

**BY-LAWS OF THREE CORNERS  
HISTORICAL NEIGHBORHOOD ASSOCIATION**  
(Established September 1998)

**ARTICLE I.**

**OFFICES**

The corporation shall maintain in the City of Green Bay and State of Wisconsin a registered office and a registered agent at such office.

**ARTICLE II.**

**MEMBERSHIP**

**SECTION 1. MEMBERS:** Only the City of Green Bay residents 16 years of age or older residing or operating a business in an area bounded on the north by University Avenue, on the east by Elizabeth Street, on the south along Baird's Creek, on the west along the East River.

**SECTION 2. VOTING RIGHTS:** Each member shall be entitled to one vote on each matter submitted to a vote of the members. In no instance shall a member be entitled to more than one vote.

**ARTICLE III.**

**MEMBERSHIP/ANNUAL MEETINGS**

**SECTION 1. MEETINGS:** The directors shall designate an annual meeting to be held each year.

**SECTION 2. SPECIAL MEETINGS:** Special meetings of the members may be called by the president of the board of directors or by a majority of the board of directors or by not less than one-tenth of the members having voting rights.

**SECTION 3. PLACE OF MEETING:** The Board of directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the board shall name the place of the meeting.

**SECTION 4. NOTICE OF MEETING:** Written, published, or broadcast notice stating the place, date, and hour of any meeting of members shall be provided to each member entitled to vote at such meeting not less than five days before the date of such meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be deemed delivered when deposited in the United States mail addressed to the member at his/her address as it appears in the records of the corporation with postage thereon prepaid.

SECTION 5. QUORUM: Fifteen residents shall constitute a quorum at such membership meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. Withdrawal of members from any meeting shall not cause failure of a duty constituted quorum at that meeting.

SECTION 6. PROXIES: Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him/her by proxy. A proxy is to be effective for a single designated meeting.

#### ARTICLE IV.

##### BOARD OF DIRECTORS

SECTION 1. GENERAL POWER: The affairs of the corporation shall be managed by its board of directors.

SECTION 2. BOARD MEMBERSHIP AND TENURE: The board of directors shall consist of 11 directors elected by the membership. Elected members of the board shall serve two year terms, or until their successors have been elected and qualified, except that at the initial election, five of the board members shall be chosen for one-year terms.

SECTION 3. BOARD MEETINGS: A regular annual meeting of the board of directors shall be held, without other notice than these by-laws, immediately after, and at the same place as, the annual meeting of members. Additional regular meetings of the board of directors will be held on the second Thursday of each month.

SECTION 4. NOMINATING COMMITTEE: A nominating committee shall be appointed by the directors to receive candidates for the board of directors and to disperse information on candidates to the membership at least two weeks prior to the meeting at which directors are to be elected. The nominating committee shall attempt to nominate board candidates equally throughout the geographic area of the neighborhood.

SECTION 5. NOTICE: Written, published, or broadcast notice of any special meetings of the board of directors shall be given at least two days in advance to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the board need be specified in the notice of such meeting, unless specifically required by law or by these by-laws.

**SECTION 6. QUORUM:** At least six members of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. If less than six of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice. If board seats are vacant, a simple majority of the board will comprise a quorum.

**SECTION 7. MANNER OF ACTING:** The act of a majority of the directors present at a meeting, at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, these by-laws, or the articles of incorporation.

**SECTION 8. VACANCIES:** Any vacancy occurring in the board of directors, or any directorship to be filled by reason of an increase in the number of directors shall, be filled by the board of directors. Vacancies so filled shall be open for election at the next annual meeting of the members.

**SECTION 9. REMOVAL:** Any director may be removed from the board by majority vote of the directors present constituting a quorum wherever that director has at least three unexcused absences from board meetings.

## **ARTICLE V.**

### **ASSOCIATION OFFICERS**

**SECTION 1. OFFICERS:** The officers of the corporation shall be a president, vice president, treasurer, secretary, and such other officers shall be elected by the board of directors. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more officers may be held by the same person, except the offices of president and secretary.

**SECTION 2. ELECTION AND TERM OF OFFICE:** The officers of the corporation shall be elected annually by the board of directors at the annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies shall be filled by the board of directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign.

**SECTION 3. PRESIDENT:** The president shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, he/she shall be in charge of the business and affairs of the corporation; he/she shall see that the resolutions and directives of the board of directors are carried into effect, except those instances in which that responsibility is assigned to some other person by the board of directors. He/she shall preside at all meetings of the members and of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these by-laws, he/she may execute for the corporation any contracts,

deeds, mortgages, bonds, or other instruments, which the board of directors either under or without the seal of the corporation and either individual or with the secretary or any other officer where unto authorized by the board of directors, according to the requirements of the form of the instrument.

**SECTION 4. VICE PRESIDENT:** The vice president shall assist the president in the discharge of his/her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him/her by the president or by the board of directors. In absence of the president or in the event of his/her inability or refusal to act, the vice president shall perform the duties of the president; and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these by-laws, the vice president may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, and he/she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary or any other officer whereunto authorized by the board of directors, according to the requirements of the form of the instrument.

**SECTION 5. TREASURER:** The treasurer shall be the principal accounting and financial officer of the corporation. He/she shall:

- a. Have charge of and be responsible for the maintenance of adequate books of account for the corporation;
- b. Have charge and custody of all funds and securities of the Corporation, and be responsible therefore and for the receipt and disbursement thereof;
- c. Perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the board of directors.

If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surely or sureties as the board of directors shall determine.

**SECTION 6. SECRETARY:** The secretary shall record the minutes of the meetings of the members and of the board of directors; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporation records; keep register of the post office address of each member which shall be furnished to the secretary by such member; and to perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the board of directors.

## ARTICLE VI.

### COMMITTEES

SECTION 1. SPECIAL COMMITTEES: Special committee not having and exercising the authority of the board of directors in the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interest of the corporation shall be served by such removal. Special committee shall report to standing committee, which reports to the Board.

SECTION 2. COMMITTEE TERM: Each member of a special committee shall continue as such until the next annual meeting of the members of the corporation and until his/her successor is appointed, unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 3. CHAIRPERSON: One member of each committee shall be appointed chairperson.

SECTION 4. 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.

SECTION 5. QUORUM: Unless otherwise provided in the resolution of the board of directors designating a committee, one third of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## ARTICLE VII.

### GENERAL PROVISIONS

SECTION 1. FISCAL YEAR: The fiscal year of the corporation shall be fixed by resolution of the board of directors.

SECTION 2. CONTRACTS: The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 3. CHECK DRAFTS ETC: All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by at least two officers or at least two agents of the corporation and in such a manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer. Checks over \$25.00, however, must have approval of the board of directors.

SECTION 4. DEPOSITS: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the board of directors may select.

SECTION 5. GIFTS: The board of directors may accept, on behalf of the corporation, any contribution, gift bequest, or devise for the general purpose or for any special purpose of the corporation.

## ARTICLE VIII.

### BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney, for any purpose at any reasonable time.

## ARTICLE IX.

### AMENDMENTS

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the members unless otherwise provided in the articles of incorporation or the by-laws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the majority in a duly constituted meeting may so amend.

## ARTICLE X.

### ROBERT'S RULES

*Robert's Rules of Order, Revised.* Shall be the authority to decide all questions of order not provided for by these by-laws.