

Grandview Emerson Neighborhood Association (GENA) Bylaws
Introduced February 27, 2014 & Adopted April 24, 2014
Most recent amendment February, 16, 2017

Article I Name

The name shall be the Grandview Emerson Neighborhood Association (GENA). The boundaries of GENA (“the Association”) in the city of La Crosse, WI (“the City”) shall be the centerlines of West Avenue on the west, Cass Street on the south, Losey Boulevard on the east, and Park Drive to Myrick Park to UWL Campus to Vine Street on the north

Article II Purpose

Sec. 1. The Association is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. To the extent consistent with the above general purposes, the specific purpose of the Association is as follows:

The specific purpose of the Grandview Emerson Neighborhood Association is to improve the overall quality of life in the neighborhood through democratic citizen participation and involvement.

Sec. 2. The organization will work for the achievement of this purpose by:

2.1 Implementing the GENA Neighborhood Plan

2.2 Educating both city government and neighborhood residents about each other’s concerns and visions of the future.

2.3 Promoting collaboration between the City and the neighborhood in order to achieve mutual goals and a shared sense of responsibility.

2.4 Creating a “sense of place” within the community by identifying and developing the assets within neighborhoods.

2.5 Initiating change, rather than simply reacting to it, by addressing specific issues and opportunities.

2.6 Strengthening the City by strengthening neighborhoods

Article III Governance

Sec. 1. Membership is open to any resident or property owner age eighteen (18) and over within the Association’s geographic area. Membership is also open to businesses and organizations located within the Association’s geographic area. Each business or organization may appoint one representative to the Association. If such representative lives within the membership boundaries, he or she is entitled to vote either as a resident, business or organization representative but has only one vote on any given issue. Other interested parties are welcome to attend meetings.

Sec. 2. The members are the basic governing body of the Association. They shall select all officers and committee chair people and determine all policies of the group. Any member in good standing may cast one vote on all business, including the election of officers.

Sec. 3. Any resident, property owner, or representative from a business or organization is a member in good standing if he/she has met the conditions of: attended two or more general membership meetings during the previous 12 months and has signed the roster for those meetings. Therefore, a member can vote at their 2nd meeting if they have met the conditions. A quorum of ten members in good standing shall be required for all elections and votes. Any member in good standing may submit an absentee vote on any topic by writing to the secretary before the time and date of the meeting.

Sec. 4. Any person received into membership in the Association shall remain a member until he/she voluntarily withdraws or is no longer eligible for membership in this Association.

Sec. 5 Annual guest memberships in the Association shall be allotted at the discretion of the Association to former neighborhood residents. No guest member shall hold office or represent the Association to outside agencies.

Sec. 6. There shall be a minimum of four general meetings each calendar year. Ordinarily meetings will be held the third or fourth Tuesday of the month. A Co-Chair shall call any additional meetings as needed or if requested to do so by ten or more members in good standing. The respective committee chairperson shall schedule all committee meetings and the entire membership shall be notified of such meetings.

Article IV Officers

Sec. 1. Nomination of officers will occur at the meeting prior to each year's October meeting. Election will occur in November and officers will begin their terms the day following the election. The terms of office will be two years, with elections being staggered so that no more than two (2) positions are open at any given time. No officer may serve more than two (2) consecutive terms in any one office.

Sec. 2 The officers of the Association shall be Co-Chair (2) and Secretary/Treasurer. The officers' duties shall be as follows with additional duties as directed by the membership.

Duties of the Co-Chairs: A Co-Chair shall preside at all boards' and member's meetings; shall have general supervision over the affairs of the Association and over the other officers; and countersign all checks. The Co-Chairs shall issue notice of all board and members' meetings. They shall perform all duties as are incident to the office. In case of absence or disability of the co-chairs, such duties shall be performed by the secretary/treasurer.

Duties of Secretary/Treasurer: The secretary/treasurer shall attend all board's and member's meetings and keep minutes of the same; shall have charge of all Association books, records and papers; and shall perform all such other duties as are incident to the office. The secretary/treasurer shall have custody of all money and securities of the Association. The treasurer shall keep regular books of account and shall submit them, together with all vouchers, receipts, records and other papers to the board for examination and approval as often as the board may require. The treasurer shall sign all checks of the Association and shall perform all such other duties as are incident to the office.

Article V Board of Directors

Sec. 1. The Board of Directors shall consist of the Co-Chairs, Secretary/Treasurer, Past Officers and heads of the Standing Committees. The Board shall conduct the general business of the Association; consider all questions of policy; and present recommendations to the Membership for action. All actions of the Board shall be approved by the membership and officially recorded.

Sec. 2. In the event of the resignation of an officer or in the event that an officer becomes ineligible or

unable to continue in office, the Board may appoint a member to fill in the vacancy for the remainder of the term. Three (3) or more consecutive absences without valid reason from the Association meetings shall be deemed a resignation and filled as set by the Bylaws.

Sec. 3. An officer will be removed from office by a two-thirds (2/3) vote of members present at any meeting provided a fourteen (14) day notice has been distributed to all members. Vacancies will be filled as set forth by the ByLaws.

Article VI Committees

Sec. 1. The Association shall have such committees as may from time to time be designated by resolution of membership. These committees may consist of person who are not also members of the Board and shall act in an advisory capacity to the membership.

Sec. 2. No individual or committee shall take public action nor shall any member represent him or herself as speaking with the support of or in the name of the Association unless prior authorization is received by a vote of the membership, except as provided for in the ByLaws

Article VII Amendments

These Bylaws can be amended at any time by a majority vote at two (2) consecutive general membership meetings. Any member may propose an amendment. The proposed amendment shall be presented at the meeting and voted on at the next regular meeting.

Article VIII Adoption

These Bylaws will be considered adopted upon ratification by a majority vote at two (2) consecutive general membership meetings. They shall go into effect immediately upon adoption.

Article IX Dissolution

Sec. 1. The Association may be dissolved by a two-thirds ($\frac{2}{3}$) vote at a membership meeting called for that purpose. All members must be notified in writing at least fourteen (14) days prior to the meeting. Should a meeting to consider dissolution fail to achieve a quorum, the remaining officers may dissolve the Association by majority vote.

Sec. 2. The property of the Unincorporated Association is irrevocably dedicated to educational and charitable purposes. As authorized under Wisconsin State Statute 184.09 (1) and (2), upon the dissolution or winding up of the unincorporated association, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Association shall be distributed to a not-for-profit organization whose mission is in keeping with the mission of the Association. Any such distribution shall be consistent with provisions of 501(c)(3) of Internal Revenue Code of 1986, as amended.

Sec. 3. If the membership does not approve a plan of distribution of the assets when approving the dissolution, the Board of Directors shall make such distribution

Article X Prohibited Activities

Notwithstanding any other provision of these bylaws, the unincorporated association shall not carry on

any other activities not permitted to be carried on (1) by an unincorporated association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Article XI Political Campaign and Legislation

The Association shall not in any manner or to any extent participate in, or intervene in (including the publishing of distribution of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503 (b) of the Internal Revenue Code of 1986, as amended. The Association shall not engage in the carrying on of propaganda or attempt to influence legislation except as an insubstantial part of its activities.

Article XII Personal Inurement

The board members shall serve without compensation, and no part of the net earnings of the Unincorporated Association shall inure to the benefit of any member of the Association or other private individual except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the Association shall be distributed directly or indirectly to any member of the Association except in fulfillment of its charitable and educational purposes enumerated herein.

The most current version of Robert's Rules of Order shall act as a guide for governing all general meetings.

Original ByLaws adopted in 2006

Bylaws amended 4/24/14

Bylaws amended 8/21/14

Bylaws amended 2/16/16

Article XIII Adopted Additions and Exceptions

As an exception, Nick Bezier is recognized by the Association as a guest member

The Association has adopted the following clause, as a requirement for membership in La Crosse Neighborhoods, Inc. (LCNI) and hereby includes the most recent bylaws of LCNI for reference:

The Chapter subscribes to, supports and will adhere to the LCNI's bylaws, specifically Article IV Purposes, Article XII Prohibitions and Article XIII Statement of Inclusiveness, Openness and Transparency, and Article XII Statement of Non-Discrimination, as well as the policies established by the LCNI Board

La Crosse Neighborhoods, Inc.

BYLAWS 5/17/16

ARTICLE 1 NAME OF CORPORATION

1.1. The name of the corporation is La Crosse Neighborhoods, Inc. (the “Corporation”).

ARTICLE 2 A NOT-FOR-PROFIT CORPORATION

2.1. The Corporation is a not-for-profit, non-stock corporation organized under Chapter 181 of the Wisconsin Statutes.

ARTICLE 3 LOCATION OF PRINCIPAL OFFICE

3.1. The Corporation’s principal office is 320 24th St N, La Crosse, WI 54601, or such other addresses as the Corporation may from time to time use and register with the Wisconsin Department of Financial Institutions. The mailing address of the Corporation is P.O. Box 1661, La Crosse, WI 54601.

ARTICLE 4 PURPOSES

4.1. The Corporation shall be operated for charitable, educational and scientific purposes as defined by § Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter “IRC”). Specifically, and limited by the foregoing general purposes, the Corporation’s purposes shall be:

4.1.2. To advocate for initiatives, policies and programs that protect, preserve and improve all of the neighborhoods in the La Crosse area for all of the residents, with the following other specific purposes:

4.1.2.1 To assist residents in the startup and operation of neighborhood associations in the La Crosse area, specifically by providing support for development, finances and administrative services.

4.1.2.2 To promote education of the public, community leaders and policymakers about the economic, social and cultural benefits of protecting and improving all of the neighborhoods in the La Crosse area for all of the residents.

4.1.2.3 To coordinate grassroots efforts to maintain and enhance public health and safety, livability, aesthetics, and property values, as well as historic, cultural, and natural resources for the benefit of all of the neighborhoods in the La Crosse area for all of the residents.

4.1.2.4 To research, study, and analyze federal, state, and local policies and practices that impact all of the neighborhoods in the La Crosse area and their residents, and share that information with residents, community leaders and policymakers.

4.1.2.5 To champion economic development and growth that benefits all of the neighborhoods in the La Crosse area for all of the residents.

4.1.2.6 To encourage and foster any other such activity that has the purpose of promoting all of the neighborhoods in the La Crosse area for all of the residents.

4.1.3 To do anything, perform any act, and exercise any right in any power now hereafter conferred by the laws of the State of Wisconsin upon a general not-for-profit corporation organized under the laws of the State of Wisconsin, and in general, to carry on any of the activities set forth herein to the same extent and as fully as a natural person might or could do.

4.1.3.1 However, nothing set forth in these Articles shall be construed as authorizing the Corporation to possess any purpose, object, or power or to do anything forbidden by law to not-for-profit corporations organized under the laws of the State of Wisconsin or to engage in activity not approved by IRC Section 501(c)(3), including any substitute or successor section.

4.1.3.2 The Corporation shall not possess or exercise any power or authority, either expressly, by interpretation or by operation of law which will prevent it from at any time qualifying and continuing to qualify as a corporation described in IRC Section(c)(3), including any substitute or successor section.

ARTICLE 5 MEMBERS

5.1. Qualifications. Membership shall be open to any person or organization that subscribes to the purposes of the Corporation

5.2. Voting. The Members shall be non-voting Members of the Corporation.

5.3 Dues shall not be required, however voluntary contributions shall be encouraged.

ARTICLE 6 CHAPTERS

6.1 Qualifications. Chapters shall be open to any neighborhood association that:

- subscribes to the purposes of the Corporation and agrees to fundraise and assist the Corporation with the annual administrative and insurance assessment
- establishes neighborhood boundaries, develops a neighborhood plan, adopts neighborhood bylaws and holds at least (2) meetings with a quorum per year.

6.2 Voting. The Chapters shall be non-voting Members of the Corporation, however each Chapter may nominate up to three (3) of their members as candidates to be on the Board.

6.3 Chapter bylaws shall include the following:

- a clause that the Chapter subscribes to, supports and will adhere to the Corporation's bylaws, specifically Article IV Purposes, Article XII Prohibitions and Article XIII Statement of Inclusiveness, Openness and Transparency, and Article XII Statement of Non-Discrimination, as well as the policies established by the Board
- a clause that the dues shall not be required to be members of the Chapter, however voluntary contributions shall be encouraged.
- a clause that any funds collected on behalf of a Chapter, by the Corporation, shall be held by the Corporation at no cost to the Chapter.
- a clause that the Chapter agrees to fundraise and assist the Corporation with the annual administrative and insurance assessment.
- a clause that in the event the Chapter is in arrears of the annual administrative and insurance assessment, disbands or fails to remain active as required by these bylaws, any and all funds and receivables held by the Corporation for the Chapter shall have the choice to return all remaining monies to their original source (such as individuals, foundations, etc.) or donate to the Corporation a clause requiring a minimum of three (3) Officers consisting of a Chair, Vice-Chair or Co-Chair (or comparable titles) and a Secretary/Treasurer.
- a clause requiring a minimum attendance of at least (2) meetings within a year for all neighborhood association members to be able to vote at Chapter meetings regarding Corporation matters and hold office (for example: members are able to vote at the second meeting they attend)
- a clause requiring a quorum of at least seven (7) members qualified to vote for any officer elections, bylaw amendments, policy changes or financial actions on behalf of the Chapter

- a clause requiring the Chapter to inform the Corporation's Secretary/Treasurer of any potential grant applications, that involve the Corporation, as soon as possible and to submit a photocopy of the completed grant application to the Corporation's Secretary/Treasurer for consideration and approval in a timely manner.
- a clause requiring the Chapter to give all monies, for the Corporation, directly to the Corporation's Secretary/Treasurer in a timely manner; all monies, for use by the Corporation and its Chapters, must also be written out to LCNI and given to the Corporation's Secretary/Treasurer for deposit.
- a clause requiring all minutes of the Chapter's meetings shall be forwarded to the Corporation's Secretary/Treasurer in a timely manner.

6.4 Chapters shall have the right to self determination of their own names, boundaries and plans, however in order for a Chapter to be recognized by the Corporation:

- the name must be unique and descriptive of the neighborhood
- the boundaries must be both logical and contiguous
- the name, the boundaries and any plan must be in harmony with existing Chapters and other neighborhood associations, as well as the purposes of the Corporation.

6.4 Neighborhood associations that wish to become Chapters shall submit an application developed by the Secretary/Treasurer with all relevant documents and the annual administrative and insurance assessment for consideration for approval of the Board.

6.5 Neighborhood plans.

6.5.1 New neighborhood associations without a neighborhood plan shall be accepted as Chapter, however they should develop a neighborhood plan within one (1) year of acceptance.

6.5.2 Existing neighborhood associations with plans should update their plan at least every five (5) years.

6.6 Monies received by La Crosse Neighborhoods, Inc., for the exclusive use of an individual Chapter, shall be held by the Corporation for no fee, and are available for the legal, indicated use (given upon receipt) or for all legal uses as approved by the Chapter and La Crosse Neighborhoods, Inc."

ARTICLE 7 MEETINGS

7.1 Annual Meeting of the Chapters & Members. There shall be one (1) Annual Meeting of the Chapters & Members as called by the President or by a majority of the Board for the purpose of exchanging information.

7.2 Monthly Meeting of the Board. There shall be one (1) Monthly Meeting of the Board as called by the President or by a majority of the Board for the purpose of exchanging information and for the transaction of business thought to be worthwhile by the Board.

7.3 Special Meetings of the Board. Special meetings of the of the Board may be called by the President or by a majority of the Board of Directors for the purpose of exchanging information and for the transaction of business thought to be worthwhile by the Board.

7.4 Board Meetings. Any Officer, Director or Member may invite any persons to attend any Board meeting, subject to the provisions in these bylaws.

7.5 Notice of Board Meetings. Notice of the place, date and time of each meeting of the Board shall be by written notice delivered personally or by US Mail or email to all Officers and Director at the address or email address provided to the Secretary/Treasurer not less than seven (7) days before the date of the meeting.

7.6 Delivery of Notices: If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If emailed, such notice shall be deemed to be delivered when transmitted to the last known email address.

7.7 Contents of Notices. Notices shall include the date, time and location of the meeting, the purpose(s) for which the meeting is called, and a meeting agenda.

7.8 Waiver of notice: Notice of any meeting may be waived either before or after the meeting, and attending the meeting in person, by proxy or via electronic means shall constitute waiver of the notice.

7.9 Conduct of Meetings. Rules contained in Robert's Rules of Order shall govern the conduct of the Corporation's business in all cases where they do not conflict with the Corporation's Bylaws.

7.10 Place of Meetings. All meetings of the Corporation shall be held at such dates, times and places as may be most convenient and advantageous to the Corporation, and shall be designated in the notice for that meeting; however at no time shall any meeting be held without sufficient notice or at such dates, times and places that are intended to exclude participation by any of the Members, Chapters, Directors or Officers.

ARTICLE 8 BOARD OF DIRECTORS

8.1 Functions and Powers. The Board of Directors (the "Board") shall govern the Corporation and control its property and business and shall have all the usual powers of a corporation board of Directors in setting the policies and managing the business and affairs of the Corporation.

8.1.2 They shall make all rules and regulations they deem necessary and proper for the government of the Corporation and the orderly conduct of its business and affairs consistent with the Corporation's articles of incorporation and bylaws.

8.1.3 The Board shall have the power to appoint such subordinate Officers, employees or agents as they deem may be necessary to conduct the Corporation's business and to designate their titles and compensation, if any. To this end, the Board may engage any staff, including an Executive Director, who shall help carry out policies approved by the Board and, subject to Board approval, enter into all contracts required for the conduct of the business of the Corporation.

8.1.4 The Board shall use their best efforts and act in good faith to fulfill the Corporation's purpose and exercise the Board's powers as expressed in the Corporation's articles of incorporation and bylaws.

8.1.5 The Board may, by a two-thirds ($\frac{2}{3}$) vote of the Board, suspend or expel any Chapter or Member upon evidence of material violation of these bylaws, public laws or regulations or practices of the Corporation.

8.2 Number. The initial Board shall be comprised of three (3) Directors and the Board shall thereafter be comprised of not less than three (3) nor more than fifteen (15) Directors.

8.2.1 The Board shall appoint the Directors at the annual meeting.

8.2.2 Directors Members shall only be those persons that subscribe to the purposes of the Corporation.

8.3 Term of Office. Directors of the initial Board shall be elected on staggered terms of office so that, to the extent possible, an equal number of Directors will be appointed each year.

8.3.1 Thereafter, Directors shall be elected for three (3) year terms.

8.3.2 The Board may fill any vacancy by electing a candidate to fill the remainder of the unexpired term.

8.4 Voting. Each Director shall be entitled to cast one (1) vote and a majority vote of the Directors in attendance at any duly called meeting shall be the action of the Board.

8.5 Quorum. Two (2) Directors or forty percent (40%) of the Board, whichever shall be greater, shall constitute a quorum for transacting business at any meeting of the Board.

8.5 Chapter Representation. Every Chapter should have a Director on the Board, but it is not required, however no Chapter may have more than three (3) Directors or a quorum of the Board.

ARTICLE IX: MEETINGS OF BOARD OF DIRECTORS

9.1 Regular Meetings. Regular meetings of the Board may be held at any time and place within or without the State of Wisconsin from time to time designated by resolution of the Board. The meetings may be held by

conference, telephone call or similar means of communication whereby all persons participating in the meeting can hear or communicate with each other.

9.2. Special Meetings. Special meetings of the Board may be called by the President or by the request of any two (2) Directors that file a request for a special meeting with the Secretary/Treasurer. Requests for a special meeting shall detail the purpose of the need for a special meeting with substantiation of the extenuating circumstances. Such special meetings of the Board shall be held at such times and places within or without the State of Wisconsin as shall be designated in the call for the meeting.

9.3. Action Without Meeting. Any action that is required to be taken at a meeting of the Board may be taken without a meeting if consents in writing or email, setting for the action taken, are agreed to by a majority of the members of the Board. The consents shall have the same force as a vote at a meeting, and may be stated as such in any certificate or document filed under the laws of the State of Wisconsin, and may be accepted without further inquiry by any person relying thereon. The Secretary/Treasurer shall file the consents with the minutes of the meetings of the Board.

ARTICLE 10 COMMITTEES

10.1. Executive Committee. The Executive Committee of the Corporation shall consist of the President, Vice-President, Secretary/Treasurer and such other persons as may be appointed by the President and approved by the Board. Committee members shall serve two (2) year terms and hold office until their successors are duly appointed. The President shall serve as the Chair of the Executive Committee. The Executive Committee shall have and exercise, in the intervals between meetings of the Board, all powers of the Board which may lawfully be delegated in the management of the business and affairs of the corporation and such lesser powers as may be specified from time to time by the Board. The Executive Committee shall meet at the call of the President and two (2) members of the Committee shall constitute a quorum, however no Chapter may have a quorum of the Executive Committee. The nature of all actions of the Executive Committee shall be recorded and reported to the Board.

10.2 All Neighborhood Associations Committee. The All Neighborhood Associations Committee of the Corporation shall consist of the President, Vice-President, Secretary/Treasurer and the Chair or a Co-Chair from each Chapter. It shall meet monthly or as needed, and develop recommendations to the Board for actions, policies and the like, in keeping with the purposes of the Corporation.

10.3 Grants Committee. The Grants Committee of the Corporation shall consist of the Secretary/Treasurer and the Secretary/Treasurer from each Chapter. It shall meet as needed, and develop grant applications for submission upon approval by the Board on behalf of the Corporation and its Chapters.

10.4 Development Committee. The Development Committee of the Corporation shall consist of the Vice President and the Vice President or Co-Chair of every Chapter, and any individual seeking to organize a neighborhood association. It shall meet as needed, and assist Chapters and prospective neighborhood associations organize, recruit members, develop plans, advocate for their neighborhood, etc..

10.5 Other Committees. The President may appoint, with the approval of the Board, such other committees as may be required from time to time to assist the Board in carrying out the Corporation's business and affairs. Committees shall be chaired by an Officer or Director and may consist of anyone that subscribes to the principles and policies of the Corporation.

ARTICLE 11 OFFICERS

11.1 Officers. The Officers of the Corporation shall be a President, Vice President and a Secretary/Treasurer.

11.1.2 President. The President shall be the principal Executive Officer of the Corporation and shall in general supervise and control all of the Corporation's business and affairs.

11.1.2.1 The President shall preside at all meetings of the Membership and the Board.

11.1.2.2 The President may sign, with any other proper representative of the Corporation authorized by the Board, any contract or other instrument which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board to some other Officer or agent of the Corporation.

11.1.2.3 In general, the President shall perform all other duties incident to the offices and such additional duties as may be prescribed by the Board from time to time, including acting as the spokesperson for the Corporation.

11.1.2.3 The President and Secretary/ Treasurer shall not be the same person.

11.1.3 Vice-President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President. The Vice-President shall also perform such other duties as may be assigned from time to time by the President or the Board.

11.1.4 Secretary/Treasurer. The Secretary/Treasurer shall be the principal Financial Officer of the Corporation and shall in general supervise and control all of the Corporation's finances and records, and in general perform all duties incident to the office and such other duties as may be assigned from time to time by the President or the Board.

11.1.4.1 The Secretary/Treasurer shall keep minutes at all meetings of the Membership and the Board, and keep all records and documents of the Corporation, including the Chapters.

11.1.4.2 The Secretary/Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and keep all financial records and documents of the Corporation, including the Chapters

11.1.4.3 The Secretary/Treasurer shall maintain a current roster of all Members, Chapters, Directors and Officers.

11.1.4.4 The Secretary/Treasurer shall maintain the account(s) for all Chapters and issue reports to the Board and each Chapter detailing any and all financial activity of that Chapter.

11.1.4.5 The Secretary/Treasurer shall file all government forms, returns and documents with the relevant agencies and in a timely manner.

11.1.4.6 The Secretary/Treasurer shall maintain a general liability and errors & omissions insurance policies on behalf of the Corporation and its Officers, Directors and Chapters.

11.2. Election of Officers. The Board shall elect the Officers at the Board's annual meeting.

11.2.1. Beginning of Terms. The Officers shall assume office at the beginning of the fiscal year.

11.2.2. Length of Terms. The Officers shall be elected for terms of two (2) years and shall serve until their successors are duly elected.

11.2.3. Number of Consecutive Terms. No single person may serve for more than two (2) consecutive terms in any single office.

11.3. Vacancies. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

ARTICLE 12 THE FISCAL YEAR

12.1. Fiscal Year. The fiscal year shall be determined by the Board but in the absence of a specific determination of the Board, the Corporation's fiscal year shall be the calendar year.

ARTICLE 13 PROHIBITIONS

13.1. Prohibitions. The Corporation shall at no time exercise any of its corporate powers in such a manner as to deprive itself of the right to exemption from taxation under § 501(c)(3) of the IRC, and accordingly:

- No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation as set forth in these bylaws;
- No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation;
- The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office; and
- The Corporation shall not engage in activities that are unlawful under applicable federal, state or local laws, and notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c)(3) of the IRC.

ARTICLE 14 AMENDMENTS TO GOVERNING DOCUMENTS

14.1. Amendments. The articles of incorporation or bylaws may be amended by two-thirds (2/3) vote of the Directors present at any regular or special meeting of the Board, provided:

- Any and all proposed amendments to the articles of incorporation or these bylaws were submitted by an Officer(s) or Director(s) with specific language and substantiation by the proponent(s) for the amendment(s) with the notice of any regular or special meeting, and
- Any and all proposed amendments to articles of incorporation or these bylaws, other than corrections of spelling, grammar, or references to Federal or State statutes or regulations, may only be considered by the Board if submitted at least fourteen (14) days advance notice of the meeting such proposed amendments will be considered. .

ARTICLE 15 DISTRIBUTION AND DISSOLUTION

15.1. Distributions. The Corporation shall be authorized to make distributions or other payments to another domestic or foreign corporation, as provided in Section 181.1302(3) of the Wisconsin Statutes; provided, however, that no such distribution or payment shall be made unless, at the time of such distribution or payment, all of the following are true:

- The distribution or other payment is made in accordance with the purposes of the Corporation, as set forth in the Purposes above;
- Notwithstanding the distribution or payment, the Corporation would be able to pay its debts as they become due in the usual course of its activities, and the Corporation's total assets would equal at least the sum of its total liabilities; and
- The recipient of such distribution or payment may not distribute any part of its income to members, Directors or Officers and is exempt from taxation under § 501(c)(3) of the IRC.

15.2 Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of this Corporation, dispose of all assets of this 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 IRC, as the Board of Directors may determine.

15.3 Dissolution by the Court. Any asset not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such

organization or organizations, as the court shall determine, which are organized and operating exclusively for such purposes.

ARTICLE 16 LIMITATION OF LIABILITY FOR OFFICERS AND DIRECTORS

16.1. An Officer or a Director of the Corporation will not be liable to anyone for a breach of, or failure to perform, a duty, unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

- A willful failure to deal fairly with the Corporation or its Members in connection with a matter in which the Director or Officer has a material conflict of interest;
- A violation of criminal law, unless the Director or Officer has reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;
- A transaction from which the Director or Officer derived an improper personal profit or benefit; or willful misconduct.

16.2 The liability of Officers and Directors of the Corporation shall be determined in accordance with the Wisconsin law governing non-stock corporations in effect at the time of the incident leading to a request for indemnification.

16.3 The language in this section is a summary of Section 181.0855 of the Wisconsin Statutes as of the date of these Bylaws and shall not be construed as to modify the provisions of the Statutes.

ARTICLE 17 INDEMNIFICATION OF DIRECTORS AND OFFICERS

17.1 Indemnification by the Corporation for its Directors and Officers shall be as broad as permitted by Wisconsin law governing not-for-profit institutions in effect at the time that the incident leading to the request for indemnification occurred.

17.2 The extension of indemnification to an individual Director or Officer shall require approval of the Board and shall be determined by a majority vote of the Board members who are not involved in the incident leading to the request for indemnification.

17.3 The non-involved Directors shall also have the authority to approve payment of the reasonable expenses incurred in defense against the action which is the subject of the indemnification request.

17.4 This indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such individual.

17.5 The Board shall have the authority to purchase insurance to cover obligations arising out of this extension of indemnification, or other liabilities including the costs of defending any actions against a Director or Officer of the Corporation, as such insurance is deemed necessary and appropriate by said Board.

ARTICLE 18 TRANSACTIONS WITH THE CORPORATION

18.1. Any contract or other transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any firm, association or other corporation of which one or more of the Corporation's Directors or Officers are members, employees, Directors or Officers, or in which one or more of the Corporation's Directors or Officers are interested, shall not be invalid, notwithstanding the presence of such Director(s) or Officer(s) at the meeting of the Board which acts upon or in reference to such contract or transaction, and also notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed.

18.2 The Board shall authorize, approve and ratify such contract or transaction by a vote of the majority of the Directors present, and in authorizing, approving or ratifying such a contract or transaction, such interested

Director(s) will be counted in determining whether a quorum is present, but will not be counted when calculating the majority of such quorum necessary to carry such vote.

ARTICLE 19 STATEMENT OF INCLUSIVENESS, OPENNESS & TRANSPARENCY

- 19.1 All persons, neighborhood associations and other organizations that subscribe the purposes of the Corporation are welcome to become Members or Chapters of the Corporation.
- 19.2 The Corporation and all meetings, activities and functions, with the exception of contract negotiations, personnel issues, or disciplinary issues, shall be open to all Members and Chapters.
- 19.3 The Corporation and all records and documents, with the exception of contract negotiations, personnel issues, or disciplinary issues, shall be open to all Members and Chapters.
- 19.4 The Corporation shall adhere to a Code of Conduct developed and approved by the Board, and all Officers, Directors, Members and Chapters as part of their application to become a Member or Chapter, shall agree to be held accountable accordingly.

ARTICLE 20 STATEMENT OF NON-DISCRIMINATION

- 20.1 The Corporation and its Chapter does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender identity or expression, age, national origin (ancestry), disability, marital status, sexual orientation, political affiliation or beliefs, language needs or preference, current or past military status, or current or past residency, in any of its activities or operations.
- 20.2 The Corporation and its Chapters are an equal opportunity employer that will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the bases of race, color, religion (creed), gender, gender identity or expression, age, national origin (ancestry), disability, marital status, sexual orientation, political affiliation or beliefs, language needs or preference, current or past military status, or current or past residency.

These Bylaws were adopted and became effective on the 7thday of October , 2015.

President

Secretary/Treasurer

- Elizabeth Nutter, Director**
- Jacob Sciammas, Director**
- Charles Weeth, Director**