

**BYLAWS**  
**OF**  
**HISTORIC WATER TOWER NEIGHBORHOOD**

**ARTICLE I**  
**General**

**Section 1. Name.** The name of the corporation is Historic Water Tower Neighborhood (also known as HWTN). HWTN was incorporated in the State of Wisconsin as a nonstock corporation and certified by the Wisconsin Secretary of State on January 4, 1974.

**Section 2. Purposes of Corporation.** The purposes of this Corporation shall be as set forth in the Articles of Incorporation of the Corporation.

**Section 3. Geographic Boundaries and Districts.** HWTN's geographic boundaries are E. Edgewood Avenue on the north; Lake Michigan on the east; E. Lafayette Place on the south; and N. Summit Avenue, N. Lake Drive (from E. North Avenue to N. Downer Avenue) and N. Downer Avenue on the west. District 1 is the area from E. Lafayette Place to E. North Avenue. District 2 is from E. North Avenue to E. Newberry Boulevard. District 3 is from E. Newberry Boulevard to E. Edgewood Avenue. All Officers, Trustees and voting Members shall reside within the geographic boundaries, with the exception of Commercial Members as described in Article II, Section 1.

**Section 4. Fiscal Year.** The fiscal year of HWTN shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE II**  
**Members**

**Section 1. Classes of Membership and Voting.** The corporation shall have three (3) classes of Membership. The classes of Membership and their respective number of votes shall be as follows:

- Single Membership – 1 vote
- Household Membership – 2 votes per household
- Commercial Membership – 1 vote

Commercial Members shall be deemed qualified if they maintain and operate a business within the geographical area described in Article I. Membership in the classes other than Commercial may be accepted from outside of the geographical boundaries, but those Members shall not have the voting rights set forth below.

**Section 2. Qualifications and Removal.** Members shall remain in good standing as long as they have paid and continue to pay in a timely manner the dues required of them under the particular class of membership that they select. Any Member may be expelled from membership for good cause by an affirmative vote of a majority of the Trustees then in office.

**Section 3. Privileges of Membership.**

- (a) Voting Members. All voting Members may vote at Member Meetings including the Annual Meeting and may hold Board of Trustees or Officer positions.
- (b) Voting and Non-Voting Members. All voting and non-voting Members are entitled to participate in HWTN activities and programs, and receive Board of Trustees meetings notices and other communications.

**Section 4. Dues.** The Board of Trustees at any of its official meetings may by majority vote of the Trustees present set, change, amend or adjust the dues applicable to the various classes of Membership and the privileges or requirements pertaining thereto without amending the Bylaws.

**Section 5. Membership Year.** Annual Memberships begin on October 1 and expire on September 30.

**Section 6. Meetings of Members**

- (a) Annual Meeting of Members. Unless some other date in the month of November is designated by the Board of Trustees or the President, an Annual Meeting of Members shall be held on the first Wednesday of November of each year at 7 p.m. for the purpose of electing successor Trustees and Officers; for a report by an Officer on the activities and financial condition of the corporation; and for the transaction of such other business as may come before the meeting. Members in good standing shall be allowed to cast their vote in person or by written proxy at the Annual Meeting. In the event of failure, through oversight or otherwise, to hold the Annual Meeting of Members in any year on the date herein provided, the meeting, upon waiver of notice or upon due notice, may be held at a later date, and any election or business transacted at such meeting shall be as valid and effectual as if it had been transacted at the Annual Meeting on the date herein provided.
- (b) Special Members Meetings. Special meetings of the Members may be held at any time and at any place as may be specified in the call of such meeting, on call of the President or the Recording Secretary of the corporation or shall be called by the President or Recording Secretary upon written request of any fifteen (15) Members.
- (c) Notice of Members Meetings. Written notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than two (2) nor more than thirty (30) days before the date of the meeting, either personally, by mail or by email, to each person entitled to vote at such meeting.
- (d) Quorum. The voting Members of the corporation present in person or via means described in Article VII Section 6 shall constitute a quorum for the transaction of business at any meeting provided that a quorum of the Board of Trustees is also present.

**ARTICLE III**  
**Board of Trustees**

**Section 1. Powers.** Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Trustees.

**Section 2. Number; Eligibility and Terms.**

- (a) Number. The number of Trustees of this Corporation shall consist of at least three (3) but not more than twenty-five (25).
- (b) Eligibility. Only Members residing in or owning a business in the HWTN's geographic boundaries may serve as a Trustee.
- (c) Terms. Trustees shall be elected to terms not to exceed three (3) years in such a manner that approximately one-third (1/3) of the terms of the Members of the Board of Trustees shall expire at the end of each calendar year. Those persons elected by the Members of the corporation as officers shall automatically serve as trustees. Also, to the extent practicable, the Board of Trustees shall be composed of representatives of the three (3) HWTN districts in such a manner as to effectuate substantially equal representation from the aforesaid districts. Terms are on a calendar-year basis and run from January 1 through December 31.

**Section 3. Election of Trustees.**

- (a) Candidates. For each Trustee position to be filled, the Nominating Committee (Article III, Section 6) shall propose a slate of one or more candidates to the Trustees for their approval at the Trustee meeting preceding the Annual Meeting of Members. Additional nominations may be made by the Members at the annual meeting.
- (b) Elections. At the Annual Meeting of the Members, the Members shall elect by their affirmative vote new Trustees including successors to those Trustees whose terms expire at the end of that year from among the candidates nominated and approved by the Board of Trustees or nominated by Members at the Annual Meeting of Members. Election shall be by affirmative vote.

**Section 4. Board of Trustee Meetings.**

- (a) Regular Board Meetings. Regular meetings of the Board shall be held at the discretion of the President.
- (b) Special Meetings. Special meetings of the Board shall be called for any purpose at any time by the President and shall be called by the President or Recording Secretary upon written request of any four (4) Trustees.
- (c) Notice. Notice of all regular and special meetings of the Board of Trustees shall be given to each Trustee by delivering notice, by email or mail, to each Trustee personally, at least forty-eight (48) hours before the time set for such meeting. Such notice may be waived before, at, or after any such meeting, and the presence of any Trustee at any meeting shall constitute waiver of notice by them.
- (d) Quorum. The presence of a majority of Trustees in office shall constitute a quorum for transaction of business by the Board, both for in-person meetings and meetings held under Article VII, Section 6 or votes under Article VII Section 7.

### **Section 5. Executive Committee.**

- (a) Membership. The Executive Committee shall consist of the President, President-Elect, Vice-President Membership, Vice-President Special Events, Vice-President Communications, Vice-President Buildings & Institutions, Treasurer, Recording Secretary and Immediate Past President and shall manage the affairs of the corporation subject, however, to the provisions of these Bylaws. The existence and operation of the Executive Committee shall not operate to relieve the Board of Trustees, or any member thereof, of any responsibility imposed by law.
- (b) Powers. The Executive Committee shall possess and exercise all the powers of the Board of Trustees between meetings of the Board, except as limited by the Board from time to time. All actions of the Executive Committee shall be reported to the Board at its next meeting and such action shall be subject to acceptance or rejection by the Board.
- (c) Meetings of the Executive Committee. Meetings may be called at any time for any purpose at the discretion of the President or upon written or oral request of two (2) members of the Executive Committee. Timely notice of the meetings shall be given by the President or Recording Secretary.

**Section 6. Nominating Committee.** The Nominating Committee shall consist of at least three (3) Trustees, and the Immediate Past President ex officio. The members shall be chosen by the President subject to approval by the Board of Trustees at its last meeting preceding the summer recess or at another Board meeting as necessary. The committee chairperson shall be selected by the committee. If the committee has three members, one shall be from each district. If there are more than three members, they shall come proportionately from the three districts to the degree practicable.

### **Section 7. Finance Committee**

- (a) Membership. The Finance Committee shall be chaired by the Treasurer, who will appoint the other members. The President shall also serve as an ex officio member.
- (b) Duties. The Finance Committee manages HWTN's budget and finances and works with the corporation's consultant to assure appropriate controls and reporting are maintained. The committee shall develop the annual budget and present it to the Board for approval prior to the start of the fiscal year on July 1.

**Section 8. Buildings and Institutions Committee.** This committee is responsible for monitoring and advising the Board about proposed building projects (such as new construction, demolitions, building additions, changes in use or major modifications to structures or roadways) and zoning changes that will have an impact on the historic integrity for the neighborhood. The Vice President-Buildings and Institutions shall chair the committee and appoint the other members.

**Section 9. Membership Committee.** The focus of the Membership Committee is to identify and recruit dynamic new members to actively participate in the organization. The committee recruits quality members who will, in turn, assist in recruiting new members to the organization. The committee is responsible for assuring each new member is properly welcomed and works diligently to promote the retention of existing members. The Vice President-Membership shall chair the committee and appoint the other members.

**Section 10. Special Events Committee.** The Special Events Committee plans and organizes HWTN's annual Holiday Party, and other special events deemed desirable. This committee is responsible for planning, budgeting and publicizing the various events, soliciting donations as may be required, and maintaining the events' budgets within defined goals. The Vice President-Special Events shall chair the committee and appoint other members. The committee chair shall be responsible for developing a budget for the committee as a whole.

**Section 11. Communications Committee.** This committee is responsible for maintaining HWTN's social media and actively posting information relevant to the neighborhood. This committee assists the various committees that may have special communication needs throughout the year. The committee will also maintain a relationship with media outlets and suggest content as a way of building the visibility of the neighborhood and HWTN as an organization. The Vice President-Communications shall chair the committee and appoint the other members.

**Section 12. Other Committees.**

Subject to the approval of the Board of Trustees, the President may establish additional ad hoc committees as deemed desirable. The President shall appoint the chairperson of ad hoc committees, subject to approval by the Board, and chairpersons shall select the members of their committees.

**Section 13. Terms of Committees.**

All chairs and committee members shall serve until the end of the calendar year for which they were appointed, and until successors have been approved by the Board of Trustees and /or selected by the chairpersons. Unless otherwise specified in the Bylaws, committee chairs shall be Members of HWTN but need not be members of the Board of Trustees. Committee members need not be Members of HWTN.

**Section 14. Liaisons.** Subject to Board approval, the President may appoint liaisons to other organizations and institutions. Liaisons shall serve until the end of the calendar year for which they were appointed, and until successors have been nominated by the President and approved by the Board of Trustees.

**Section 15. Attendance.** Trustees are expected to attend at least two-thirds of the regular Board meetings. Unexcused absence by a Trustee from three (3) consecutive meetings or five (5) meetings in a one (1) year period shall constitute grounds for removal from office. Upon such occurrence, the President shall have the authority to declare the position vacant.

**Section 16. Vacancies.** Any vacancy occurring in the Board of Trustees may, but need not, be filled by the affirmative vote of the Board of Trustees, at any regular meeting or a special meeting of the Board of Trustees called for such purpose. The term of any person so named shall be co-extensive with the term of their predecessor.

**Section 17. Resignation.** A Trustee may resign at any time by giving written notice to the Recording Secretary of the Corporation, who shall advise the Board of Trustees of such

resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Recording Secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

**Section 18. Removal.** Any individual Trustee may be removed from office with or without cause by the action of a majority of the Trustees then in office.

## **ARTICLE IV**

### **Officers**

#### **Section 1. Officers.**

- (a) **Officer Positions.** The Officers of the corporation shall consist of a President, President-Elect, Vice President-Membership, Vice President-Special Events, Vice President-Communications, Vice President-Buildings and Institutions, Recording Secretary, Treasurer, Immediate Past President and any such other officers and assistant officers as may be elected by the Members.
- (b) **Terms.** Each Officer so elected shall hold office for one year beginning on the January 1 following the regularly scheduled Annual Meeting of Members of the corporation until a successor shall have been duly elected or until death, resignation or removal in the manner provided by law.

#### **Section 2. Procedure for Election of Officers.**

- (a) **Candidates.** The Nominating Committee (Article III, Section 6) shall propose a slate of one or more candidates for each Officer position to the Trustees for their approval at the Trustee meeting preceding the Annual Meeting of Members. Additional nominations may be made by the Members at the annual meeting.
- (b) At the Annual Meeting of Members, the membership shall elect Officers of the corporation from the candidates approved by the Board of Trustees or nominated by Members at the Annual Meeting of Members. Election shall be by affirmative vote.

**Section 3. Vacancies.** Unless otherwise specified in Article IV Section 4, vacancy in any principal office because of death, resignation, removal, disqualification, increase in the number of officers of the corporation, or otherwise, shall be filled by the Board of Trustees for the unexpired portion of the term at a special meeting called for that purpose.

**Section 4. Duties of Officers.** The duties of the officers of the corporation shall be as follows:

- (a) **President.** The President shall perform all duties incident to the office of President. They shall, when present, preside at all meetings of the Board or Trustees. The President shall appoint all ad hoc committee chairs subject to the approval of the Board of Trustees. The President, upon expiration of their term, shall serve for one year as Immediate Past President with the powers of a trustee at large. As Immediate Past President they shall, in general, perform all duties incident to the office and such other duties as from time to time may be assigned to them by the President or the Board of Trustees.

- (b) President Elect. In the absence of the President or in the event of death, inability or refusal to act, the President Elect 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. The President Elect shall in general perform all duties incident to the office and such other duties as from time to time may be assigned to them by the President or the Board of Trustees. After serving for one year in the position, the President Elect automatically assumes the position of President for a one-year term.
- (c) Vice President-Membership. The Vice President-Membership shall (i) keep a register of the post office address and email of all paid members; (ii) collect annual membership dues; (iii) in general perform all duties incident to the office and such other duties as from time to time may be assigned to them by the President or the Board of Trustees. In the absence of the President and the President Elect or in the event of death, inability or refusal to act, the Vice President-Membership 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.
- (d) Vice President-Special Events. The Vice President-Special Events shall be responsible for (i) the annual holiday party and other special events; (ii) in general perform all duties incident to the office and such other duties as from time to time may be assigned to them by the President or the Board of Trustees.
- (e) Vice President-Buildings and Institutions. The Vice President-Buildings & Institutions shall lead HWTN's monitoring and review of new building projects (such as new construction, demolitions, building additions, changes in use or major modifications to structures or roadways) and zoning that will have an impact on the historic integrity for the neighborhood.
- (f) Recording Secretary. The Recording Secretary shall (i) see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; (ii) keep the minutes of all meetings of the Board of Trustees, General Membership and Executive Committee; (iii) be custodian of the corporate records and of the seal, if any, of the corporation and see that the seal, if any, of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal, if any, is duly authorized; (iv) in general perform all duties incident to the office and such other duties as from time to time may be assigned to them by the President or the Board of Trustees.
- (g) Vice President-Communications. The Vice President-Communications shall be responsible for developing procedures, strategies, tactics and messages to communicate HWTN positions and other information to its members, other residents, media, government officials and the general public. The Vice President-Communications shall coordinate use of HWTN's website and other communications vehicles other than the monthly agenda, minutes and correspondence.
- (h) Treasurer. The Treasurer shall (i) have charge and custody of and be responsible for all funds of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever; and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; (ii) in general perform all duties incident to the office and such other duties as from time to time may be assigned to them by the President or the Board of Trustees; and (iii) serve as chair of the Board's Finance Committee.
- (i) Other Officers. All other officers shall have such duties and responsibilities as from time to time may be assigned to them by the President or the Board of Trustees.

## **ARTICLE V**

### **Liability Of Officers And Trustees**

No person shall be liable to the corporation for any loss or damage caused by any action, taken or omitted, to be taken by them as a Trustee or Officer of the corporation, or as a member of an advisory committee to the corporation, if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation.

## **ARTICLE VI**

### **Contracts, Loans, Checks And Deposits**

#### **Section 1. Contracts.**

The Board of Trustees may authorize any 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 authority may be general or confined to specific instances.

#### **Section 2. Loans.**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Trustees. Such authority may be general or confined to specific instances. No loans may be made to any Officer or Trustee of the corporation, directly or indirectly.

#### **Section 3. Checks and Drafts.**

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 such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

## **ARTICLE VII**

### **Other Policies**

**Section 1. Non-Discrimination.** HWTN 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.

**Section 2. Parliamentary Rules for Meetings.** All meetings of the corporation shall be governed by the most recent edition of Robert's Rules of Order unless otherwise specified in these Bylaws.

**Section 3. Bylaw Amendments.** These Bylaws may be amended or repealed by approval of both the Board of Trustees and of HWTN Members at an Annual Meeting of Members or other meeting of Members.

#### **Section 4. Conflicts of Interest.**

a) Each Trustee shall disclose to the Board of Trustees any duality of interest, or possible conflict of interest or appearance of conflict of interest regarding a matter being considered by the Board.



- b) Any Trustee having a duality of interest, or conflict of interest or appearance of conflict of interest in any matter shall abstain from voting on the matter. They shall not use their personal influence on the matter, but may answer pertinent questions about it, as their knowledge may be of assistance to other Trustees.
- c) The minutes of the meeting involving such a situation shall reflect that a disclosure was made, the abstention from voting and responses to questions asked.
- d) If there is uncertainty about a duality or a conflict of appearance of a conflict interest, the Board by majority vote, not including the Trustee having a possible conflict, shall determine whether abstention is required.

**Section 5. Methods of Conducting Member and Trustee Meetings.** Members and Trustees may participate in meetings they are entitled to participate in either in person or by any means of communication made available that enables all participants to simultaneously hear and speak to each other during the meeting. All meeting requirements, including those for notice and quorum, outlined in these Bylaws shall apply whether the meeting is held in person or via other approved means.

**Section 6. Electronic Voting.** While voting at in-person or virtual meetings is preferred, these Bylaws allow the Board of Trustees to take action in writing or by electronic means such as email providing the vote on that action is unanimous among those voting. If the Board President determines it would be best to take an action by unanimous written consent, they or the Recording Secretary may draft the proposed action and email it to all Trustees. Each Trustee shall be given at least 24 hours to respond “yes” or “no” to the proposed action. Assuming that a quorum of the Board responds and all vote “yes,” the action is duly approved. The Recording Secretary will confirm by email to all Trustees whether the action has passed or failed upon receipt of all the individual votes. If a unanimous vote is not reached, the proposed action may be considered at a future meeting.

*Adopted by Board of Trustees on Oct. 7, 2020, and by HWTN Members on Nov. 4, 2020*