

BYLAWS OF HISTORIC BREWERS HILL ASSOCIATION

**ARTICLE I
NAME**

A. The name of this organization is Historic Brewers Hill of Shermans Addition, INC or commonly known as Historic Brewers Hill Association.

B. This organization shall be governed by Roberts Rules of Order, unless otherwise specified by these bylaws.

**ARTICLE II
OFFICE**

The principal address of Brewers Hill is located at: P.O. Box 12270, Milwaukee, WI 53212.

**ARTICLE III
PURPOSE**

This incorporation shall be operated not for profit and exclusively for educational and charitable purposes, with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. Its purpose shall be to advance the wellbeing and general interest of persons living within the organization's geographic boundaries. This organization shall work to promote property rehabilitation, eliminate blight, improve family environment, develop increased community concern, advance racial harmony, provide an effective voice in governmental affairs, and encourage local home ownership.

**ARTICLE IV
BOUNDARIES**

The boundaries of Brewers Hill shall be: the south side of North Avenue will be the northern border; the north side of Pleasant Street will be the Southern border; east side of Martin Luther King Drive will be the western border; and the west side of Holton Street will be the eastern border. For more precise geographical boundaries of Brewers Hill, refer to "Map 1" below.

“Map 1”



ARTICLE V
MEMBERSHIP

Any adult person who resides within the geographical boundaries of Brewers Hill, and/or subscribes to the general purposes of this organization may become a member of Brewers Hill upon payment of dues. Those members who pay dues in the months of October, November or December will be considered members in good standing with their dues paid in full for the following calendar year.

Section 1: Members in Good Standing

A member in good standing shall be a member who has remitted the dues as established.

Section 2: Voting Members

A voting member will be any member in good standing who officially resides or owns property within the geographical boundaries of Brewers Hill.

Section 3 (A): Entitlement Household:

Any two adults and any minor children sharing living accommodations shall constitute a household membership, provided all other conditions for voting member status are met, shall be entitled to two (2) votes.

Section 3 (B): Single

Any single adult, provided all other conditions for voting member status are met, shall be entitled to one (1) vote.

Section 3 (C): Elected

Any individual and/or household may be nominated for voting member status by any voting member, or director of the corporation. Such nomination must be approved by a two-thirds (2/3) majority of the voting members who wish to vote either electronically, as directed by the Board of Directors, or in person at any regular or special meeting. Elected voting members shall be entitled to all rights associated with their member status. An Elected member may be a nominee for an Auxiliary Director, as described in Article VII, but not Officer.

ARTICLE VI
ASSOCIATION MEETINGS

Section 1: Annual Meeting

Brewers Hill shall conduct an annual meeting to report to the members a summary of Brewers Hill's activities during the past year. The meeting shall be held in January at a time and place determined by the Board of Directors. Written notice of the annual meeting shall be mailed and/or emailed to all Brewers Hill members at least ten (10) days prior to the meeting.

Section 2: Member Meeting

Brewers Hill shall convene three meetings per year in addition to the Annual Meeting. Written notice of a member meeting shall be mailed and/or emailed to all Brewers Hill members at least ten (10) days prior to the meeting.

Section 3: Special Meeting

The Board of Directors can call a meeting in addition to the Annual and Member Meetings. Written notice of a special meeting shall be sent to all members via mail and/or email at least twenty-four (24) hours prior to the special meeting.

ARTICLE VII
BOARD OF DIRECTORS

Authority for the governance of Brewers Hill shall exist with its members, as represented by an elected Board of Directors.

Section 1: Duties and composition of the Board of Directors

- A) The Board of Directors shall be composed of a minimum of two (2), but not to exceed five (5), Auxiliary Directors and four (4) duly elected Officers.
- B) The Board of Directors shall meet as needed at a place and time so designated by the president or upon a joint approval of a majority of the directors.
- C) The Board of Directors shall begin their term of office in January and end their term of office in December.
- D) Any Auxiliary Director or Officer may be removed by Roberts Rules of Order, revised.
- E) A vacancy created by the resignation or removal of an Auxiliary Director or Officer shall be filled by a two-thirds (2/3) vote of all voting members present at a regular or specially called meeting.

ARTICLE VIII
AUXILIARY DIRECTORS

Section 2: Nomination

Auxiliary Directors shall be nominated from and by the voting members of Brewers Hill either electronically or in person beginning November 1. Two (2) Auxiliary Directors will be nominated in even numbered years. Three (3) Auxiliary Directors will be nominated in odd numbered years.

Section 3: Election

- A) Two (2) Auxiliary Directors shall be elected from and by the voting members of Brewers Hill either electronically or in person by the conclusion of the member meeting held in the last quarter of the calendar year in even numbered years, with the term starting January 1 in an odd year.
- B) Three (3) Auxiliary Directors shall be elected from and by the voting members of Brewers Hill either electronically or in person by the conclusion of the member meeting held in the last quarter of the calendar year in odd numbered years, with the term starting January 1 in an even year.

Section 4: Term of Office:

The term of office of each Auxiliary Director shall be a period of two (2) years.

Section 5: Duties:

Auxiliary Director shall have the duty and authority according to the following: Be informed and active in the work of the Board of Directors; assist Officers with operation of the association; regular attendance at all association meetings; actively participate on one or more committees; assist or lead one neighborhood event; attend as many events as possible.

ARTICLE IX
OFFICERS

Section 1: Nomination

Officers shall be nominated from and by the voting members of Brewers Hill either electronically or in person beginning November 1. The President and Secretary will be nominated in odd numbered years. The Vice President and Treasurer will be nominated in even numbered years.

Section 2: Election

Officers shall be elected from and by the voting members of Brewers Hill either electronically or in person by the conclusion of the member meeting held in in the last quarter of the calendar year. The President and Secretary will be elected in odd years, with the term starting on January 1 in an even year. The Vice President and Treasurer will be elected in even years, with the term starting on January 1 in an odd year.

Section 2: Officer Duties

- A) President

President shall have the duty and authority according to the following: Serve as master coordinator of subcommittees, run meetings; set agenda; manage committees, manage the annual social event calendar and budgets, help to assign/recruit event coordinators; manage board member issues; socialize with neighbors; help out as needed and as often as possible; lead one neighborhood event; attend as many events as possible. President should work to build relationships with city officials, police, and local businesses.

B) Vice-President

Vice President shall have the duty and authority in place of the President and performs the duties whenever the President is absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be delegated to him by the Board of Directors; socialize with neighbors; help out as needed and as often as possible; lead one neighborhood event; attend as many events as possible.

C) Secretary

Secretary shall have the duty and authority to the following: Type up meeting minutes and share minutes with the Board of Directors and members; file or upload approved minutes to the record keeping system maintained by the Board of Directors; assist the President or Membership Coordinator in typing up letters or email communications and distributing them to members as needed, organize minutes to be imparted to new secretary; socialize with neighbors; help out as needed and as often as possible; lead one neighborhood event; attend as many events as possible.

D) Treasurer

Treasurer shall have duty and authority according to the following: Supervises the keeping of the financial books and records of the Association, manage checking accounts; organize paperwork; tracking event expenses; process and track new memberships and membership renewals; provide a treasury report to the Board of Directors at each membership meeting; organize financials to be imparted to new treasurer; socialize with neighbors; help out as needed and as often as possible; lead one neighborhood event; attend as many events as possible.

Section 3: Term of office

The term of office of each Officer shall be a period of two (2) years.

ARTICLE X
COMMITTEES

The voting members in conjunction with the Board of Directors shall hold the exclusive right to formulate committees and determine their purposes.

ARTICLE XI
COMMUNICATION

Email voting may be used by the Board of Directors when an important issue must be discussed and decided upon prior to the next scheduled meeting of the board.

1. Email voting should be used for matters of importance to the Historic Brewers Hill Association, which must be decided before the next scheduled board meeting. All other issues should be addressed at the next regularly scheduled meeting of the board.
2. All email discussion and voting will be accomplished by emailing all Board of Directors. Emails to or from individuals not on the Board of Directors will not be used. All discussion of the issue will be via the email list in order to give equal weight and distribution to all comments.
3. The motion must be seconded by a board member before any discussion will take place. If no second is made, the motion will be considered to be deferred until the next regularly scheduled board meeting.
4. Discussion of the issue should relate directly to the motion. Only text which is being specifically addressed should be included in the reply. Other text should be deleted from replies. The Secretary should keep full text of all emails until passage, denial, deferment, or lack of action on an email motion.
5. The originator of the motion may defer the motion to the next regularly scheduled board meeting at any time if the discussion indicates that the board needs more information than can be provided by email, that the issue is highly controversial, or that the issue would benefit from face to face discussion.
6. After receiving commentary from the majority of board members on the motion, the originator of the motion may call for a vote.
7. Board members must vote within 24 hours of the call for vote by the originator of the motion. The quorum for action on a motion via email will be the entire Board of Directors, and the votes needed for passage will be a simple majority of this quorum. Any member of the board who does not respond will be considered an absent vote.
8. Passage, denial, deferment, or lack of action on an email motion will not in any way affect the power of the Board of Directors to address the same issue at future board meetings.
9. The status of all email motions (passage, denial, deferment or lack of action) will be recorded in the "Decisions in the Interim" section of the board minutes at the next regularly scheduled meeting of the board.

ARTICLE XII
CONTRACTS, LOANS, CHECKS & DEPOSITS

Section 1: Contracts

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

Section 2: Loans

No loan shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of resolution of the Board of Directors and approved by a three-quarters (3/4) majority of the voting members. Such authorization may be general or confined to specific instances.

Section 3: Checks, Drafts, etc.

All checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness shall be issued in the name of the corporation and signed by the president or treasurer. Checks for the amount of \$100.00 or more shall be signed by two officers, except when the Board of Directors pre-approved the expense. Payments shall be issued in such a manner as shall be from time to time determined by or under the authority of a resolution of the Board of Directors and voting members.

Section 4: Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of the Board of Directors.

ARTICLE XIII
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

ARTICLE XIV
DISSOLUTION AND LIQUIDATION

In the event of liquidation or dissolution of the corporation, no liquidating or other dividends and distribution of property owned by the corporation shall be declared or paid to any private individual, but after paying or making provision for payment of all of the liabilities of the corporation, the Board of Directors shall dispose of all of the assets of the corporation, exclusively for the purposes of the corporation or to such 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 Section 501(C)(3) of the Internal Revenue Code of 1986 or any successor thereto, as amended from time to time.

ARTICLE XV
AMENDMENTS TO BY-LAWS

These by-laws may be amended by the Board of Directors by affirmative vote of two-thirds (2/3) of the entire membership of the Board of Directors; but no by-law adopted by the members shall be amended or repealed by the Board of Directors in those instances where the said by-law so provides.

ARTICLE XVI
GATEWAY MONUMENT SIGNAGE

Section 1: Purpose

The intent of the Gateway Signage Project is to help breathe new life into the Historic Brewers Hill neighborhood and to create a demarcation of an important historic district and gateway into downtown Milwaukee and to help spur planned development and investment opportunities in the neighborhood which have not materialized since the Great Recession.

Section 2: Maintenance

That any signage authorized by the Board of Directors as part of the Gateway Signage Project, whether installed into the ground or affixed to a pole, shall be maintained by the Association. The annual maintenance and general upkeep of any Gateway Signage will be completed in whatever ways as deemed appropriate by the Board of Directors.

ARTICLE XVII
IDEMNIFICATION

For the purposes of this Article, Association means the Historic Brewers Hill Association and officers and directors include any person serving the Association under Article VII.

The Association shall, to the extent permissible by Wisconsin statutes, indemnify each person who is or was a party or is threatened to be named a party to any proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, by reason of the fact that such person serves or has served at any time as an officer or director of the Association, if such person reasonably conducted him- or herself in good faith, and in the case of conduct in his or her official capacity with the Association that his or her conduct was in the best interests of the Association or that his or her conduct was at least not opposed to the best interests of the Association, and, with respect to any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful. The Association hereby provides such persons indemnification against all expenses and liabilities including, but not limited to, attorney's fees, judgments, fines, taxes, penalties and settlement payments, incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit or proceeding in

which s/he may become involved by reason of his or her service to the Association in his or her capacity as an officer or director of the Association.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

In the event that the Association indemnifies, or advances the expenses of, a director or officer in accordance with this Article, a report of that fact shall be made in writing to the members at the Association's next member meeting.

This Article constitutes a contract between the Association and the indemnified officers and directors.

ARTICLE XVIII
COVID-19 GLOBAL PANDEMIC

- A. The COVID-19 Global Pandemic interrupted the Association's normal and procedural operating structure in 2020. To protect the health and safety of the community, in-person membership meetings are suspended until public gatherings are allowed by the local Health Department. As such, a one-year extension is granted by the Board of Directors for the calendar year of 2021 (January 1 - December 31) for the terms of President, Secretary, and Auxiliary Member positions.
- B. The COVID-19 Global Pandemic interrupted the Association's normal and procedural operating structure in 2021. To protect the health and safety of the community, in-person membership meetings were not held until September of 2021. As such, the October 2021 amendment to change the even/odd nomination and elect date for the Officer and Auxiliary positions is to maintain the election cycle of nominating and electing President/Secretary and Vice President/Treasurer on alternating years. Due to the lack of a normal meeting schedule, the nomination and election period was amended to be in December.