

**BYLAWS FOR NONSTOCK  
CORPORATION**

**BYLAWS  
OF  
Harbor District, Inc.  
A Wisconsin corporation**

**Adopted February 23, 2015  
Revised May 24, 2018**

**I. Name.**

The name of the corporation shall be Harbor District, Inc.

**II. Purpose.**

The purpose of the corporation shall be to work with overlapping units of government and other stakeholders to facilitate the revitalization of the Milwaukee Inner Harbor through the adoption and implementation of a common plan for revitalization, including brownfield remediation, restoration of appropriate physical and environmental assets, and the development or redevelopment of governmental, educational, commercial, or residential sites and associated activity in a coordinated, integrated, and harmonious fashion, and other purposes approved by the Board of Directors and authorized by chapter 181 of the Wisconsin Statutes.

**III. Members.**

Consistent with the Articles of Incorporation, the Corporation does not have members.

**IV. Directors.**

**A. Number.** The management of the corporation shall be vested in a Board of Directors consisting of no more than 21 persons. The Board may elect a president who will preside over Board meetings.

**B. Powers of Directors.** Directors shall be granted the authority to manage the corporation to the extent provided by Wisconsin law.

**C. Term.** The term of each Director shall be three years. Directors may serve a maximum of three consecutive three-year terms. Terms of Directors shall be staggered as the Board of Directors shall determine.

**D. Nomination.** Director candidates shall be considered by the Governance Committee. The Governance Committee shall present candidates based on the needs of the organization for consideration by the Board at the meeting prior to its Annual Meeting. The Board shall nominate candidates for vote at the Annual Meeting.

**E. Election.** Election of Directors shall take place at the annual meeting of Board of Directors. Each voting Director may cast one vote for each Director position open for election at such meeting. Election shall be by a majority of the voting Directors provided a quorum is present.

**E. Resignation, Removal, Vacancies.** A Director may resign at any time by giving notice to the Secretary of the Corporation. A Director may be removed with or without cause by a majority of the Directors then in office. In the event of a vacancy on the Board due to death, removal or resignation, the president may appoint a successor to fill the vacancy for the remainder of the term of that position.

**F. Meetings of Directors.**

1. Annual meeting. There shall be an annual meeting of Directors held in May or June of each year.

2. Regular meetings. At its annual meeting, the Board shall set a schedule of regular Board meetings for the period until the next annual meeting. This schedule may be subsequently amended by the Board.

3. Special meetings. Special meetings of Directors may be requested by the president or by any Director. Special meetings may be required by a majority of the Board of Directors. A special meeting will require notice of at least 24 hours in advance of the meeting.

4. Voting. Voting shall be by Directors present at or participating in the meeting. Proxy voting and voting by electronic means shall be allowed.

5. Quorum. A quorum shall consist of a majority of the Directors then in office.

6. Procedure. Meetings shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds vote of Directors present and voting.

7. Alternate voting procedures. Acting by unanimous consent or conducting meetings telephonically shall be permitted to the extent and under the conditions permitted by law.

**G. Compensation.** Directors shall receive no compensation but shall be entitled to reimbursement of out-of-pocket expenses as approved by the Board of Directors.

**H. Indemnification.** Directors shall be entitled to indemnification for actions as Directors to the extent permitted by Wisconsin law.

**I. Committees.** The Board of Directors may establish any standing or special committees as it deems appropriate, including an Executive Committee, provided that such committees may not exercise the powers of the Board. Committee assignments shall be made by the Executive Committee following the Annual Meeting each year. In general, the Executive Committee will consist of officers of the corporation and the immediate past president of the Board.

**J. Advisory Committees.** The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

**V. Officers.**

**A. In General.** The officers of the corporation shall consist of a president, vice president, secretary, and treasurer.

**B. Election and terms.** A slate of officers shall be nominated by the Governance Committee and elected by the Board of Directors. Each officer shall be elected to a term of one year. No officer may serve more than four consecutive terms in the same office, and no more than six consecutive years in any office. An officer may be removed by a two-thirds vote of the Board at any time. If a vacancy occurs, the President may appoint a replacement for the remainder of the term.

**C. Duties.** The duties of each office shall include, but not be limited to duties prescribed by law and those additional duties set forth below. The president may assign additional duties to any officer as the president deems appropriate.

**1. President.** The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

**2. Vice president.** The vice president shall exercise the duties of the president in the absence or in capacity of the president. If the president should die, resign, or be removed from office, the vice president shall succeed to the office of the president.

**3. Secretary.** The secretary shall maintain all records of the corporation and shall prepare minutes, or review and propose approval of minutes prepared by staff, for all meetings of the Board of Directors.

**4. Treasurer.** The treasurer shall have custody of the funds of the corporation and shall maintain all financial records of the corporation. The treasurer shall report to the president and the Board of Directors on the financial status of the corporation.

**D.** One person may hold not more than two of the above offices, except that the offices of president and vice president and president and secretary may not be combined.

**E.** All officers shall serve without compensation except that they may be reimbursed for actual out-of-pocket expenses incurred in performance of the duties of their office. The person serving in the capacity of Executive Director of the corporation will not be considered an officer and therefore will be eligible to be compensated fairly for his or her services and shall be reimbursed for actual out-of-pocket expenses incurred in performance of the duties of this position.

## **VI. Miscellaneous.**

**A. Fiscal year.** The fiscal year of the corporation shall end on June 30.

**B.** In addition to any other powers provided herein or by law, the Board of Directors may authorize one or more officers of the corporation to execute and deliver instruments, open bank accounts, execute checks and drafts in the name of the corporation, make or obtain loans, and sell, assign, or pledge securities.

**C.** Whenever these bylaws require written notice to Directors, such notice shall be mailed or emailed to each Director's address as shown on the records of the corporation. In all cases, notice shall be deemed given on the date of mailing or emailing.

## **VII. Amendment.**

These bylaws may be amended by a vote of two-thirds of the entire Board of Directors at a duly called regular or special meeting of the Board, provided that written notice of the text of any proposed amendment must be given to each Director at least 10 days prior to the date of the meeting.

## **VIII. Counterparts.**

Corporate documents requiring the signature of more than one Director, officer, or employee may be signed in counterparts.

## **IX. Conflict of Interest Policy.**

**A. Purpose.** The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This 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, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, or a conflict of loyalty, 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 Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization 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 Organization 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. 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.

**3. Conflict of Loyalty.** Conflicts may also arise that do not involve financial gain. Officers and directors may have interests, affiliations, or loyalties, such as membership on other non- or for-profit boards, such that their loyalties are divided between the interest of the Organization and another interest. A conflict exists if the involvement or relationship of the officer or director is such that it reduces the likelihood that the officer or director can act in the best interest of the Organization.

### **C. Procedures**

**1. Duty to Disclose.** In connection with any actual or possible conflict of interest or loyalty, an interested person must disclose the existence of the financial interest or conflicting loyalty 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 Interest 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. Procedures 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. 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.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization 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.

**X. Nondiscrimination Policy.**

Harbor District, Inc. is a 501(c)(3) nonprofit organization. Harbor District is committed to providing an environment that is free from discrimination in employment and opportunity because of race, color, religion, creed, national origin, ancestry, disability, gender, sexual orientation, or age. It is our policy to:

(1) Strictly follow personnel procedures that will ensure equal opportunity for all people without regard to race, color, religion, creed, national origin, gender, sexual orientation, age, ancestry, marital status, disability, veteran or draft status;

(2) Make reasonable accommodations wherever necessary for all employees or applicants with disabilities, provided that the individual is otherwise qualified to safely perform the duties and assignments connected with the job and provided that any accommodations made do not require significant difficulty or expense.

(3) Thoroughly investigate instances of alleged discrimination and take corrective action if warranted;

(4) Be continually alert to identify and correct any practices by individuals that are at variance with the intent of this policy.

**XI. Whistleblower Policy.**

Harbor District is committed to maintaining a workplace where employees are free to raise good faith concerns regarding the Corporation's business practices, specifically:

- (1) Reporting suspected violations of law on the part of the Corporation, including but not limited to federal laws and regulations;
- (2) Providing truthful information in connection with an inquiry or investigation by a court, agency, law enforcement, or other governmental body; and
- (3) Identifying potential violations of Organization policy, specifically the policies contained in the Corporation's Policies and Procedures Manual or similar policy manual as it may exist from time to time.

An employee who wishes to report a suspected violation of law or Organization policy may do so confidentially by contacting the President of the Board of Directors.

The Corporation expressly prohibits any form of retaliation, including harassment, intimidation, adverse employment actions, or any other form of retaliation, against employees who raise suspected violations of law, cooperate in inquiries or investigations, or identify potential violations of Corporation policies. Any employee who engages in retaliation will be subject to discipline, up to and including termination.

Any employee who believes that he or she has been subjected to any form of retaliation as a result of reporting a suspected violation of law or policy should immediately report the retaliation to the president or the chair of the Organization's Board of Directors.

Reports of suspected violations of law or policy and reports of retaliation will be investigated promptly and in a manner intended to protect confidentiality, consistent with a full and fair investigation, the president or Chair of the Board of Directors will conduct or designate other internal or external parties to conduct the investigations. The investigating parties will notify the concerned individuals of their findings and prepare other reports as indicated by the circumstances. A summary of all such reports will be presented to the Board of Directors.

In the event that a report of a suspected violation of law or policy or retaliation involves an individual who reports to the president or the chair of the Board of Directors, or to staff who report directly to these officials, then that official will not participate in the investigation and other officials or their designees must conduct the investigation.

## **XII. Document Retention Policy.**

Harbor District shall retain records for the period of their immediate or current use, unless longer retention is necessary for historical reference or to comply with contractual or legal requirements. Records and documents outlined in this policy include paper, electronic files (including e-mail), and voicemail records regardless of where the document is stored, including network servers, desktop or

laptop computers, and handheld computers and other wireless devices with text messaging capabilities.

In accordance with 18 U.S.C. § 1519 and the Sarbanes-Oxley Act, the Corporation shall not knowingly destroy a document with the intent to obstruct or influence an "investigation or proper administration of any matter within the jurisdiction of any department or agency of the United States . . . or in relation to or contemplation of such matter or case." If an official investigation is underway or even suspected, or if a subpoena or other enforceable demand for records is received, document purging must stop in order to avoid criminal obstruction. The President of the Corporation will review the matter immediately and determine specifically which records must be treated as responsive to the investigation or demand for records.

END OF BYLAWS