

BYLAWS FOR
WASHINGTON HEIGHTS NEIGHBORHOOD ASSOCIATION INC.
A WISCONSIN NONSTOCK CORPORATION
AMENDED MAY 2011, MAY 2015, MAY 2017, AUGUST 2022 and TBD MAY 2025

Article I. NAME

The name of this organization is Washington Heights Neighborhood Association, Inc. ["The Association"].

Article II. PURPOSE

The Association is organized exclusively for charitable purposes pursuant to Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Specifically, the Association is dedicated to improving quality of life and sense of community in our urban neighborhood by providing education, resources, and community engagement opportunities to promote the health, safety, and welfare of our neighborhood.¹

Article III. THE WASHINGTON HEIGHTS AREA

Section 3.01

The area covered and affected by the activities of the Association will be that portion of Milwaukee, Wisconsin, bounded on the north by North Avenue, on the east by Highway 175, on the south by Vliet Street and on the west by 60th Street [collectively, the "Neighborhood"].

Section 3.02

The Neighborhood is divided into 9 subdivisions with the boundaries shown on the map attached as Appendix A.

Article IV. MEMBERS

Section 4.01 Eligibility

Any person, family or organization that resides or conducts business in the Neighborhood or subscribes itself to the purposes of the Association is eligible, upon payment of membership dues, as set by the Board of Directors, for membership.

¹ References to the Internal Revenue Code and provisions thereof are to such provisions as are amended from time to time and to corresponding provisions of any future United States Internal Revenue Law.

Section 4.02 Dues

Individual members are those who pay membership dues as determined by the Board of Directors.

Section 4.03 Termination

Membership will be terminated by failure of a member to pay membership dues. Membership dues are nonrefundable.

Section 4.04 Authority of Members

The rights and authority of the members shall be limited to participation in the following corporate actions:

- a) Election of the Board of Directors pursuant to Article V, Section 5.05.
- b) Amendment of the Bylaws pursuant to Article XIV.
- c) Dissolution of the Association pursuant to Wisconsin Statutes §181.1401.
- d) Any other action submitted to the membership by the Board of Directors.
- e) Any other action required by Wisconsin Statutes Chapter 181.

Article V. BOARD OF DIRECTORS

Section 5.01 Number of Representatives

The management of the Association shall be vested in a Board of Directors consisting of eleven elected representatives [" Representative"] and up to four [4] appointed representatives ["Appointed Representative"]. Collectively, the Representatives and Appointed Representatives are referred to as the "Representatives," "Directors," or the "Board." The number of Representatives shall be set from time to time by resolution of the Board.

Section 5.02 Qualifications for Representatives.

- a) Only a member of the Association is qualified to become a Representative.
- b) A member who holds any publicly elected office may not serve as a Representative.

Section 5.03 Powers of Board of Directors.

The Board is responsible for planning, coordinating, communicating, and managing all Association activities. Representatives shall be granted the authority to manage the Association to the extent provided by Wisconsin law.

Section 5.04 Representative Terms

Terms of the Representatives will be two [2] years. Terms begin on July 1 and end on June 30. Representatives may serve no more than two [2] consecutive terms. A representative may choose to serve longer than two [2] consecutive terms with the approval of the Board and if elected by the members present at the annual meeting. Any representative who is serving as an Officer may continue beyond his or her term in order to serve out the remainder of his or her term as an Officer and Director.

Section 5.05 Representatives and Co-Representatives

A Representative or two [2] Co-Representatives (as defined herein) will be chosen by the members present at the annual meeting. Five [5] representatives will be chosen in even-numbered years. Six [6] representatives will be chosen in odd-numbered years.

- a) A single Representative position may be filled by two members to ensure that one or the other is able to attend meetings of the Board of Directors [a "Co-Representative"].
- b) Co-Representatives may be elected only with the consent of the two [2] prospective representatives and only if the two [2] are voted as a unit. A Co-Representative is entitled to one [1] vote at any meeting of Directors unless both co-representatives attend, in which case each co-representative is entitled to one-half [1/2] vote. Under no circumstances, however, will any Representative have more than one vote at any meeting of the Board of Directors.

Section 5.06 Duties of Representatives. Representatives are expected to:

- a) Attend Board of Director meetings at least nine [9] times per year (in areas with Co-Representatives, the Co-Representatives may share this responsibility at their discretion).
- b) Facilitate the timely delivery of the Highlighter (neighborhood magazine).
- c) Volunteer at neighborhood events and participate in Association committees.

Section 5.07 Appointed Representatives

Representatives may be appointed by the Board of Directors to balance Board of Directors representation as to race, gender, age or geographical distribution. Appointed Representatives shall have the same rights, responsibilities, and the power to vote, as any other Representative.

Section 5.08 Resignation, Removal, Vacancies.

- a) Any Representative may be removed from office if they have more than three [3] absences in a year. This may be waived based on extenuating circumstances based on a three-fourths [3/4] vote of the Board of Directors. Any Representative may be removed by three-fourths [3/4] vote of the Board of Directors, whenever, in their best judgment, the best interests of the Association will be served thereby, provided at least five [5] days notice is provided to all Representatives. Such removal does not constitute expulsion from the Association. Any Representative may resign at any time upon giving written notice to the Board of Directors. Any vacancy in any Representative because of death, resignation, removal or other disqualification may be filled by the Board of Directors. The selected Representative will serve for the remainder of the term of the Representative he or she replaces.
- b) If a single Representative position is filled by Co-Representatives and a vacancy occurs because of the death, resignation, removal or other disqualification of one of the Co-Representatives, the remaining Co-Representative shall fill the balance of the Representative's term.

Section 5.09 Liaisons.

The Board of Directors may also appoint liaisons from other entities to the Board as it may deem beneficial for the Association. Said liaisons shall have floor privileges at meetings of the Board of Directors and at membership meetings, but not the right to vote. Liaisons need not be members of the Association.

Section 5.10 Meetings

- a) Meetings. The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Special meetings of the Board may be held at any time upon the call of the President or as determined by the board in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

- b) Voting. Voting shall be by Representatives present at or participating in the meeting. Proxy voting and voting by electronic means shall be allowed.
- c) Quorum. A quorum of the Board shall consist of a majority of the Representatives then in office, provided that if less than a majority of the Representatives are present, those Representatives may adjourn the meeting from time to time without further notice.
- d) Compensation. Representatives will not be paid compensation for their services as Board members. When authorized by the Board, however, reimbursement may be made for out-of-pocket expenses. This section shall not be construed to prohibit payment of compensation to an individual who serves as a Representative for services rendered to the Association in another capacity.
- e) Action without Meeting. Any action required to be taken at a meeting of the Board of the Association may be taken without a formal meeting if a consent in writing, setting forth the action so taken, shall be voted upon in writing by all Representatives entitled to vote on the matter and agreed to by a majority, or as otherwise required by these Bylaws. Electronic mail communication may be used for such votes. Such action by written consent shall have the same force and effect as the vote of the Representatives taken at a meeting. All approvals shall be delivered to the Secretary to be filed in the corporate records and the action taken shall be effective only when all the Representatives have voted upon the matter, unless the consent specifies a different effective date. A summary of such actions shall be duly noted in the minutes of the next meeting of the Board.

Article VI. OFFICERS

Section 6.01

The Association will have five [5] Officers: President, Vice President, Secretary, Treasurer and Past President. These Officers will be collectively known as the Executive Committee. The Officers of the Association will at all times be members of the Board of Directors. Officers of the Association will be elected by the Board of Directors.

Section 6.02

The Vice President must be a member of the Board of Directors at the time of his or her election to serve as Vice President. The President shall commit to serve on the Board for one additional year after completion of his or her term as President and shall be a full voting member of the Board of Directors as Past President.

Section 6.03

No Officer will receive direct compensation. When authorized by the Board of Directors, however, reimbursement may be made for out-of-pocket expenses. This section shall not be construed to prohibit payment of compensation to an individual who serves as an officer for services rendered to the Association in another capacity.

Section 6.04

Officers of the Association must be members of the Association and residents of the Neighborhood.

Section 6.05

Terms of the Officers shall be two years.

The President and Secretary are elected in even numbered years. The Vice-President and Treasurer are elected in odd numbered years. Election of Officers will be held during the June Board of Directors meeting. Continuing and newly elected Representatives are eligible to run for any available Officer position. No Officer will be elected to more than two consecutive terms in the same office. In the absence of a candidate for an Officer position, and only then, the Board may, at its discretion, waive the term limits for a current Officer or seek a candidate who is not currently a Representative to fill the position.

Section 6.06

No person will simultaneously hold more than one [1] position on the Executive Committee.

Section 6.07

Any Officer may be removed from office by a three-fourths [3/4] vote of the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby, but such removal does not constitute expulsion from the Association. Any Officer may resign at any time upon giving written notice to the Board of Directors.

Section 6.08

Other than President, see section 6:09 (b), a vacancy because of death, resignation, removal or other disqualification will be filled by the Board of Directors. The Representative elected to such a vacancy will serve for the remainder of the term of the Officer he or she replaces.

Section 6.09 Duties.

The duties of each office shall include the duties prescribed by Wisconsin law and those additional duties set forth below.

- a) President. The President shall preside at all of the meetings of the Board of Directors; shall see that all orders and resolutions of the Board of Directors are carried out; shall exercise general supervision over the affairs of the Association; and shall perform such other duties as otherwise provided by law or by the Board of Directors.
- b) Vice President. The Vice President shall discharge the duties of the President in the event of the President's resignation, removal, inability, refusal, absence, disability, death, or other disqualification. The Vice President shall have all the powers of and be subject to all the restrictions of the President when acting in that capacity. The Vice President shall have other powers and perform such duties as may be prescribed by the Board of Directors. The Vice President shall also serve as the parliamentarian. In the event of a vacancy in the Office of President because of death, resignation, removal or other disqualification, the Vice President shall assume the Office of President for the remainder of the vacant term. The Board of Directors will then elect pursuant to Section 6.08 a new person as Vice President to assume said office and responsibilities.
- c) Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association; shall keep an accurate account of all Association funds; shall receive and give receipts for monies due and payable to the Association from any source whatsoever; shall deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; shall provide a monthly report to the Board prior to each Board meeting that itemizes the monthly expenses and revenues of the Association and includes a copy of the most recent bank account statement; shall prepare an annual budget and perform other duties as required by law, or as may be prescribed or assigned by the President or Board of Directors. The Treasurer shall also be a member of the Finance Committee.
- d) Secretary. The Secretary shall keep minutes of the meetings of the Board of Directors and the Executive Committee in such form as deemed appropriate for that purpose; shall see that all notices are duly given in accordance with the Bylaws or required law; shall be custodian of the Association records, shall perform all duties and exercise such authority as from time to time may be delegated or assigned to the Secretary by the President or by the Board of Directors.

- e) Past President. The Past President will advise the Board and Executive Committee for one year after the end of their term as president. The past president will continue to have all of the duties of any other Representative.

Article VII. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 7.01

The Board of Directors may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authorization may be general or confined to specific instances. Unless so authorized, no agent or Officer will have the power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any account. All checks, drafts, promissory notes, orders for payment of money or other evidence of indebtedness issued in the name of the Association will be prepared by the Treasurer and signed by at least two authorized members of the Executive Committee.

Section 7.02

All funds of the Association will be deposited in a timely manner to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 7.03

The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests or devises for the public or charitable purposes of the Association.

Article VIII DISSOLUTION

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the Association's liabilities, dispose of all of the Association's assets exclusively for the purposes of the Association in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes and which shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article IX CONFLICT OF INTEREST

No contract or other transaction between the Association and one or more of its Representatives or officers or any other corporation, firm, association, or entity in which one or more of the Representatives or officers or any other corporation, firm, association, or entity in which one or more of the Representatives or officers are Representatives or officers or has a material financial interest (an "Interested Party") shall be entered into by the Association unless the fact of such relationship or interest is disclosed or known to the Board and the Board authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the Interested Party. An Interested Party may be counted in determining the presence of a quorum at a meeting of the Board that authorizes, approves, or ratifies such contract or transaction.

Article X INDEMNIFICATION

The Association shall, to the fullest extent authorized by Wisconsin Statutes Chapter 181, indemnify each Director and officer of the Association against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Association. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Association may, to the fullest extent authorized by Chapter 181, indemnify, reimburse, or advance expenses of Directors, officers, or employees.

Article XI BOOKS, RECORDS AND REPORTS

Section 11.01

The Association will keep in its permanent files, in either paper or electronic form, the following records:

- a) Minutes of all meetings of the Board of Directors and Executive Committee – indicating time, date and place of such meetings, whether regular or special, notice given and the names of those present and proceeding thereof.
- b) Adequate and correct books and records of accounts, including accounts of its business transactions and properties, accounts of assets, liabilities, receipts, disbursements, gains and losses
- c) An updated record of its members, including their names and addresses, and, if applicable, the class of membership held by each member and the termination date of any membership.

d) A copy of the Association Bylaws and articles of incorporation as amended to date which will be open to the general membership of the Association at all reasonable times upon oral or written request.

e) Any additional documents required by Wis. Stat. § 181.1601.

Section 11.02

The contact information (name, address, phone, email address) of members is to be kept confidential and is to be used only for Association business to produce committee contact lists and to send Association notices via US Mail or email to members and residents. Under no circumstances can the Association sell or share resident contact information with others. All printed lists will include a confidentiality statement. The membership data base must be properly secured following standard security policies with access limited to those who have a legitimate record keeping function within the Association.

Section 11.03

Every Representative shall have the right, at any reasonable time and place after giving written notice pursuant to Section 11.05, to inspect and copy all books, records and documents of every kind in relation to Association business, policies or procedure, and to inspect any physical properties of the Association.

Section 11.04

Each and every member will have the right of inspection, at any reasonable time and place after giving written notice pursuant to Section 11.05, for purposes of conducting Association business related to that member's interest and functions, the books, records or minutes of proceedings of the Board of Directors or the Executive Committee.

Section 11.05

All demands for inspection rights by any member of the Association must be submitted in writing to the Secretary no less than five [5] business days prior to that inspection.

Section 11.06

The Board of Directors will furnish an Annual Report at the time of the Annual Meeting. Copies of this report will be made available to any member who requests it in writing.

Section 11.07

The Annual Report will contain the following information:

- a) The assets and liabilities of the Association.
- b) The expenses and disbursements of the Association.
- c) The revenue and receipts of the Association.
- d) General information on activities and programs of the Association during the past year.

Article XII FISCAL ACTIVITIES

Section 12.01

The fiscal year of the Association will be the calendar year (from January 1 to December 31).

Section 12.02

The Board of Directors may commission an annual financial audit of the Association.

Article XIV PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, newly revised, will govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

Article XV AMENDMENT

Amendments to these Bylaws must be approved by two-thirds [2/3] of the members present at a general membership meeting. Proper written notice of

proposed amendments shall be circulated not less than two weeks in advance of the meeting via printed and/or electronic communication.

Article XV MEMBERSHIP MEETINGS

Section 15.01

An annual meeting of the members must be held at least thirty [30] days prior to July 1 at a time designated by the Board of Directors. Other general membership meetings may be called at the discretion of the Board of Directors upon two [2] weeks written notice to the general membership via printed and/or electronic communication.

Section 15.02

The agenda for the annual meeting or any other general membership meeting will be set by the Board of Directors and distributed to the membership at least two [2] weeks prior to the meeting. The Board of Directors shall also give notice at that time of any Representative vacancies to be elected at the annual meeting via printed and/or electronic communication.

Section 15.03

Any member may add an item to the agenda of the annual meeting or any other general membership meeting by:

- a) Submitting to the Board of Directors before the agenda is distributed, a petition containing the signatures of 25 members; or
- b) Submitting to the Secretary before the meeting, or to the chairperson at the meeting, after the agenda is distributed, a petition containing the signatures of 50 members.

Section 15.04

The President shall preside over all general membership meetings including the annual meeting

Article XVI COMMITTEES

Section 16.01

The Board may create Committees which may include Representatives, members of the Association who are not Representatives or other interested parties.

Section 16.02

Four permanent committees are established for the purpose of organizing and executing the work of the Association as directed by the Board of Directors. The Board of Directors may also establish such other committees from time to time as necessary to carry out the functions and aims of the Association. The Committee Chairperson, or designee, will be responsible for forwarding committee minutes, annual budgets, and other written correspondence or reports to the Executive Committee, and ensuring the committee meets on a regular basis. The committees and their responsibilities are as follows:

- a) Executive. Set agenda for Board of Directors meetings. Address and facilitate accomplishment of all administrative matters related to the day-to-day operations of the Association. Interact with committees and Representatives on a regular basis to monitor the progress of programs, assess current needs and concerns. Seek candidates to fill any vacancies occurring substantially before elections created by resignation or other departure of a Representative. Submit an annual budget to the Board of Directors for approval at the November Board of Directors meeting. Review any proposed expenditure exceeding \$500 and not contained in the annual budget and make a recommendation regarding said expenditure prior to submission to the Board of Directors for approval or disapproval. Make recommendations to the Board of Directors regarding the feasibility of all proposed events.
- b) Membership. Maintain a database of Association members. Direct relevant information to committees. Develop initiatives to increase membership and encourage membership renewal. Develop and implement methods for finding volunteers to staff Association events. Utilize the Association membership database for all of the foregoing.
- c) Communications and Marketing. Disseminate information to the membership and the greater Milwaukee community. Design and effectively use a brand that identifies the Association and its goals. Optimize the appropriate use of both print and electronic media to support the goals, objectives and initiatives of the Association including the Association website, the Highlighter magazine, E-Newsletter, Signage, and the Association's social media platforms.
- d) Finance. Facilitate communication among the Board, Treasurer, and bookkeeper or bookkeeping service to ensure the completion and distribution of monthly reports to the Board, Association balance sheets and event finance reports. Follow and implement all financial practices adopted by the Board of Directors.

Article XVII STANDING RULES

The Representatives may adopt such standing rules or procedures from time to time as the Representatives determine are necessary for the orderly operation of the Association so long as said rules do not conflict with or supersede these by-laws.

Adopted this _____ day of _____, 20____ by at least two-thirds majority of the members present at the general membership meeting.

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