

The Kaukauna Veterans Memorial Park Association Bylaws

I. Name

The name of this organization shall be "The Kaukauna Veterans Memorial Park Association," hereinafter referred to as the "Association."

II. Place

The place in this state where the principal office of the association is to be located is the City of Kaukauna, Outagamie County, State of Wisconsin.

III. Purpose

The purpose of the Association as stated herein shall be exclusively for education and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In this connection, its purpose shall be:

- To maintain an association of persons interested in honoring veterans and the services they have provided.
- To support the public Kaukauna Veterans Memorial Park and Ring of Honor ("Park") through fund raising activities, volunteerism, and serving as advocates for the Park.
- To provide input for ongoing maintenance, strategic planning and support implementation of such maintenance and plans for the Park as directed and approved by the Common Council of the City of Kaukauna.
- To conduct fund raising to support the Park maintenance, materials, construction, supplies and activities to carry out the mission and plans to maintain a memorial park honoring those veterans who have served our country and our community..
- To promote the mission of the Park within the community.
- To promote partnership with community organizations and cultivate relationships between the community and the Park.

IV. Membership

- A. **Membership:** The Association shall have no members other than the persons elected or appointed as members of the Board of Directors, who shall be considered to be the members of the Association for the purposes of any statutory provision or rule of law relating to members of a non-stock nonprofit Association.
- B. **Associates:** The Board of Directors may provide for the creation of associates of the Association to be known as "Association Associates" in its discretion. Such Association Associates will have no authority to act for or incur any liability against the Association, and will have no vote in the Association's affairs.

V. Voting

- A. At all meetings all votes shall be by voice.

VI. Order Of Business

- A. Roll Call.
B. Reading of the Minutes of the preceding meeting.
C. Reports of Committees.
D. Reports of Officers.
E. Old and Unfinished Business.
F. New Business.
G. Adjournments.

VII. Board of Directors

- A. The business of this Association shall be managed by a Board of Directors consisting of nine (9) members, inclusive of the officers of this Association. The Board of Directors shall be appointed by the Mayor of the City of Kaukauna, and shall include the following:

One of the directors shall be an alderperson of the Kaukauna Common Council;

One of the directors shall be a member of a local Veterans of Foreign Wars Post;

One of the directors shall be a member of a local American Legion Post;

One of the directors shall be a member of a local Women's Auxiliary Post;

Notwithstanding the foregoing, the Board of Directors shall be comprised of no less than five (5) directors who are residents of the City of Kaukauna

- B. The directors to be chosen for the ensuing year shall be chosen at the first meeting of the year of this Association and they shall serve for a term of 3 years. The initial Board of Directors appointed shall have staggered terms, with 3 of the initial directors serving a 1 year term, 3 of the initial directors appointed for a 2 year term, and 2 of the initial directors appointed for a 3 year term.
- C. The Board of Directors shall have the control and management of the affairs and business of this Association. Such Board of Directors shall only act in the name of the Association when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.
- D. Any number of the members of the Board of Directors in attendance at a regular or special meeting shall constitute a quorum and the meetings of the Board of

Directors shall be held four times or more annually on dates as determined by the by the Board.

- E. Each director shall have one vote and such voting may not be done by proxy.
- F. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
- G. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.
- H. The President of the Association by virtue of the office shall be Chairman of the Board of Directors.
- I. The Board of Directors shall select from one of their members a secretary.
- J. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the Association.

VIII. Officers

- A. The initial officers of the Association shall be as follows:

President:	<u>Mayor of the City of Kaukauna</u>
Vice President:	<u>Mike Weaver</u>
Secretary/Treasurer:	<u>Gary Wolf</u>

- B. The President shall be the Mayor of the City of Kaukauna or a designee appointed by the Mayor, and the remaining Officers shall be appointed by the mayor for a term of 3 years, but no such officer shall serve for more than two successive terms. In the event that the President is a designee appointed by the Mayor, the Mayor shall have the authority to remove such designee at any time.
- C. The President shall preside at all membership meetings. The president, by virtue of the office shall be Chairman of the Board of Directors and shall present at each annual meeting of the Association an annual report of the work of the Association. The President shall appoint all committees, temporary or permanent, shall see all books, reports and certificates required by law are properly kept or filed. The President shall be one of the officers who may sign the checks or drafts of the Association. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

- D. The Vice President shall in the event of the absence or inability of the President to exercise the duties of that office become acting president of the Association with all the rights, privileges and powers as if the Vice President had been the duly elected president.
- E. The Secretary shall keep the minutes and records of the Association in appropriate books. It shall be the Secretary's duty to file any certificate required by any statute, federal or state. The Secretary shall give and serve all notices to members of this Association and shall be the official custodian of the records and seal. The Secretary may be one of the officers required to sign the checks and drafts of the Association. The Secretary shall present to the membership at any meetings any communication addressed to the Secretary of the Association. The Secretary shall submit to the Board any communications which shall be addressed to the Secretary of the Association, and shall attend to all correspondence of the Association and shall exercise all duties incident to the office of Secretary.
- F. The Treasurer shall have the care and custody of all monies belonging to the Association and shall be solely responsible for such monies or securities of the Association, shall cause to be deposited in a regular business bank or trust company or in a savings bank those funds of the Association, except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. He must be one of the officers who shall sign checks or drafts of the Association. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the Association and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He shall exercise all duties incident to the office of Treasurer.
- G. Officers shall by virtue of their office be members of the Board of Directors.
- H. No officer shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the Association for duties other than as a director or officer.

IX. Finance And Liabilities

- A. All funds shall be deposited to the account of the Association and shall be disbursed by the Secretary/Treasurer as authorized by the President, acting on behalf of the membership. Such account of the Association shall be maintained by the Finance Department of the City of Kaukauna.
- B. The Board of Directors shall hire and fix the compensation of employees, if any, which they in their discretion may determine to be necessary for the conduct of the business of the Association.

- C. Adequate records of accounts shall be maintained by the Secretary/Treasurer.
- D. No member of the Association shall be liable except for unpaid dues, and no personal or financial liability shall in any event be attached to any member of the association in connection with any of its undertakings.
- E. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the Second Article hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these by-laws, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Association.
- F. Upon the dissolution of the Association after paying or making provisions for the payment of the liabilities of the Association, any remaining assets shall be disbursed to the City of Kaukauna for the exclusive use of improvement of public parks.
- G. The fiscal year shall be January 1 through December 31.

X. Conflicts of Interests

- A. The purpose of the conflict of interest policy is to protect the Kaukauna Veterans Memorial Park Association's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association (or other person listed below) or might result in a possible excess benefit transaction. This conflict of interest policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

B. Definitions

- 1. Interested Person: Any director, officer, manager, key employee or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- 2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Association has a transaction or arrangement;

- b. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 10, Paragraph C, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

C. Procedures

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. **Determining Whether a Conflict of Interests Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedure for Addressing the Conflict of Interest.

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. If the governing board or committee determines that there is no conflict of interest, the transaction or arrangement is not subject to the remaining procedures c. through e. outlined in this Section 3. If the governing board or committee determines that there is a conflict of interest, the governing board or committee shall follow the procedures outlined in paragraphs c. through e. of this Section 3.
- c. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- d. After exercising due diligence, the governing board or committee shall determine whether the Association can obtain with reasonable efforts a

more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- e. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict Of Interest Policy.

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

E. Compensation.

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

F. Annual Statements. Each interested person shall annually sign a statement which affirms such person:

1. Has received a copy of the conflict of interest policy;
2. Has read and understands the conflict of interest policy;
3. Has agreed to comply with the conflict of interest policy; and
4. Understands the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

In addition, on such statement, each interested persons shall disclose or update his or her interests that could give rise to a conflict of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations and those of family members.

G. Reviews. To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, regular and consistent reviews (at least annually) shall be conducted. The reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investments or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
3. Whether the governing board and all committees with board delegated powers are properly implementing this conflict of interest policy.
4. Whether any improvements should be made to this conflict of interest policy.

H. Use of Outside Experts. When complying with this conflict of interest policy, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility under this conflict of interest policy.

XI. Committees

All committees of this Association 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.

XII. Dues

All members shall pay annual membership dues to the Association in such amounts and in such manner as the Board of Directors determines from time to time, Each year the Board of Directors shall specify a date, and give all members prior written notice thereof, when membership dues are due and permit members to pay their dues at any time within ninety (90) days thereafter.

XIII. Amendments

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 51% of the members.

XIV. Parliamentary Procedure

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, Articles of Agreement or any Special Rules of Order the Association may adopt.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date first above written.

PRESIDENT



Authorized Signature

GENE RESIN - MAYOR
Print Name and Title

VICE PRESIDENT



Authorized Signature

MICHAEL J. WEAVER, V.P.
Print Name and Title

SECRETARY/TREASURER



Authorized Signature

GARY L. WOLF - SECRETARY/TREASURER
Print Name and Title