a(ii)		No
b Other transactions			
(i) Sales or exchanges of assets with a noncharitable exempt organization	b(i)		No
(ii) Purchases of assets from a noncharitable exempt organization	b(ii)		No
(iii) Rental of facilities, equipment, or other assets	b(iii)		No
(iv) Reimbursement arrangements	b(iv)		No
(v) Loans or loan guarantees	b(v)		No
(vi) Performance of services or membership or fundraising solicitations	b(vi)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	c		No

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Additional Data

Software ID:
Software Version:
EIN: 39-1548528
Name: AIDS Network Inc

Form 990, Part V-A - Current 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 plans	(E) Expense account and other allowances
Bob Power 600 Williamson Street Madison, WI 53703	Executive Director 40 00	63,966	4,967	0
Larry PALM 600 Williamson Street Madison, WI 53703	President 1 00	0	0	0
TIM LAPP 600 Williamson Street Madison, WI 53703	VICE PRESIDENT 1 00	0	0	0
eLLEN BERZ 600 Williamson Street Madison, WI 53703	TREASURER 1 00	0	0	0
Greg Milward 600 Williamson Street Madison, WI 53703	SECRETARY 1 00	0	0	0
Jim Berger 600 Williamson Street Madison, WI 53703	Past President 1 00	0	0	0
raymond durr 600 Williamson Street Madison, WI 53703	BOARD MEMBER 1 00	0	0	0
michael bruno 600 Williamson Street Madison, WI 53703	BOARD MEMBER 1 00	0	0	0
gerry haney 600 Williamson Street Madison, WI 53703	BOARD MEMBER 1 00	0	0	0
tamim sifri 600 Williamson Street Madison, WI 53703	BOARD MEMBER 1 00	0	0	0

Form 990, Part V-A - Current 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 plans	(E) Expense account and other allowances
pamela bean 600 Williamson Street Madison, WI 53703	BOARD MEMBER 1 00	0	0	0
CHRISTINA BALLARD 600 Williamson Street Madison, WI 53703	BOARD MEMBER 1 00	0	0	0
MARY VASQUEZ 600 Williamson Street Madison, WI 53703	BOARD MEMBER 1 00	0	0	0

TY 2007 Depreciation and Depletion Schedule

Name: AIDS Network Inc

EIN: 39-1548528

Asset	Amount
EQUIPMENT	93,583

TY 2007 Individual Assistance Schedule

Name: AIDS Network Inc

EIN: 39-1548528

Class of Activity	Amount
rent supplies and OTHER ASSISTANCE PROVIDED	123,048

TY 2007 Land etc. Schedule

Name: AIDS Network Inc

EIN: 39-1548528

Category/Item	Cost/Other Basis	Accumulated Depreciation	Book Value
EQUIPMENT	558,352	411,889	146,463

TY 2007 Other Income Schedule

Name: AIDS Network Inc

EIN: 39-1548528

Description	2006	2005	2004	2003	Total
MISCELLANEOUS	557	4,422	1,945	4,783	11,707

By-Laws of AIDS Network, Inc.

ARTICLE I. General

Section 1.01 Purpose of Corporation.

The purpose of this corporation is set forth in the Articles of Incorporation. These by-laws specify various matters affecting the operations and governance of the corporation.

Section 1.02 Name.

The legal name of this corporation shall be AIDS Network, Inc., (AIDS Network).

Section 1.03 Mission.

AIDS Network is the AIDS service organization for South Central Wisconsin. AIDS Network provides support, education and opportunities for well being to people affected by HIV/AIDS and related illnesses through a network of services and partnerships.

Section 1.04 Territory.

AIDS Network shall serve the counties assigned to it by the State of Wisconsin: Adams, Columbia, Crawford, Dane, Dodge, Grant, Green, Iowa, Juneau, Lafayette, Richland, Rock and Sauk. The addition or removal of territory shall be designated by the State of Wisconsin. AIDS Network may petition for the addition or removal of territory.

Section 1.05 Definitions.

The following terms used in these by-laws shall have the meanings set forth below:

(A) "Board" is the Board of Directors.

(B) "Chair" is the President or delegee who presides over a meeting.

(C) "Director" is a member of the Board of Directors.

(D) "Executive Director" is the employee of the Board of Directors hired to manage the day-to-day operations of the corporation.

(E) "Executive Session" is that part of a meeting which is not open to the public.

(F) "Officer" is an officer of the Board of Directors.

(G) "Past President" is the person who had been President of the Board of Directors immediately prior to, and within one year of, the current year's President of the Board of Directors.

(H) "President" is the President of the Board of Directors.

(I) "Proxy vote" is a vote authorized by a Director who is not present at the meeting when votes are cast.

(J) "Secretary" is the Secretary of the Board of Directors.

(K) "Treasurer" is the Treasurer of the Board of Directors.

(L) "Vice-President" is the Vice President of the Board of Directors.

ARTICLE II. Board of Directors

Section 2.01 Powers.

The Board, subject to the limitations of the Articles of Incorporation, these by-laws, Board resolutions and the laws of the State of Wisconsin, shall be responsible for the overall governance, the policies and the direction of AIDS Network, including, but not limited to, the annual budget, the employment of the Executive Director and the annual review of the mission statement, strategic plan, by-laws and executive limitations. The day-to-day operations of AIDS Network shall be delegated to the Executive Director.

Section 2.02 Number.

The number of elected Directors on the Board shall be no more than thirteen (13) and no less than three (3). The Past President may be a Director on the Board whether or not the Past President's Board term has expired. The only occasion in which a non-elected person can serve on the Board shall be when the Past President's term has expired. An expired term Past President shall have all of the rights and responsibilities of elected Directors.

Section 2.03 Election.

Directors shall be elected, after application to the Board Development Committee (Section 15, A, (4)), by majority vote of the Board. Elections for full-term Directors shall be held at the Annual Meeting of the Board (Section 10, A). Elections for Director vacancies during the pendency of terms shall be set at the discretion of the Board upon the recommendation of the Board Development Committee. The Board shall strive to elect diverse, broadly representative Directors.

Section 2.04 Term.

Each Director shall hold office for a term of three (3) years or until such Director's successor shall have been duly elected or until such Director's death, resignation or removal. Directors may reapply to serve more than one term in office. A full term shall commence at that term's first Annual Meeting of the Board. A full term shall end upon commencement of that term's fourth Annual Meeting of the Board. Should a Director be elected to replace another during the pendency of a term, that Director shall serve the remainder of that term.

Section 2.05 AIDS Network Employment.

Current Directors shall not be eligible for employment at AIDS Network. A former Director may accept employment at AIDS Network if a minimum of twelve (12) months have expired since the end of the Director's term or after the director's resignation. A former employee of AIDS Network may be elected a Director if a minimum of twelve (12) months has expired since the end of the employee's AIDS Network employment.

Section 2.06 Compensation.

Directors shall not receive compensation for their service but may be reimbursed for approved expenses.

Section 2.07 Resignation.

A Director may resign at any time for any reason by providing written notice to the President. Such resignation shall take effect at the time specified in the written notice or, if no time is specified, upon receipt of the written notice by the President. Unless otherwise specified in the written notice, acceptance of such resignation shall not be necessary to make the resignation effective.

Section 2.08 Removal.

Any Director may be removed from office, without the assignment of any cause, by vote at a meeting of the Board. Removal of a Director shall require a vote of three-fourths of the Directors in attendance at a Board meeting. Any Director who is absent from three (3) consecutive regular Board meetings without proper notification to the President shall be deemed to have resigned from the Board.

Section 2.09 Vacancies.

A vacancy or vacancies on the Board, occurring for any reason, shall be filled by a candidate who has applied for the office and has been elected by a majority of the Directors attending the Board meeting at which the election occurs.

Section 2.10 Board Meetings.

(A) Annual Meeting.

An annual meeting of the Board shall be convened during the fourth quarter of the year for the election of Directors, the election of Officers and any other regular business.

(B) Regular Meetings.

Regular meetings of the Board shall be held monthly or at such recurring time and place as the Board may designate. Regular meetings shall be open to the public.

(C) Special Meetings.

Special meetings of the Board for any purpose shall be held whenever called by the President or by any three (3) Directors.

(D) Executive Sessions.

The Chair presiding over any meeting of the Board or meeting of any Board committee may call an Executive Session of the Board or any committee thereof to consider any matters which may be deemed appropriate due to legal requirement or subject sensitivity, such as personnel issues or law suits. A majority of the quorum present at such meeting also may call for an Executive Session or may, by majority vote, overrule the Chair and maintain an open meeting. Only Directors may attend Executive Sessions. However, the Chair may invite a guest to an Executive Session to assist the Board on a topic being addressed in the session. A majority of the quorum present at such session may also invite a guest or may, by majority vote, overrule the Chair and maintain a Directors-only Executive Session. Any formal action taken by the Board in Executive Session must be timely reported in open meeting.

(E) Minutes.

Minutes of all meetings, except Executive Sessions, shall be recorded by the Secretary or any person designated by the Chair. The Secretary shall maintain all minutes on file at the AIDS Network primary office.

Section 2.11 Meeting Notices.

Notice of any meeting of the Board, in each case specifying the place, date and hour of the meeting, shall be provided to each Director in writing at least three (3) days prior to the date set for such meeting. If notice is by regular mail, notice must be mailed at least five (5) business days prior to the date of such meeting, as indicated by the postmark. Such notice must be addressed to the Director at the Director's address as it appears on the records of AIDS Network. If notice is electronically provided, such notice shall be deemed delivered when such mail is transferred to the Director at the Director's electronic mail address as it appears on the records of AIDS Network.

Section 2.12 Quorum; Action of Directors.

A majority of the number of Directors' positions filled shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act or decision of the Board, unless the act of a greater proportion is required by law, the Articles of Incorporation or these by-laws.

Section 2.13 Proxy Voting.

Proxy voting shall not be permitted on any Board business.

Section 2.14 Meeting Roles.

The President or a Director designated by the President shall act as Chair at meetings of the Board. The Secretary or, in the absence of the Secretary, any person appointed by the Chair, shall act as reporter of the meeting's business.

Section 2.15 Committees.

(A) Standing Committees

(1) Executive Committee.

This committee shall consist of the Board officers (Article III, Section 1) as voting members and the Past President who shall be a non-voting member. The Executive Committee shall:

a) address general issues relating to personnel and operations,
b) respond to employee grievances as part of the chain of command according to AIDS Network policy,
c) directly supervise the Executive Director and, with input and feedback from the full Board, evaluate the Executive Director's job performance at least annually,
d) oversee the Executive Director on resolving any issues arising from the annual outside audit of AIDS Network, and
e) act as the Board when required due to exigent circumstances, in that action by the full Board could not be timely or feasible. Such actions can be performed at a meeting, telephonically or electronically. All such actions must be reported to and approved, amended or rescinded by the full Board at the next regular Board meeting.

(2) Finance Committee.

This committee shall consist of the President, the Treasurer, the Executive Director, the staff director of finance and other persons appointed by the President. This committee shall have the general responsibility for the financial affairs of AIDS Network. Its duties shall include:

a) review of the proposed annual budget,
b) review of fiscal and financial policies,
c) periodic review of financial statements, and
d) annual review of the audit process.

(3) Board Development Committee.

This committee shall be chaired by a Director appointed by the President and shall consist of Directors and others as appointed by the Chair, with Directors in the majority. This committee shall be responsible for the recruitment, nomination, orientation and education of Directors. This committee also shall be charged with striving for diversity on the Board so that it reflects the communities it serves.

(B) Ad Hoc Committees

Ad hoc committees may be formed at the discretion of the President or by vote of the Board.

ARTICLE III. Officers

Section 3.01 Officers.

The Board shall have a President, a Vice-President, a Secretary, a Treasurer, and in instances where an incumbent President does not seek office for another term, a Past President. A Director may not hold more than one office at a time.

Section 3.02 Election.

The officers of AIDS Network, except the Past President, shall be elected by the Board at its annual meeting, and each officer shall hold office for a period of one (1) year, or until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation or removal.

Section 3.03 Resignation.

Any officer may resign at any time by giving written notice to the President or the Secretary of the Board. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt of the resignation by the President or the Secretary. Unless otherwise specified in the written notice, acceptance of such resignation shall not be necessary to make the resignation effective.

Section 3.04 Removal.

Any officer may be removed from office by a vote at a meeting of the Board whenever, in the Board's judgment, the best interests of AIDS Network will be served. Removal of an officer shall require a vote of three-fourths of the Directors present.

Section 3.05 Vacancies.

The Board shall appoint a Director to fill a vacancy in any office for the duration of the unexpired term.

Section 3.06 President.

The President shall be responsible for the integrity of AIDS Network. The President shall be the chief elected officer of AIDS Network and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board or as are prescribed in these by-laws or otherwise delegated by the Board and shall at all times be subject to the policies, control and direction of the Board. The President shall

(A) have authority to sign and execute, in the name of AIDS Network, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board, except when the signing and execution thereof shall have been expressly delegated by the Board or by these by-laws to some other officer or agent of AIDS Network, provided that neither the President nor any other officer may sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts or other orders for payment of money, notes, acceptances, or other evidence of indebtedness without the specific authority of the Board pursuant to Article V of these by-laws dealing with such matters.

(B) when in the President's discretion deemed necessary, determine the duties of other officers and employees of the corporation, in a manner not inconsistent with the provisions of these by-laws and the directions of the Board.

Section 3.07 Vice-President.

In the absence or disability of the President, the Vice-President shall perform the duties of the President, and when so acting, shall have all the responsibilities, powers and restrictions of the President. The Vice-President shall have such other powers and perform such other duties as may be assigned by the Board, the President or these by-laws.

Section 3.08 Secretary.

The Secretary shall be responsible for the integrity of Board documents, which shall include:

(A) assuring, annually, that the Articles of Incorporation are on file at the AIDS Network principal office and that the name of the registered agent is current,

(B) maintaining, at the AIDS Network principal office, a file of by-laws as amended or otherwise altered to date,

(C) maintaining a file, at the AIDS Network principal office, of all standard forms used to conduct board business,

(D) certifying, after Board minutes are approved and amended, an official copy of the minutes of all Board meetings, except Executive Sessions, specifying, in addition to an account of the business conducted at such meetings, the time and place of the meetings, a list of individuals present and the names of Directors absent,

(E) maintaining, in the AIDS Network principal office, a book of Board minutes as well as minutes of all committees of the Board, and

(F) ensuring that all Board meeting notices are duly provided in accordance with the provisions of these by-laws or as required by law.

Section 3.09 Treasurer.

The Treasurer shall be responsible for the integrity of the financial management of AIDS Network, which shall include:

(A) reporting the financial status of AIDS Network at all regular Board meetings,

(B) apprising the Board of any financial concerns,

(C) reviewing financial statements prepared by AIDS Network staff,

(D) accessing the financial records of AIDS Network to monitor financial transactions,

(E) meeting privately with auditors during the annual outside audit process of AIDS Network,

(F) overseeing, with the Executive Committee, the Executive Director in the resolution of any issues arising from the annual outside audit, and

(G) fulfilling all other treasurer obligations imposed by federal and state law.

ARTICLE IV. Conflicts of Interest

The activities of AIDS Network shall be conducted so that no part of its income, property or earnings shall inure to the benefit of any Director, officer, employee or other individual, corporation, institution or association. Any Director having an outside interest in a matter before the Board shall make timely disclosure of the potential conflict to the Board before the Board acts on the matter and shall abstain from participating in any discussion of, or vote on, the matter. Each Director shall sign a conflict-of-interest statement annually.

AIDS Network shall neither participate nor intervene in any political campaign on behalf of a candidate for political office, including the publication or dissemination of any literature relating to an individual's political campaign.

ARTICLE V. Finances

Section 5.01 Execution of Instruments.

Except as these by-laws otherwise provide, the Board may authorize any office or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of AIDS Network, and such authorization may be general or confined to specific instances. Except as so authorized, or as these by-laws otherwise expressly provide, no officer, agent or employee shall have any power or authority to bind AIDS Network by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 5.02 Bank Accounts.

The Board shall authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of AIDS Network to whom such power may be delegated by the Board. The Board, as it may deem expedient, may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these by-laws.

Section 5.03 Checks and Drafts.

All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued in the name of AIDS Network shall be signed by such officer or officers, agent or agents, of AIDS Network, and in such manner, as shall be determined by resolution of the Board. Endorsements for deposit to the credit of the corporation in any of its duly authorized depositories may be made without countersignature. Absent a Board resolution to the contrary, the Treasurer shall be an authorized signature on all accounts.

Section 5.04 Loans.

No loans shall be contracted on behalf of AIDS Network and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of AIDS Network. Reasonable advances of reimbursable expenses may be made at the discretion of the President or, in the case of the President, by the Board.

ARTICLE VI. Indemnification

Section 6.01 Mandatory Indemnification.

(A) AIDS Network shall indemnify each Director and officer against all expenses actually and necessarily incurred by the Director or officer in connection with the defense of any action, suit or proceeding to which the Director is a party by reason of being or having been an officer or Director, as provided in Chapter 181, Wisconsin Statutes. AIDS Network may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses under this section by the purchase of insurance on behalf of any one or more of such persons, whether or not AIDS Network would be obligated to indemnify such person(s) under this section.

(B) In the event that such person(s) petitions supplementation of the right to indemnification or disputes a decision regarding the right to indemnification or the supplementation of the right to indemnification, settlement shall be reached by one of the following:

   (1) a majority vote of the Board present at a regular or special meeting. Such a majority shall be determined by a secret ballot. The petitioner(s) may not vote.

   (2) a panel of three arbitrators, one selected by the petitioner, one by the Board, and one agreed upon by both the petitioner and the Board. The cost of arbitration shall be shared equally between AIDS Network and the petitioner(s). The decision of the arbitration panel shall be final and binding.

Section 6.02 Limited Liability of Volunteers.

Each individual other than an employee of AIDS Network who provides services to or on behalf of AIDS Network without compensation (“volunteer”) shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any reasonable act or omission within the scope of the individual’s activities to the fullest extent provided by Section 181.0670 of the Wisconsin Nonstock Corporation Law or any similar successor provision thereto. For purposes of this section it shall be conclusively presumed that any volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of AIDS Network without compensation is acting within the scope of such volunteer's professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to AIDS Network in writing.

ARTICLE VII. Miscellaneous

Section 7.01 Fiscal Year.

The fiscal year of AIDS Network shall be from January 1 through December 31.

Section 7.02 Corporate Seal.

No corporate seal shall be designed.

Section 7.03 Rules of Order.

Except as otherwise provided in these by-laws, meetings of the Board and committees thereof shall be governed by *Robert's Rules of Order,* newly revised.

ARTICLE VIII. Amendment

These by-laws may be repealed, amended or readopted by a two-thirds vote of the Directors present at a Board meeting. No such action shall change the purposes of AIDS Network so as to impair its rights and powers under the laws of Wisconsin, or to waive any requirements or to alter any contractual responsibilities of AIDS Network. Any offered amendments shall be submitted to the Board at least one regular Board meeting prior to the regular Board meeting at which a vote on the amendment is held.

Adopted November 13, 2007