



## By-laws

### ARTICLE I

- **Lindsay Heights.** This neighborhood improvement district has been created in the state of Wisconsin as a neighborhood improvement district pursuant to Wisconsin Statutes 66.1110 (“NID Statute”), by having its operating plan approved by the city of Milwaukee on the 4th day of November 2023 (“operating Plan”). The Neighborhood Improvement District shall be known as the Lindsay Heights Neighborhood Improvement District 12 (“NID”).
- **Principal office.** The principal office of the NID shall be stated in the operating plan. The NID may have other such offices as the Board of Directors may determine or as the affairs of the NID may require from time to time.
- **Registered office.** NID shall have and continuously maintain in the state of Wisconsin a registered office and registered agent. The name and address of the registered agent shall be as stated in the operating plan. The address of the registered office may be changed from time to time by the Board of Directors by amending the operating plan.
- **Fiscal Year.** The Fiscal Year of the NID shall begin on the first day of January and end on the last day of December. The Fiscal Year is for Accounting Purposes only and shall not impact the ability of the NID to collect assessments or make expenditures prior to or after any Fiscal Year.
- **Members.** The NID shall not have members, only a Board of Directors. The election method of Directors and the rights of property owners within the NID are discussed in section III.
- **Board.** NID shall have at least (5) Directors and no more than (9) Directors on Its Board of Directors (Board). A quorum for the board is at least 50% Directors Currently in Place. The rights and responsibilities of the Board are discussed in Article IV.
- **Office.** NID shall have the following officers: Chair, Vice Chair, Treasurer, Secretary, and Sergent at Arms. The rights and responsibilities of each officer are discussed in Article V.



## By-laws

### ARTICLE II

#### Charitable Mission & Limitations

**A. General Purposes.** The NID is Organized exclusively for charitable Purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In the pursuit of such purposes, the NID may engage in any lawful activities authorized by the NID Statute, or the corresponding chapter of any future state statutes. To the extent consistent with such purposes, the NID Statute, or the Corresponding chapter of any future state statutes. To the extent consistent with such purposes, the NID Shall

1. Help homeowners in the NID area
2. Provide support for blight elimination projects in the NID area
3. Build resident leadership ability and increase civic participation in the NID Area.

**B. Limitation on Earnings.** No part of net earnings of the NID or the net earnings shall inure to the benefit of, or be distributable to its directors, trustees, officers or other private persons, except that the NID shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II Section A.

**C. Limitation on Lobbying.** No substantial part of the activities of the NID shall be the propaganda, or otherwise trying to influence legislation, and the NID shall not participate in, or intervene in (including the publishing or distribution of Statements) any political campaign on behalf of or in opposition to any candidate for public office.

**D. General limitations.** Notwithstanding any other provision of these articles, the NID shall not carry any other activities not permitted to carry on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code , or the corresponding section of any future federal tax code , or (b) by a corporation , contributions to which are deductible



## By-laws

under section 170(c)(2) of the internal Revenue Code , or the corresponding section of any future federal tax code.

**E. Limitations in Dissolution.** Upon the dissolution of the NID, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public Approved on 5-25-2023 Lindsay Heights Neighborhood Improvement District Bylaws 3 purpose. Any such assets not so disposed of shall be disposed of the court of Competent Jurisdiction of the county in which the principal office of the NID is then located, exclusively for such purposes or to such organization or organizations, as said court shall find, which are organized and used exclusively for such purposes.

**F. Geographic Boundaries:** NID shall limit its activities to projects and programs that help residents and real property owners in the NID area, as defined in the operating plan.

**G. Non-Discrimination.** NID shall not directly or indirectly discriminate against any person or organization for reason of race, color, gender, age, religion, disability, national origin, ancestry, marital status, sexual preference, parental status, military discharge status, student status, or source of income.

### ARTICLE III

#### Membership

**A. Voting members.** NID shall have no non-voting members (together with members). All rights and powers that might be had by members shall be vested in the Directors of the Board. Notwithstanding the foregoing, real property owners shall have the right to annually elect Board of Directors by the NID State statue.

#### **B. Voting Power**

Each Director will have one vote on each proposed motion when made:

- Yes



## By-laws

- No**
- Abstained**

In the case of a TIE when votes have been cast the Directors should:

1. Have more discussion
2. Directors may choose to change their vote after additional discussion takes place.
3. Directors can ask that no action taken on the motion and request that motion be tabled for review until Directors come to an agreement.

### ARTICLE IV

#### Board of Directors

**A. General Powers.** The property, affairs, and all other powers of NID shall be governed by its Board of Directors. The Board may delegate to such Committees, Councils, or other groups as it shall create any of its powers that it may consider judicious, keeping in mind that it has the ultimate responsibility for NID and that it must ensure proper accountability by each of its committees. The Board may also authorize a person to exercise some or all or all the powers of the board.

**B. Duties.** Without Limiting the boarder duties of the Board, specific duties of the Board include the following

1. Ensure the goals and objectives of NID are implemented.
2. Evaluate and monitor programs;
3. Develop or contract for programs and activities that promote the purpose NID;
4. Authorize, monitor, and terminate any third-party contracts;
5. Establish governance, program, personnel, financial and development policies;
6. Approve an annual budget;



## By-laws

7. Monitor finances: ensure that adequate resources are available to the NID;
8. Authorize all legal documents; and
9. Present an annual report at the annual meeting.
10. Establish a Review Committee, which will review all LH NID12 program activities and lead a formal review committee meeting annually at a minimum. The Review Committee will include at least 3 representatives of the LH NID12 Board of Directors and a staff liaison from program partner.

**C. Number, Election, Tenure, Qualifications.** The number of Directors shall be at least 5 but no more than 9. All the directors shall be selected Pursuant to NID Statue at the annual meeting or at such a meeting as shall be called for that purpose. Except as hereinafter provided, each director shall serve a term of 1 year following election or until the director becomes disqualified to hold office. Each Director shall hold office for the term elected and until the successor shall have been elected and qualified. Directors may serve unlimited successive terms. Directors shall meet the following Criteria:

1. All Directors shall be residents that live in the NID area or owners of residential property in the NID Area
2. All Commercial Directors shall represent organizations or businesses that occupy commercial real property in the NID area or owners of commercial property in the NID Area

**D. Annual Meeting.** The annual meeting of the Board of NID shall be held in the calendar month of March of each year, or at such other time as shall be called by the Board of Directors and published in the Operating Plan.

**E. Regular Meetings.** Regular meetings of the Board of Directors shall be held at least quarterly throughout the year or at other shorter, regular intervals at such place, times and upon such notice as the Board of Directors may decide within its discretion.



## By-laws

**F. Executive session/closed meeting.** Executive session may be called by a majority vote of the Board of Directors. The Executive session will be closed to all except the Board of Directors unless the Board chooses to invite other individuals for the purpose of clarifying the issue at hand. Executive session may be called in the case of sensitive personnel matters, matters of either pending or litigation, or other such matters that would be detrimental to the NID if Discussed in an open meeting.

**G. Special Meetings.** Special meetings of the Board of Directors may be called at the request of the chair or upon the written request of at least three (3) of the Directors of the Board. The person or person authorized to call special meetings of the board may choose any place within the NID area for holding any special meetings of the board. No special meeting of Directors may remove a director unless written notice of the proposed removal is delivered to all Directors at least 7 days prior to such meeting.

**H. Quorum.** 50% of the Board of Directors currently in office shall constitute a quorum for the transaction of business at any meeting of the Board. A Director may attend any meeting of the Board of Directors using a conference telephone or other communications equipment so long as all people taking part in the meeting can communicate with one another. No action may be taken at a regular or special meeting of the Board unless a quorum is present, except that the Directors present may adjourn the meeting.

**I. Proxies.** There shall be no Proxies. At any meeting of the Board of the Directors, a director will vote in person by voice, hand, or ballot.

**J. Manner of Acting.** The act of majority of the Directors Present at a meeting at which a quorum is present shall be the act of the Board of Director, unless the act of a greater number is required by law or these bylaws.

**K. Orientation.** The retiring and remaining Directors shall handle orientating newly elected Directors as soon as possible following elections. The retiring Directors shall turn over all proper documents and provide all information as right to the newly elected Directors.



## By-laws

**L. Removal.** A Directors may be removed from the Board after two consecutive absences from regular meetings of the Board (and must be removed for failure to attend at least 50% of regular or special meetings) in a year. Any Director may be removed with or without cause at a regular or special meeting of the Board by a two-thirds (2/3) vote of the Board. Any Director proposed to be removed shall be entitled to at least seven (7) days' notice in writing by mail of the meeting at which such removal is to be voted upon shall be entitled to appear before and be heard at such meeting. Such removal shall be without prejudice to the contract rights, if any of the person so removed.

**M. Resignation:** Any Director may resign from the Board of Directors at any time by giving a written notice to the secretary or the Chair of the Board. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to be effective.

**N. Vacancies:** Any vacancy occurring in the Board of Directors any directorship to be filled by reason of an increase in the number of Directors may only be filled following the NID State Statue. A Director elected to fill a vacancy shall be elected for the rest of unexpired term of the Director before them.

**O. Forfeiting Election Rights:** In an event that a director does not meet the requirement set in ARTICLE IV under letter” L” for failure to attend at least 50% of regular or special meetings in a year will give up their right to run for election the following year

**P. Compensation** When authorized by the Board of Directors, reimbursement may be made for travel or other out-of-pocket expenses incurred in discharging official duties under the Board of Directors. Each NID12 Board Member will be compensated \$50 for incidentals for each quarterly NID12 meetings equaling \$200 annually.

**Q. Conflict of Interest.** Directors should scrupulously avoid transactions with NID in which the Directors has a personal or material financial interest or of which the director is an officer, Director, or general partner.



## By-laws

If a Director or a member of a Director's immediate family has an actual or potential conflict of interest, including but not limited to proposed transactions directly or indirectly between NID and a Director, the Director shall promptly disclose the material facts or such conflict or transaction in writing to the board of Directors as a matter of record.

When any such conflict of interest becomes relevant to any subject requiring action by the Board of the Directors or any of its duty constituted committees, councils, task forces, or other bodies the Directors having conflict shall not vote on the subject with respect to which the conflict of the interest exist, shall not attempt to influence the vote of any other Director, and shall not be counted in determining the quorum for dealing with such subject. A Director who is excluded from voting because of such conflict of interest shall briefly state the nature of the conflict and answer pertinent questions of other Directors when such Director's knowledge of the subject will assist the Board of Directors or any of its committees or other bodies.

After such a disclosure is made and the Board has had the opportunity to ask pertinent questions of such Director, a vote should be taken with the action carried by majority of disinterested Directors, who must constitute a quorum. The minutes of the meeting shall reflect that such disclosure has been made, that such Director abstained from voting and that the director was not counted in determining the quorum for addressing such subject.

No Fiscal Agent Program Partner Employee or Consultant (who is resident) shall hold a Director seat with the LH NID12 Board of Directors (Conflict of Interest).

**R. Prohibited Transactions.** The NID shall not make a payment, grant or loan of a dividend or any part of the assets, income, or profit of the NID to its Directors or Officers, but does not include the payment of reasonable compensation, benefits, pensions, incentive compensation, or the reimbursement of expenses. This shall not preclude the NID from making grants to real property owners within the NID area, or other individual or organizations to further the NID'S purpose stated in Article II, Section A. Directors of the NID may not apply for such grants on behalf of themselves or any business they may have a financial interest in. Organization, such as non-profits or block clubs, may receive grants from the NID despite the Director having a role in such organization provided the rules in section IV P are complied with





## By-laws

**S. Board Independence.** No direct business relationship may exist between NID may share several Directors with the Lindsay Heights Partners. It shall not be deemed a conflict of interest if the only potential conflict is between the Directors role in the NID.

**T. Written Consent.** An Action required of permitted to be taken at a Board meeting may be taken without a meeting if consent in writing setting forth the action is signed by two-thirds of the Directors then in office. “In writing” includes, without limitation, a communication that is transmitted or received by electronic means such as an email. “sign” included, without limitation, an electronic signature as a “yes” or “I consent” included in an email sent to the Board Chair or Secretary, from an email account that of the consenting Director that is on file with the NID as the Appropriate email address for the Board of Directors taken at a meeting that is duly noticed and held. Prior to approval, the text of the written consent must be distributed to all Directors then in office. After the written consent has been adopted it must be distributed to all Directors then in office, together with the effective date and time. Failure to provide notice, however, shall not invalidate the action taken by written consent. When at all possible, the distributions required under this section shall be sent via electronic means, unless a director does not have access to such means and separate arrangements shall be made.

**U. Notice.** Notice of any regular and special meetings of the Board of Directors shall be given at least 48 hours previously thereto, unless otherwise specified by law or these bylaws, by written notice to each Director at the address shown by the records of the NID, or by direct verbal communication to the Director. If mailed, such notice should be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Written notice directly to the Director using a facsimile machine or other electronic device shall be deemed deliverable when the notice is successfully transmitted to a number or address supplied by the Director. The business to be transacted at, or the purpose of, any special meeting of the Board (shall be / need to be) specified in the notice or waiver of notice of such meeting.



## By-laws

**V. Waiver of Notice.** A Director may waive any required notice before or after the date stated in a notice. The waiver must be in writing, signed by the Director, delivered to NID, and included in the minutes. A Director's Attendance at a meeting waives objection to lack of notice or defective notice or defective notice unless the Director at the beginning of the meetings objects. A Director's attendance at the meeting waives objection to considering the matter when it is presented.

### ARTICLE V

#### **Officers**

**A. Officers.** The officers of the Board of Directors shall be the Chair, Vice Chair, Secretary, Treasurer, and Sergeant of Arms. No two offices may be held by the same person.

**B. Elections and term of Office.** Officers shall be elected annually from and by majority of the Board of Directors at the first meeting of the Board after the annual meeting of the NID, or at any other meeting called for such a purpose. Vacancies may be filled, and new offices may be created and filled at any meeting of the Board of Directors. Officers elected shall hold offices for the ensuing one year or until their successors are the duly elected and qualified. Officers may be elected for additional terms.

**C. Removal.** Any officer elected by the Board by The Board of Directors may be removed by a vote of two-thirds (2/3) of the Directors with or without cause. Any officer proposed to be removed shall be entitled to at least seven (7) days' notice in writing of the meeting of the Board of Directors at which such removal is to be voted upon (and shall be entitled to appear before and be heard by the Board of Directors at such meeting). Such removal shall be without prejudice to



## By-laws

the contract rights, if any, of the person so removed. Removal as an officer shall not impact the Director's role as a Director, unless the vote to remove the officer is also removed as a Director.

**D. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled for the unexpired term by an election consistent with Section B above.

**E. Chairperson.** The Chairperson shall preside at all meetings of the Board of Directors. Subject to the direction and mandate of the Board, the Chairperson shall see that the resolutions and directives of the board are carried into effect except in those instances in which that general responsibility is assigned to some other person by the Board; shall appoint all chairpersons of committees; and, in general, shall discharge all duties as may be prescribed by the Board Directors. Except in those instances in which the authority to execution is expressly delegated to another officer or agent if NID, or a different mode of execution is expressly prescribed by the Board of these bylaws, the Chairperson, together with one other officer may execute for NID, any contracts, deeds, Mortgages, bonds, or other instruments which the Board has authorized to be executed.

**F. Vice Chairperson.** In absence of the Chairperson or in the event of the Chairperson's inability to act, the Vice Chairperson shall have all the powers of the subject to all the restrictions upon the Chairperson. The Vice Chairperson shall perform such other duties as from time to time may be assigned by the Chairperson or the Board of Directors.

**G. Treasurer.** The Treasurer shall be the principal financial officer of NID and shall oversee all financial transactions. The Treasurer shall see that adequate financial books and records are instituted and maintained for NID and shall be responsible for custody of all funds and securities of NID, shall ensure that all payments due by NID are paid; shall ensure that all monies due and payable to NID are received, that receipts are given, and that these monies are deposited in the name of NID in such banks or other depositaries as shall be selected by the Board of Directors. The Treasurer shall be responsible for the submission of an annual financial statement and furnish accounting on all financial matters to the Board of Directors at its regular meetings. The



## By-laws

Treasurer shall perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.

**H. Secretary.** The secretary shall keep minutes of the meetings of the Board of Directors and Executive Committee; see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; oversee the NID's records; keep a register of the names and addresses, phone and facsimile numbers of each Directors; and in general, perform all duties incident to the office of secretary and such other duties incident to the office of Secretary and such other duties as from time to time may be assigned by the chairperson or Board Director.

**I. Sergeant of Arms.** The Sergeant of Arms shall be responsible for maintaining order during board meetings, ensuring that all discussions are conducted in a respectful and orderly manner, and addressing any disruptions promptly. Additionally, the Sergeant of Arms may be tasked with coordinating any security measures necessary for board events, acting as the point of contact with external security personnel if required. The effective functioning of the Board relies on the collaborative efforts of these officers, each bringing their expertise to ensure smooth operations and adherence to organizational policies.

### ARTICLE VI

#### COMMITTEES

**A. Standing Committees.** The Board of Directors may appoint and establish standing committees which shall have and exercise the authority of the Board in the management of NID. The Chairperson of the Board shall appoint Chairpersons of each committee who shall be Directors of the Board. The committee chairperson shall recruit more members of the committee who need not be Directors.

**B. Other committees.** The Directors may from time to time create other committees at a regular or special meeting of the Board. The directions and guidelines of such committees shall be



## By-laws

provided by the Board of Directors. The chairperson of such committees shall be appointed by the Chair.

**C. Composition.** Each committee of the Board shall be composed of at least three Directors of the Board. Other committee members may be elected, or appointed, to serve on the committee as determined by Board guidelines.

**D. Quorum.** A Majority shall constitute a quorum, unless otherwise provided in the resolution of the Board of Directors designating a committee. No action may be taken at a meeting of a committee unless a quorum is present, except adjournment.

**E. Rules.** Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

**F. Removal.** Any Chairperson of the committee may be removed by two third (2/3) vote of the Board of Director with or without cause.

**G. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**H. Prohibition.** No committee shall have authority to;

1. Elect, appoint, or remove any Director, or Officer or committee member of NID;
2. Adopt a plan of merger or consolidation.
3. Authorize sale, lease, and exchange or mortgage any of the property of NID;
4. Authorize dissolution
5. Adopt plans for distribution of the assets; or
6. Amend, alter, or repeal any resolution of the Board. I. Notice and Waiver The same notice and waiver requirements of Board meetings shall apply to committee meetings except that only the Directors which are a part of such committee group must receive notice.



## By-laws

### ARTICLE VII

#### STAFF

**A. Staff.** The NID shall employ staff directly and may provide grant support to other organizations that includes the cost of such organization staff.

### ARTICLE VIII

#### Business Administration

**A. Contracts.** The Board of Directors may authorize any officer or officer, employee or employees, agent or agents of NID; in addition to the officers so authorized by these bylaws, to enter into any contract or execute any contract or execute and deliver any instrument in the name of and on behalf of NID and such authority may be general or confined to specific instances.

**B. Payments.** All checks, drafts or orders for payment of money, notes or other evidences indebtedness issued in the name of NID, shall be signed by such officer or officers, employee or employees, agent or agents of [ORGANIZATION Name] in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such a determination by the Board of Directors, such instruments shall be signed by at least two officers of the Board of Directors.

**C. Deposits.** All funds of NID shall be deposited to the credit of NID, in such banks, trust companies or other depositories as the Board of Directors may select. The Board of Directors may select. The Board may decide to have NID Funds held by a fiscal agent by the Board.

**D. Funds.** The Board of Directors, Chairperson, and their designees may accept on behalf of NID any contribution, Gifts, bequest, or devise for the general purpose or for any special purpose of NID.

**E. Special events.** In order to acquire funds for the purpose of NID the Directors shall have the power to



## By-laws

1. Assess a NID Assessment on real property owners within the NID Area pursuant to the NID Statues;
2. Hold or sponsor fundraising events
3. Solicit donations
4. Borrow funds and give evidence of indebtedness:
5. Prepare and submit proposals: and
6. Hire consultants to advise the Board on matters relating to NID's organization, administration, and programs.

**F. Audit.** Pursuant to the NID Statue, an annual audit shall be conducted by an independent certified public accountant.

**G. Legal Counsel.** The Board of Directors shall approve the selection of counsel to address its corporate legal needs.

### ARTICLE IX

#### Book and Records

NID shall keep correct and complete books and records of accounts; shall keep minutes of the proceedings of the Board and committee meetings; and shall keep at the registered or principal office a record of the names, phone, and facsimile numbers of the Directors. All books and records of NID, except confidential personnel records, may be inspected by any Director, or Director's agent or attorney, any public officials, or any contributor, for any proper purpose at any reasonable time.

### ARTICLE X

#### Investments

NID shall have the right to retain all or any part of any securities or property acquired in any manner; and shall have the right to invest and reinvest any funds, according to the judgment of



## **By-laws**

the Board of Directors. However, no action shall be taken by or on behalf of the NID in such action is made subject to special penalties under applicable federal or state law; or if such action would result in the loss of tax-exempt status under Section 501, 503 OR 504 of the Internal Revenue code of 1954, as amended, and the regulations promulgated there under as they now exist or as they may hereafter be amended.

The Board of Directors shall have full power and authority to vote on behalf of NID at any meeting or stockholders of any corporation in which NID may hold stock; and at any such meeting may possess and exercise all the rights and powers incident to the ownership of such stock. The Board of Directors may delegate these powers to any person, and at its convenience may revoke any such powers granted.

### **ARTICLE XI**

#### **Indemnification**

Each current and former Director of the Board shall be indemnified by NID against liability while acting property for NID on its behalf, including reimbursement for reasonable attorney's fees and expenses actually and necessarily incurred in defense of an action, suit or proceedings brought against such a person. Such indemnification may be achieved through liability insurance carried by NID.

### **ARTICLE XII**

#### **Indemnification of employees**

All the provisions of Article X Shall also apply to any employees of NID. In this Article, "employee" includes an individual who is or was an employee of NID.

### **ARTICLE XIII**

#### **Agents and Representatives**





## **By-laws**

The Board of Directors may appoint such agents and representatives of NID as the Board of Directors may authorize, as far as it is consistent with these bylaws, to the extent allowed by law.

### **ARTICLE XIV**

#### **NID Status**

NID Is a neighborhood improvement district organized under Wisconsin Statutes 66.1110 and is not conducted for pecuniary profit. All aspects of the operation of NID shall be conducted in accordance with applicable laws, rules, and regulations of state of Wisconsin and any funding sources of NID.

### **ARTICLE XV**

#### **Amendments**

The bylaws of NID may be amended or repealed and new bylaws may be adopted by a two thirds (2/3) vote of the board at any regular or special meeting, provided that at least seven (7) days written notice is given of intention to alter, amend, repeal or to adopt new bylaws at such meeting.