

BY-LAWS OF Our Milwaukee, Inc.

A not-for-profit organization
Adopted December 19, 2007



ARTICLE I — ORGANIZATION

- 1.1 Authority. Our Milwaukee, Inc. (“the Corporation”) is a non-stock, not-for-profit corporation organized under the laws of the State of Wisconsin. Except as otherwise provided in the Articles of Incorporation (the “Articles”), the Corporation shall have all the authority necessary to achieve its purposes and shall be permitted to do all things that can be done by a not-for-profit corporation organized under the laws of the State of Wisconsin.
- 1.2 Corporate Offices. The Corporation shall have and continuously maintain in this State a principal office and a registered agent whose office address may be, but need not be, identical with such principal office. The Corporation may have other offices within or without the State of Wisconsin, as the board of directors may determine from time to time.
- 1.3 Fiscal Year. The fiscal year of the organization shall run from January 1 through December 31.

ARTICLE 2 — PURPOSES

2.1 Purpose. The following are the purposes for which this organization has been organized:

To advocate for other locally owned businesses in order to create a more sustainable community. Our goal is to increase awareness of the personal and community benefits of choosing local first, preserving Milwaukee’s unique character.

ARTICLE 3 — MEMBERS

3.1 Membership. Membership in the organization is open to qualifying business entities and shall be open to all who subscribe to our mission (advocating for locally owned businesses that provide a genuine, quality experience in celebration of our community’s unique character) and meet the following criteria:

- The business is privately held
- The business owners (greater than 50% of the business ownership) live in metropolitan Milwaukee
- The business is registered in Wisconsin, with no corporate or national headquarters outside Wisconsin
- The business makes independent decisions regarding the name and look of the business as well as all business purchasing, practices and distribution
- The business pays all their own marketing, rent and other business expenses
- The business participates in community activities and/or makes local charitable contributions

3.2 Authority of Members. The rights and authority of the members shall be limited to participation in the activities of the Corporation, on such terms and conditions as are determined by the board of directors in their exclusive discretion. Notwithstanding the foregoing, the board of directors may determine to submit for a vote of the membership any matter otherwise within the authority of the board of directors.

3.3 Responsibilities. All members shall exercise the utmost good faith in all transactions in which they are involved in the course of their member responsibilities. Membership responsibilities include but are not limited to attending meetings, promoting organizational programs, and demonstrating positive support of other Our Milwaukee member businesses. Members will be held to a strict standard of honest and fair dealings between themselves and the organization. They shall not be allowed to use their position, or any knowledge gained there from, in such a way that a conflict may arise between the

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interest of the organization and that of the individual. Member businesses who choose to participate in cross promotions with other member businesses do so on a voluntary basis, as it is not a privilege nor benefit of membership.

3.4 Transferability. A member may not transfer its membership interest.

3.5 Non-Payment. Members will automatically forfeit the privileges of membership by failure to pay dues or other charges within ninety (90) days of the due date. The Board or the Executive Committee (as hereafter defined) may extend this period in individual cases for extenuating circumstances.

3.6 Non-Members. Businesses and/or individuals who do not qualify as a member but wish to support the mission and goals of Our Milwaukee can support the organization as “friends.” There are no membership rights attributed to “friend” status.

ARTICLE 4 — MEETINGS

4.1 Meetings of Members. Meetings of the members (if any) shall be held at such intervals and under such circumstances as may be determined by the board of directors.

4.2 Annual, Regular and Special Meetings. There shall be an annual meeting of the board of directors at the office of the Corporation during the month of March, or at such other place and at such time as may be designated by the board. Regular meetings other than the annual meeting shall be held at least quarterly, at such places and times as the board may determine. Special meetings of the board of directors may be called by the President or a majority of the directors then in office.

4.3 Notice. Notice of the date, time and place of any meeting shall be given by oral or written notice delivered personally to each director at least twenty-four (24) hours prior thereto, or by written notice mailed to each director at least seventy-two (72) hours prior thereto. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to a director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.4 Participation by Electronic Means. Any one or more directors may participate in, and shall be deemed present at, any meeting conducted by means of communication whereby either:

- a) All participating directors may simultaneously hear each other during the meeting; or
- b) All communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

4.5 Quorum. A majority of directors then in office shall constitute a quorum of the board, but a majority of the directors present at a meeting, though less than such quorum, may adjourn the meeting from time to time without further notice.

4.6 Action. At each meeting of the board of directors, each director shall be entitled to cast one (1) vote on all matters presented to the board for its approval. The act of a majority of directors in attendance at a meeting at which a quorum is present shall be the act of the board, except to the extent that a greater number is required by law, the Articles or these Bylaws. Voting by proxy shall not be permitted.

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ARTICLE 5 — VOTING

5.1 Voting. At all meetings, except for the election of officers and directors or other issues deemed important by the board of directors, all votes shall be by voice. For election of officers or business deemed important by the board, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. On each matter submitted to the membership for voting, each qualifying business member shall receive one vote.

ARTICLE 6 - BOARD OF DIRECTORS

6.1. Number. The business and affairs of the Corporation shall be governed by a board of directors consisting of between five (5) and seven (7) individuals, as may be determined by the board from time to time. Individual directors may or may not be members of the Corporation (if the board has established any membership in the Corporation as of such time). In addition to the foregoing elected directors, at any time that the Corporation has an Executive Director (as provided in Article IV below), such Executive Director shall serve as an *ex officio* non-voting member of the board. Each director must be a member or employed by a member. The Board shall be elected by vote of the majority of the members. Candidates for the Board shall be nominated and selected as set forth in Article 8.

6.2 Election. The initial directors shall be as set forth in the Incorporator's Consent to Action. During the first full year of existence, the board shall consist of seven (7) representatives from the founding business organizations. In the following year and thereafter, only four (4) of the director seats shall continue to consist of representatives from any of the founding business organizations (Alterra Coffee Roasters, Beans & Barley, Brewery Credit Union, Laacke & Joys Inc., Lakefront Brewery, Outpost Natural Foods Cooperative, Pabst/Riverside Theater, Harry W. Schwartz Bookshops). Such individuals shall serve until the annual meeting of the Corporation. At such annual meeting, the board shall assign staggered terms such that, as nearly as possible, an equal number of directors shall be elected each year. At the initial annual meeting and at all annual meetings thereafter, directors shall be elected upon the affirmative vote of a majority of directors present, provided that a quorum exists.

6.3 Terms. Directors shall serve for staggered terms of three years. Terms shall begin with the close of the annual meeting at which directors are elected. Directors shall continue to serve until the close of the annual meeting for the year during which each director's term expires, or until their successors are duly elected. Directors shall not be limited as to the number of terms they may serve.

Directors shall serve staggered terms such that, after the initial election, one-third (1/3) of the total number of the Board shall be up for election each year. Other directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve rotating terms of one seat serving one year, the second seat serving two years, and the remaining seat serving three years. In elections to follow, each renewing seat will serve for three years.

6.4 Vacancy. A vacancy on the board of directors, occurring by reason of death, incapacity, removal or resignation, or for any reason other than by expiration of a director's term, shall be filled as determined by the board, with the newly-appointed director to serve for the unexpired portion of the vacating director's term.

6.5 Authority. The board of directors shall have full power and authority to perform any and every lawful act deemed necessary or proper to carry out the purposes of the Corporation. The board of directors shall have the power to enact, maintain and enforce, and from time to time, amend, alter and repeal, all suitable lawful rules and regulations for the governance of the Corporation and perform other acts not inconsistent with law, these Bylaws, or the Articles.

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6.6 Compensation. Directors shall serve without compensation for their services in such capacity. Notwithstanding the foregoing, directors may be entitled to reimbursement for reasonable expenses incurred by virtue of and in furtherance of their responsibilities as directors, but only if and to the extent agreed upon in advance by the board, and only if supported by timely and thorough documentation of such expenses.

6.7 Resignation or Removal. A director of the Corporation may resign at any time by filing a written resignation with the Secretary. Further, the term of office of a director may be terminated prior to its expiration in any of the following ways:

- a) Voluntarily by a director upon notice
- b) Automatically upon termination of membership
- c) For cause by a two-thirds (2/3) vote of the Board.

Termination may be effected under clause (c) only if the director to be removed is given notice of the reasons for termination and an adequate opportunity to respond in person or in writing. Directors are encouraged to maintain regular attendance at Board meetings. A director who is absent from two consecutive Board meetings, unless excused by the Board for good cause, shall be presumed to have resigned.

ARTICLE 7 — OFFICERS

7.1 Officers. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary, or President and Vice President.

- a) Election. The initial officers of the Corporation shall be elected by the board of directors contemporaneously with the adoption of these Bylaws or as soon thereafter as practicable. Successor officers shall be elected at each annual meeting of the board upon the affirmative vote of a majority of directors present, provided that a quorum exists.
- b) Term. Officers shall serve for terms of three (3) years. Terms shall begin with the close of the annual meeting at which officers are elected. Officers shall continue to serve until the close of the next annual meeting, or until their successors are duly elected. Officers may serve an unlimited number of consecutive terms in the same office.
- c) Resignation or Removal. Any officer may resign at any time by filing a written resignation with the Secretary. Any officer may be removed, with or without cause, upon the affirmative vote of at least two-thirds (2/3) of those directors present at a meeting at which a quorum exists.
- d) Vacancy. In case of a vacancy in any office, by resignation or for any other reason, the board of directors shall fill such vacancy for the unexpired portion of the term.

7.2. Duties.

- a) President. The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the board of directors, and shall perform all business and duties customarily pertaining to the office of the President and such other duties as he or she may be directed to perform by resolution or majority vote of the board of directors. The President shall sign all bank checks or orders (or delegate the signing of such documents to subordinates under his or her direction and control), and shall execute, in the name of the Corporation, other significant documents and papers concerning the business of the Corporation.

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- b. Vice President. The Vice President shall exercise all the powers, authority and duties of the President during the absence or disability of the President and shall perform such other responsibilities as may be directed by the President or the board of directors.
- c. Secretary. The Secretary shall keep the minutes of all proceedings of the board of directors in books provided for that purpose, and such other books and papers as the board of directors may direct. The Secretary shall attend to the giving and serving of notices of all meetings of the board of directors and otherwise. The Secretary shall perform such additional duties connected with the operation of the Corporation customarily pertaining to the office of Secretary or as directed by the President or the board of directors.
- d. Treasurer. The Treasurer shall receive and deposit all funds of the Corporation in the depository institution or institutions selected by the board of directors, which funds shall be withdrawn only by checks or orders executed in the name of the Corporation by the Treasurer or the President (or subordinates under their direction and control). The Treasurer shall also account for all receipts, disbursements and balance on hand and report regarding the same when and as requested by the President or board of directors. The Treasurer shall perform such additional duties connected with the operation of the Corporation customarily pertaining to the office of Treasurer or as directed by the President or the board of directors.

ARTICLE 8 — NOMINATIONS

8.1 The chairperson of the Board with the approval of the Board shall appoint a Nominating Committee consisting of no less than two (2) Board members.

8.2 The Nominating Committee will accept written applications from the general membership when there are vacancies; the number of applications accepted shall not be limited to the number of vacancies that exist on the Board. The Committee shall submit to the chairperson of the Board a slate of nominees who are members in good standing and who have consented to be nominated. The Nominating Committee will give preference and priority to applicants who meet the following criteria:

- Show evidence of participation and involvement in activities that are complementary and supportive of the corporation's mission and values
- Meet the eligibility requirements for Board positions
- Have a background and experience complementary to the work of the corporation

ARTICLE 9 — SALARIES

9.1 The board of directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE 10 – CORPORATE SEAL

10.1 The Corporation shall not have a corporate seal.

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ARTICLE 11 — COMMITTEES

11.1 All committees of this organization shall be appointed by the Board of Directors, and their term of office shall be for a period of one year, or less if sooner terminated by the action of the Board of Directors.

ARTICLE 12 — DUES

12.1 Dues. Member dues cover the administrative overhead of our association which includes but is not limited to costs associated with our website, marketing, buy local materials, and networking meetings. The amount of dues shall be set by the Board and shall be payable annually. Dues cover a twelve-month period of membership and are not prorated. Dues are payable upon renewal of membership.

12.2 Non-Payment. Members will automatically forfeit the privileges of membership by failure to pay dues or other charges within ninety (90) days of the due date. The Board or the Executive Committee (as hereafter defined) may extend this period in individual cases for extenuating circumstances.

ARTICLE 13 — CONFLICT OF INTEREST

13.1 Board of Directors. Any duality of interest or possible conflict of interest on the part of any member of the Board shall be disclosed to the other members of the Board and made a matter of record, either through an annual procedure or when the interest is involved in a matter of Board action. Any member of the Board having a duality of interest or possible conflict of interest on any matter shall not vote or use his or her formal influence on the matter. The minutes of the meeting shall reflect that a disclosure was made and the abstinence from voting. The foregoing requirements shall not be construed as preventing the member of the Board from stating his or her position in the matter or from answering pertinent questions of other Board members since his or her knowledge may be of great assistance. The member of the Board is obligated to disclose to the other directors any reason known by him or her why the contract or other transaction is not in the best interest of the Corporation. The policy on conflict of interest shall be reviewed annually for the information and guidance of members of the Board, and so that any new member shall be advised of the policy upon entering the duties of his or her office.

13.2 Others. The officers, administrative staff members, employees, volunteers and staff members with administrative responsibilities shall exercise the utmost good faith in all transactions in which they are involved in the course of their duties for the Corporation. In their dealings with and on behalf of the Corporation, they shall be held to a strict standard of honest and fair dealings between themselves and the corporation. They shall not use their position, or any knowledge gained in such a way that a conflict may arise between the interest of the Corporation and that of the individual. All acts of such persons shall be for the best interest of the Corporation. Such persons shall not accept any gift, favor or hospitality that will influence their decisions or actions which affect the Corporation. Any duality of interest or possible conflict of interest on the part of officers, administrative staff members, employees, volunteers and staff members with administrative responsibilities shall be disclosed and made a matter of record through an annual reporting procedure or when the interest is involved in matters for action by such persons.

ARTICLE 14 — INDEMNIFICATION

14.1 Mandatory Indemnification. The Corporation shall to the maximum extent permitted under the Wisconsin non-stock corporation law, as amended, indemnify against liability and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of or volunteered

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services to the Corporation; or is or was serving at the request of the Corporation as a director, officer, employee or agent of any committee or of any other corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

14.2 Supplementary Benefits. The Corporation may supplement the right of indemnification under Section 6.1 by the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

ARTICLE 15 — CORPORATE ACTS, LOANS, AND DEPOSITS

15.1 Corporate Acts. Unless otherwise directed by resolution of the board of directors or by law, all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation, and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the Corporation shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Corporation shall be signed by the President (or by a subordinate under his or her control to whom he or she has delegated such authority), except as otherwise determined by the board of directors.

15.2 Loans. No funded indebtedness shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

15.3 Deposits. All funds of the Corporation, not otherwise employed, or subject to immediate distribution, shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the board of directors may select.

ARTICLE 16 — AMENDMENTS

16.1 These Bylaws may be amended or restated by the Board of Directors upon the affirmative vote of at least two-thirds (2/3) of the Directors then in office. Notwithstanding the foregoing, no such amendment or restatement shall be effective unless it is proposed at a duly-called meeting of the board at which a quorum is present, and then acted upon by the board at a subsequent meeting held not less than thirty (30) days thereafter.

ARTICLE 17 — SEVERABILITY

16.2 In the event that any provision of these bylaws is determined to be invalid or unenforceable under any statute or rule of law, then such provision shall be deemed inoperative to such extent and shall be deemed modified to conform with such statute or rule of law without affecting the validity or enforceability of any other provision of these bylaws.

Adopted the 19th day of December 2007.