

**RESTATED BYLAWS  
OF  
MILWAUKEE COUNTY WAR MEMORIAL, INC.**  
(a Wisconsin Nonstock Corporation)

INTRODUCTION  
VARIABLE REFERENCES

Date of Incorporation: October 13, 1944.

Date of Adoption of these Bylaws: June 18, 2019.

- 0.1 The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year (See Section 7.2).
- 0.2 Date of annual meeting (See Section 3.4): As designated by the memorial board on a date in June.
- 0.3 Required notice of meetings (See Section 3.6): Not less than five (5) days.
- 0.4 Authorized number of trustees (See Section 3.2): Fifteen (15).
- 0.5 Required notice of trustees' meetings (See Section 3.6): Not less than five (5) days.

**ARTICLE 1  
OFFICES**

1.1 Principal Office. The Corporation may have such principal and other offices, either within or without the State of Wisconsin, as the memorial board may designate or as the affairs of the Corporation may require from time to time.

1.2 Registered Office. The address of the registered agent of the Corporation required by Section 181.0501 of the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical with the address of the principal office of the Corporation in the State of Wisconsin, and the address of the registered office may be changed from time to time by the memorial board.

**ARTICLE 2  
MEMBERS**

There shall be one (1) class of fifteen (15) members of the Corporation comprised of the trustees of the Corporation. The duties, privileges, and voting rights of the members shall be co-extensive with those of the trustees such that an act of the trustees shall be deemed to be an act of the members.

## **ARTICLE 3 MEMORIAL BOARD**

3.1 General Powers. The business and affairs of the Corporation shall be managed by the memorial board comprised of trustees. Trustees are “Directors” as set forth in Chapter 181 of the Wisconsin Statutes.

3.2 Number, Qualifications, Election and Term. The number of trustees of the Corporation shall be as set forth in Section 0.4. At the time of the adoption of these bylaws, one-third (1/3) of the trustees shall be designated to serve a term of two (2) years ending on the date of the annual meeting in 2015; one-third (1/3) of the trustees shall be designated to serve a term of three (3) years ending on the date of the annual meeting in 2016; and one-third of the trustees shall be designated to serve a term of four (4) years ending on the date of the annual meeting in 2017. Thereafter, the terms of all of the trustees shall be four (4) years and until his or her successor shall have been elected by a majority of the trustees then in office, or until his or her prior death, resignation, or removal. Notwithstanding any provision in these bylaws to the contrary, two (2) of the trustees shall be appointed by the Milwaukee County Board of Supervisors (“County Trustees”).

3.3 Chairman and Vice-Chairman. The trustees may elect a trustee to serve as Chairman to preside, when present, at annual, regular or special meetings of the memorial board. The trustees may also elect a Vice-Chairman to act at annual, regular or special meetings of the memorial board if the Chairman is unavailable or otherwise unable to act as chairman of such meeting.

3.4 Annual and Regular Meetings. The annual meeting of the memorial board shall be as set forth in Section 0.2 for the purpose of electing trustees and officers and for the transaction of such other business as may come before the meeting. The place of such annual meeting shall be as designated by the memorial board. The memorial board may provide, by resolution, the time and place either within or without the State of Wisconsin, for the holding of additional regular meetings without other notice than such resolution.

3.5 Special Meetings. Special meetings of the memorial board may be called by or at the request of the Chairman, President and Chief Executive Officer, or any three (3) trustees. The Chairman, President and Chief Executive Officer, or trustees calling any special meeting of the memorial board may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the memorial board called by them, and if no other place is fixed, the place of meeting shall be the principal office of the Corporation in the State of Wisconsin.

3.6 Notice; Waiver. Notice of each meeting of the memorial board (unless otherwise provided in or pursuant to Section 3.3) shall be given to each trustee (a) by written notice delivered personally or mailed or given by facsimile, email or other form of wire or wireless transmission to such trustee at his or her business address, email address, facsimile number or at such other address as such trustee shall have designated in writing and filed with the Secretary; or (b) by word of mouth or telephone personally to such trustee, in each case not less than that number of days prior thereto as set forth in Section 0.5. If mailed, such notice shall be deemed to be delivered when

deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by facsimile, email, or other form of wire or wireless transmission, it shall be deemed delivered when transmitted. Whenever any notice whatever is required to be given to any trustee of the Corporation under the articles of incorporation or bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the trustee entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the memorial board need be specified in the notice or waiver of notice of such meeting.

3.7 Quorum. Except as otherwise provided by law or by the articles of incorporation or these bylaws, a majority of the number of trustees then in office shall constitute a quorum for the transaction of business at any meeting of the memorial board, but a majority of the trustees present (though less than such quorum) may adjourn the meeting from time to time without further notice.

3.8 Manner of Acting. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the memorial board, unless the act of a greater number is required by law or by the articles of incorporation or these bylaws. Unless the articles of incorporation provide otherwise, any or all trustees may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which any of the following occurs: (a) all trustees participating may simultaneously hear each other during the meeting; or (b) all communication during the meeting is immediately transmitted to each participating trustee, and each participating trustee is able to immediately send messages to all other participating trustees. If a meeting will be conducted through the use of such electronic means, all participating trustees shall be informed that a meeting is taking place at which official business may be transacted. A trustee participating in a meeting by this means is deemed to be present in person at the meeting.

3.9 Conduct of Meetings. The Chairman, and in his or her absence or if a Chairman is not then elected, a Vice Chairman, and in his or her absence or if a Vice Chairman is not then elected, any trustee chosen by the trustees present, shall call meetings of the memorial board to order and shall act as chairman of the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the memorial board, but in the absence of the Secretary, the presiding officer may appoint any Assistant Secretary or any trustee or other person present to act as secretary of the meeting.

3.10 Removal and Vacancies. Any trustee may be removed by the memorial board whenever in its judgment the best interests of the Corporation will be served thereby. Any vacancy occurring in the memorial board, whether by removal, death, resignation or otherwise, may be filled until the next succeeding annual election by the affirmative vote of a majority of the trustees then in office, though less than a quorum of the memorial board; provided, however, that a vacancy occurring among the County Trustees may only be filled by the Milwaukee County Board of Supervisors.

3.11 Compensation. A trustee shall not receive compensation for his or her service to the Corporation in his or her capacity as a trustee. Notwithstanding the foregoing, a trustee shall be entitled to reimbursement of his or her actual and reasonable expenses, subject to the approval of the memorial board.

3.12 Executive Committee and Other Committees. The memorial board by resolution adopted by the affirmative vote of a majority of the number of trustees set forth in Section 0.4 may designate an Executive Committee and one or more other committees. The Executive Committee shall consist of the Chairman, Vice Chairman, President and Chief Executive Officer, Treasurer, and Secretary, and may exercise, when the memorial board is not in session, the powers of the memorial board in the management of the affairs of the Corporation, provided that in no case shall the Executive Committee or any other committee act in respect to the appointment of principal officers or the filling of vacancies in the memorial board or committees created pursuant to this Section. Subject to the foregoing, all other committees, if any, shall have and may exercise such powers as are provided in the Resolution of the memorial board designating such committee, as such resolution may from time to time be amended and supplemented. The memorial board may appoint one or more of its trustees as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee, upon request by the chairman of such meeting. Such other committees shall elect a presiding officer from its members, shall fix its own rules governing the conduct of its activities and shall make such reports to the memorial board of its activities as the memorial board may request.

3.13 Unanimous Consent without Meeting. Any action required or permitted by the articles of incorporation or bylaws or any provision of law to be taken by the memorial board or any committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the trustees or members of such committee entitled to vote with respect to such action. If the articles of incorporation so provide, an action required or permitted to be taken at a memorial board meeting may be taken by written action signed by two-thirds (2/3) of the trustees then in office, provided that all trustees shall be notified immediately of the text of the written consent and of its effective date and time. For purposes of this Section, a signature may be in writing or by execution of an electronic signature.

3.14 Trustee Conflict of Interest. The memorial board shall adopt a conflict of interest policy that complies with all requirements of the Internal Revenue Code of 1986, as amended.

## **ARTICLE 4 OFFICERS**

4.1 Number. There shall be three (3) principal officers of the Corporation, a President and Chief Executive Officer, a Secretary, and a Treasurer, each of whom shall be elected by the memorial board. Such other officers and assistant officers as may be deemed necessary may be appointed by the memorial board. The same individual may not simultaneously hold more than one office in the Corporation. The duties of the officers shall be those enumerated herein and any further duties designated by the memorial board. The duties herein specified for particular officers may be transferred to and vested in such other officers as the memorial board shall appoint, from time to time and for such periods or without limitation as to time as the memorial board.

4.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the memorial board at the annual meeting of the memorial board from among the trustees of the Corporation. If the election of officers shall not be held at such meeting, such appointment shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly appointed or until his or her prior death, resignation or removal.

4.3 Removal. Any officer or agent may be removed by the memorial board whenever in its judgment the best interests of the Corporation will be served thereby.

4.4 Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the memorial board for the unexpired portion of the term.

4.5 President and Chief Executive Officer. The President and Chief Executive Officer, subject to the control of the memorial board, shall in general supervise and control all of the affairs of the Corporation. He or she shall have authority, subject to such rules as may be prescribed by the memorial board, to appoint such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties, and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President and Chief Executive Officer. He or she shall have authority to sign, execute, and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular affairs, or which shall be authorized by resolution of the memorial board; and except as otherwise provided by law or the memorial board, he or she may authorize another officer or agent of the Corporation to sign, execute, and acknowledge such documents or instruments in his or her place and stead. In general he or she shall perform all duties incident to the office of the chief executive officer and such other duties as may be prescribed by the memorial board from time to time.

4.6 Secretary. The Secretary shall: (a) keep the minutes of the meetings of the memorial board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the President and Chief Executive Officer or by the memorial board.

4.7 Treasurer. Subject to the direction of the President and Chief Executive Officer, the Treasurer shall: (a) have charge and custody and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Section 5.4 hereof; and (c) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him or her by the President and Chief Executive Officer or by the memorial board. The memorial board or the President and Chief Executive Officer may limit the duties of the Treasurer and assign any of the duties of the Treasurer to such other officer as designated by the memorial board or the President and Chief Executive Officer. If required by the memorial board,

the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the memorial board shall determine.

4.8 Other Assistant and Acting Officers. The memorial board shall have the power to appoint any person to act as assistant to any officer, or as agent for the Corporation in his or her stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the memorial board shall have the power to perform all the duties of the office to which he or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the memorial board.

4.9 Salaries. The salaries of the principal officers shall be fixed from time to time by the memorial board or by a duly authorized committee thereof, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a trustee of the Corporation.

## **ARTICLE 5 CONTRACTS, LOANS, CHECKS AND DEPOSITS**

5.1 Contracts. The memorial board and the President and Chief Executive Officer may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages, and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the President and Chief Executive Officer or the Secretary, when necessary or required, shall affix the corporate seal, if any, thereto; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

5.2 Loans. No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the memorial board. Such authorization may be general or confined to specific instances.

5.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences 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, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the memorial board.

5.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the memorial board.

## **ARTICLE 6 LIABILITY AND INDEMNITY OF TRUSTEES AND OFFICERS**

6.1 Liability of Trustees and Officers. Except as otherwise provided by law, no trustee or officer shall be liable to the Corporation, or any person asserting rights on behalf of the

Corporation, its members or creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a trustee or officer, unless the person asserting liability proves that the breach or failure to perform constitutes (a) a willful failure to deal fairly with the Corporation or its members in connection with a matter in which the trustee or officer has a material conflict of interest; (b) a violation of criminal law, unless the trustee or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful; (c) a transaction from which the trustee or officer derived an improper personal profit or benefit; or (d) willful misconduct.

6.2 Indemnity of Trustees and Officers. The Corporation shall indemnify a trustee or officer, to the extent he or she has been successful on the merits or otherwise in the defense of any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the Corporation or by any other person, for all reasonable expenses, including fees, costs, charges, disbursements, and attorney fees, incurred in the proceeding, provided the trustee or officer was a party because he or she is a trustee or officer of the Corporation, and in all other cases, the Corporation shall indemnify a trustee or officer against liability, including judgments, settlements, penalties, assessment, forfeitures, fines, including any excise tax assessed with respect to an employee benefit plan, and reasonable expenses, incurred by the trustee or officer in the proceeding, provided the trustee or officer was a party because he or she is a trustee or officer of the Corporation, unless the liability was incurred because the trustee or officer breached or failed to perform a duty he or she owes to the Corporation and the breach or failure to perform constitutes (a) a willful failure to deal fairly with the Corporation or its members in connection with the matter in which the trustee or officer has a material conflict of interest; (b) a violation of criminal law, unless the trustee or officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful; (c) a transaction from which the trustee or officer derived an improper personal profit or benefit; or (d) willful misconduct.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, shall not, by itself, create a presumption that indemnification of the trustee or officer is not required under this Section. No indemnification is required under this Section to the extent the trustee or officer has previously received indemnification, reimbursement or allowance of expenses from any person, including the Corporation, in connection with the same proceeding. Determination of whether indemnification is required under this Section shall be made by the means provided pursuant to Section 181.0873 of the Wisconsin Statutes.

The Corporation, by the memorial board, may indemnify in a like manner, or with any limitations, any employee or agent of the Corporation who is not a trustee or officer with respect to any action taken or not taken in his or her capacity as such employee or agent. The foregoing rights of indemnification shall be in addition to all rights to which trustees, officers, employees or agents may be entitled as a matter of law, by resolution of the memorial board, or by written agreement with the Corporation. All terms used in this Section for which a definition is provided in Section 181.0871 of the Wisconsin Statutes and not otherwise herein defined shall have the meaning set forth in said statute.

6.3 Maintenance of Insurance. The Corporation may, by the memorial board, purchase and maintain insurance on behalf of any person who is a trustee, officer, employee or agent of the Corporation against liability asserted against and incurred by the person in his or her capacity as a trustee, officer, employee or agent, or arising from his or her status as a trustee, officer, employee or agent, regardless of whether the Corporation is required or authorized to indemnify the person against the same liability.

6.4 Transactions with the Corporation. No contract or other transaction between the Corporation and one or more of its trustees or any other corporation, firm, association, or entity in which one or more of its trustees are trustees or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such trustee or trustees are present at the meeting of the memorial board or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his, her or their votes are counted for such purpose, if (a) the fact of such relationship or interest is disclosed or known to the memorial board or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested trustees; or (b) the contract or transaction is fair and reasonable to the Corporation. Common or interested trustees may be counted in determining the presence of a quorum at a meeting of the memorial board or a committee thereof which authorizes, approves or ratifies such contract or transaction. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

6.5 Limited Liability of Volunteers. Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation (“Volunteer”) shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.0670 of the Wisconsin Statutes or any similar successor provision thereto. For purposes of this Section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Corporation in writing.

## **ARTICLE 7 GENERAL**

7.1 Seal. The corporate seal of the Corporation shall have inscribed on it the words “Milwaukee County War Memorial, Inc., Milwaukee, Wisconsin, Corporate Seal.”

7.2 Fiscal Year. The fiscal year of the Corporation shall be as provided in Section 0.1.

7.3 Writing. The terms “in writing” or “written” as used within these bylaws include communications that are transmitted or received by electronic means.

7.4 Sign. The word “sign” as used within these bylaws includes executing an electronic signature.

## **ARTICLE 8 AMENDMENTS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote, written consent or written ballot of a majority of the members, provided that, in the case of a written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the proposed amendment or restatement; the number of responses needed to meet the quorum requirements for a meeting as set forth herein; the percentage of approvals necessary to approve each matter; and the time by which a ballot must be received by the Corporation in order to be counted.

## **CERTIFICATION**

I, Charles A. Gordon, hereby certify that the foregoing Restated Bylaws were adopted by the Memorial Board of Milwaukee County War Memorial, Inc. to be effective on the 18<sup>th</sup> day of June, 2019.

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Charles A. Gordon, Secretary