

## BY-LAWS

### OF

#### THE MILWAUKE OUTREACH CENTER, INC.

##### ARTICLE I. PURPOSES, OPERATION

11 The Corporation is organized and shall be operated  
12 exclusively for the following, **which are** to be at all times  
13 within the charitable, educational, religious, or scientific  
14 purposes within the meaning of Section 501(c)(3) of the Internal  
15 Revenue Code, (1) to communicate to the City of Milwaukee and  
16 State of Wisconsin, in a meaningful and tangible way, genuine  
17 care and concern for people in crisis; (2) to provide emergency  
18 benevolence assistance and crisis hotline referral; (3) to work  
19 side by side with area agencies and churches to meet people's  
20 physical needs for food, clothing, rent, utilities and other  
21 human needs; funds will be matched with cooperating organiza-  
22 tions; this benevolence component of The Milwaukee outreach  
23 Center, Inc. will be referred to as "Operation Blessing"; and (4)  
24 with growth we are seeking creative and innovative means to  
25 improve the quality of life in our community.  
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*What is lacking  
in this list?*

*impacts*

##### ARTICLE II. OFFICES

30 SECTION 1. Principal office. The principal office of  
31 the Corporation in the State of Wisconsin shall be located at  
32 7905 West Appleton Avenue, City of Milwaukee, County of  
33 Milwaukee, State of Wisconsin 53218. The Corporation may change  
34 such principal office and may establish such other offices,  
35 either within or without the State of Wisconsin, as the Board of  
36 Directors may designate from time-to-time.

37 SECTION 2. Registered Office. The registered office  
38 of the Corporation required by the Wisconsin Business Corporation  
39 Law to be maintained in the State of Wisconsin may be, but need  
40 not be, identical with the principal office in the State of  
41 Wisconsin, and the address of the registered office may be  
42 changed from time-to-time by the Board of Directors.

##### ARTICLE III. BOARD OF DIRECTORS

47 SECTION 1. General Powers. The affairs of the  
48 Corporation shall be managed by its Board of Directors. The  
49 Board of Directors shall utilize and distribute the net earnings  
50 and principal funds of the Corporation solely in accordance with  
51 the purposes for which the Corporation was organized.

52 SECTION 2. Number, Tenure, Manner of Election and  
53 Qualifications. The Board of Directors of the Corporation shall  
54 consist of at least seven (7) but shall not exceed ten (10)

55 Directors at any time. Each director shall hold office until his  
56 successor shall have been appointed. Directors need not be  
57 residents of the State of Wisconsin.  
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*violation?*

61 SECTION 3. Regular and Annual Meetings. The Board of  
62 Directors shall schedule an annual meeting during the month of  
63 June for each year at a location chosen by the Directors. The  
64 Board may also provide, by resolution, the time and place, for  
65 the holding of regular meetings without other notice than such  
66 resolution.

violation ?

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68 SECTION 4. Special Meetings. Special meetings of the  
69 Board of Directors may be called by or at the request of the  
70 Chairman or the President or any five (5) Directors. The person  
71 or persons calling such meetings may fix any time or place for  
72 holding any special meeting of the Board of Directors called by  
73 them.

Does this mean 5 directors  
need to be present?

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75 SECTION 5. Notice. Notice of any annual meeting shall  
76 be given at least seventy-two (72) hours previously thereto, and  
77 notice of any special meeting shall be given at least forty-  
78 eight (48) hours previously thereto. Notice may be by oral or  
79 written notice delivered personally or mailed to each director at  
80 his last known address, or by telegram. If mailed, such notice  
81 shall be deemed to be delivered when deposited in the United  
82 States mail so addressed with postage thereon prepaid. If notice  
83 be given by telegram, such notice shall be deemed to be delivered  
84 when given to the telegraph company. Whenever any notice whatever  
85 is required to be given to any director of the Corporation under the  
86 provisions of these By-Laws or under the provisions of  
87 the Articles of Incorporation or under the provisions of any  
88 statute, a waiver thereof in writing, signed at any time, whether  
89 before or after the time of meeting, by the director entitled to  
90 such notice, shall be deemed equivalent to the giving of such  
91 notice. The attendance of a director at a meeting shall consti-  
92 tute a waiver of notice of such meeting except where a director  
93 attends a meeting and objects thereat to the transaction of any  
94 business because the meeting is not lawfully called or convened.  
95 Neither the business to be transacted at, nor the purpose of, any  
96 regular or special meeting of the Board of Directors need be  
97 specified in the notice or waiver of notice of such meeting.

violation ?

option available to  
John & Dave.

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99 SECTION 6. Quorum. A majority of the directors then  
100 in office shall constitute a quorum for the transaction of  
101 business at any meeting of the Board of Directors, but though  
102 less than such quorum is present at a meeting a majority of the  
103 directors present may adjourn the meeting from time-to-time  
104 without further notice.

violation ?

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106 SECTION 7. Manner of Acting. The act of the majority  
107 of the directors present at a meeting at which a quorum is  
108 present, shall be the act of the Board of Directors, unless the  
109 act of a greater number is required by these By-Laws or by law.  
110 Between meetings and other informal or other actions of the  
111 Board, an Executive Committee shall be authorized to take all  
112 actions the Board may take except for amending these By-Laws and  
113 such other matters as the Board determines.  
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Therefore 3 can make  
legal decision ?

116 SECTION 8. Removal of director. Any director may be  
 117 removed from office, either with or without cause, by the affirma-  
 118 tive vote of a majority of directors then in office taken at an  
 119 annual meeting, at any regularly scheduled meeting, or at a  
 120 special meeting of directors called for that purpose.

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 122 SECTION 9. Vacancies. Any vacancy occurring in the  
 123 Board of Directors may be filled by the affirmative vote of a  
 124 majority of the directors then in office at an annual meeting, at  
 125 any regularly scheduled meeting, or at a special meeting of  
 126 directors called for that purpose.

128 SECTION 10. Compensation. Subject to the provisions  
 129 of Article VI, Section 1, below, the Board of Directors, by  
 130 affirmative vote of a majority of the directors then in office,  
 131 and irrespective of any personal interest of any of its members  
 132 may establish reasonable compensation of all directors for  
 133 services rendered to the Corporation as directors, officers or  
 134 otherwise, or may delegate such authority to an appropriate  
 135 committee.

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 137 SECTION 11. Presumption of Assent. A director of the  
 138 Corporation who is present at a meeting of the Board of Directors  
 139 or a committee thereof at which action on any corporate matter is  
 140 taken shall be presumed to have assented to the action taken  
 141 unless his dissent shall be entered in the minutes of the meeting  
 142 or unless he shall file his written dissent to such action with  
 143 the person acting as the secretary of the meeting before the  
 144 adjournment thereof or shall forward such dissent by registered  
 145 mail to the Secretary of the Corporation immediately after the  
 146 adjournment of the meeting. Such right to dissent shall not  
 147 apply to a director who voted in favor of such action.

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 149 SECTION 12. Rules and Informal Action. Meetings and  
 150 all activities of the Board, the Executive Committee and other  
 151 corporate committees and commissions shall be conducted according  
 152 to the current edition in effect of Roberts Rules of order,  
 153 except where inconsistent with the terms of the Articles of  
 154 Incorporation or these By-Laws, in which event the Articles or  
 155 By-Laws shall govern, provided that any action required or  
 156 permitted to be taken at any meeting of the Board of Directors or  
 157 any committee or commission may also be taken without a meeting  
 158 if a consent in writing setting forth the action so taken shall  
 159 be signed by all of the directors or members of such committee or  
 160 commission.

#### 162 ARTICLE IV. OFFICERS

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 164 SECTION 1. Principal Officers. The principal officers  
 165 of the Corporation shall be a Chairman, a President, a Vice-  
 166 President, a Secretary and a Treasurer, each of whom shall be elected  
 167 by the Board of Directors. Such other officers and assistant officers as

*Resolution?*

168 may be deemed necessary may be elected or appointed by the Board  
169 of Directors. Any two or more offices may

172 be held by the same person, except the offices of President and  
173 Secretary and President and Vice President.

175 SECTION 2. Election and Terms of Office. The officers  
176 of the Corporation to be elected by the Board of Directors shall  
177 be elected annually by the Board of Directors at its annual  
178 meeting. If the election of officers shall not be held at such  
179 meeting, such election shall be held as soon thereafter as  
180 conveniently may be. Each officer shall hold office until his  
181 successor shall have qualified or until his death or until he  
182 shall resign or shall have been removed in the manner provided  
183 hereinafter.

184 SECTION 3. Removal. Any officer or agent elected or  
185 appointed by the Board of Directors and all employees and others  
186 serving the Corporation, regardless of how elected, appointed  
187 hired or retained may be removed by the Board of Directors when-  
188 ever in its judgment the best interest of the Corporation will be  
189 served thereby, but such removal shall be without prejudice to  
190 the contract rights, if any, of the person so removed. Election  
191 or appointment shall not, of itself, create contract rights.

193 SECTION 4. Vacancies. A vacancy in any principal  
194 office because of death, resignation, removal, disqualification  
195 or otherwise, shall be filled by the Board of Directors for the  
196 unexpired portion of the term.  
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] violation

200 SECTION 5. Chairman. The Chairman shall be a non-  
201 elected, appointed position on the Board of Directors. The  
202 Chairman shall be a non-voting position. The Chairman shall  
203 preside over meetings of the Board of Directors and shall have  
204 such other duties as the Board directs from time-to-time. In the  
205 event that the Chairman is absent or otherwise unable to act, the  
President shall perform the Chairman's duties.

violation

206 SECTION 6. President. The President shall be the  
207 principal executive officer of the Corporation, subject to the  
208 control of the Board of Directors, shall in general supervise and  
209 control all of the business and affairs of the Corporation. He,  
210 as chairman or in the Chairman's absence, shall, when present,  
211 preside at all meetings of the Board of Directors. He may sign,  
212 with the Secretary or any other proper officer of the Corporation  
213 thereunto authorized by the Board of Directors, any deeds,  
214 mortgages, bonds, contracts, or other instruments which the Board  
215 of Directors has authorized to be executed, except in cases where  
216 the signing and execution thereof shall be expressly delegated by  
217 the Board of Directors or by these By-Laws or some other law to  
218 be otherwise signed or executed, and in general shall perform all  
219 duties incident to the office of President and such other duties  
220 as may be prescribed by the Board of Directors from time to time  
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violation

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SECTION 7. Vice President. In the absence of the

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President or in the event of his death or inability to act, the Vice President or if there shall be more than one, the Vice Presidents in the order determined by the Board of Directors, shall perform the duties of the President, and when so acting,

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shall have all the powers of and be subject to all the restrictions upon the President. The Vice President or Vice Presidents, as the case may be, shall perform such other duties and have such other powers as the Board of Directors may from time-to-time prescribe.

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SECTION 8. Secretary. The Secretary shall: (a) keep any minutes of the Board of Directors' meetings in one or more books provided for the purpose; (b) see that all notices are duly given by law; (c) by <sup>be</sup> custodian of the corporate books and records of the Corporation; and (d) in general, 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.

*resolution*

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SECTION 9. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all 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 these By-Laws; and (b) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time-to-time may be assigned to him by the President or by the Board of Directors.

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ARTICLE V. INDEMNIFICATION

SECTION 1. Definitions Relating to Indemnification. For the purposes of this Article V, the following terms shall have the meanings ascribed to them in this section:

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a) "director or officer" shall mean any of the following:

(i) a natural person who is or was a director of the Corporation

(ii) a natural person who, while a director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another Corporation or foreign Corporation, partnership, joint venture, trust or other enterprise; a natural Person who, while a director

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or officer of the Corporation, is or was serving an employee benefit plan because his or her duties to the Corporation also imposed duties on, or otherwise involved services by, the person to the plan or to participants in or beneficiaries of the plan;

(iv) unless the context requires otherwise, the estate or personal representative of a director or officer.

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(b) "Expenses" shall include fees, costs, charges, disbursements, attorney fees and any other expenses incurred in connection with a proceeding.

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(c) "Liability" shall include the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including any excise tax assessed with respect to an employee benefit plan, and reasonable expenses.

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(d) "Party" shall mean a natural person who was or is, or is threatened to be made, a named defendant or respondent in a proceeding.

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(e) "Proceeding" shall mean any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involved foreign, federal, state or local law and which is brought by or in the right of the Corporation or by any other person.

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## SECTION 2. Mandatory Indemnification.

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(1) The Corporation shall indemnify a director or officer to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the director or officer was a party because he or she is a director or officer.



- 326 (2) In cases not included under subparagraph 1, above,  
327 the Corporation shall indemnify a director or officer, against  
328 liability incurred by the director or officer, in a proceeding to  
329 which the director or officer was a party because he or she is a  
330 director or officer of the Corporation, unless liability was  
331 incurred because the director or officer breached or failed to  
332 perform a duty he or she owes to the Corporation and the breach  
333 or failure to perform constitutes any of the following:  
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- 335 (a) A willful failure to deal fairly with the  
336 corporation or its members in connection with a matter in  
337 which the director or officer has a material conflict of  
interest.
- 340 (b) A violation of criminal law, unless the  
341 director or officer had reasonable cause to believe his or  
342 her conduct was lawful or no reasonable cause to believe his  
or her conduct was unlawful.

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- 346 (c) A transaction from which the director or  
347 officer derived an improper personal profit.
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- 349 (d) Willful misconduct.
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- 351 Determination of whether indemnification is required under  
352 this subparagraph shall be made under the provisions of Section  
353 hereof. The termination of a proceeding by judgment, order,  
354 settlement or conviction, or upon a plea of no contest or an  
355 equivalent plea shall not, by itself, create a presumption that  
356 indemnification of the director, officer, employee or agent is  
357 not required under this subparagraph.
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- 359 (3) A director, officer, employee or agent who seeks  
360 indemnification under this section shall make a written request  
361 to the Corporation.
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- 363 (4) Indemnification under this section is not required  
364 if the director or officer has previously received  
365 indemnification or allowance of expenses from any person,  
366 including the Corporation, in connection with the same  
367 proceeding.
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369 SECTION 3. Determination of Right to Indemnification.

370 Unless provided otherwise by written agreement between the director  
371 or officer and the Corporation, the director or officer  
372 seeking indemnification under subparagraph 2 of Section 2 hereof,  
373 shall select one of the following means for determining his or  
374 her right to indemnification:

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- 376 (a) By majority vote of a quorum of the Board of

377 Directors consisting of directors not at the time parties to  
378 the same or related proceedings. If a quorum of disinter-  
379 ested directors cannot be obtained, by majority vote of a  
380 committee duly appointed by the Board of Directors and  
381 consisting solely of two or more directors not at the time  
382 parties to the same or related proceedings. Directors who  
383 are parties to the same or related proceedings may partici-  
384 pate in the designation of members of the committee.  
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386 (b) By independent legal counsel selected by a  
387 quorum of the Board of Directors or its committee in the  
388 manner prescribed in subparagraph (a) or, if unable to  
389 obtain such a quorum or committee, by a majority vote of the  
390 full Board of Directors, including directors who are parties  
391 to the same or related proceedings.  
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393 (c) By a panel of three arbitrators consisting of  
394 one arbitrator selected by those directors entitled under  
subparagraph (b) to select independent legal counsel, one  
ig arbitrator selected by the director or officer seeking  
397 indemnification, and one arbitrator selected by the two  
398 arbitrators previously selected.  
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(d) By affirmative vote of members as provided in  
403 Section 181.17 of the Wisconsin Statutes, if there are  
404 members having voting rights. Membership rights owned by o  
405 voted under the control of persons who are at the time  
406 parties to the same or related proceedings, whether as  
407 plaintiffs or defendants or in any other capacity, may not  
408 be voted in making the determination.  
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410 (e) A court as provided in Section 6 hereof.  
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412 (f) By any other method provided in any  
413 additional right to indemnification permitted under Section 5  
414 hereof.

415 SECTION 4. Allowance of Expenses as Incurred. Upon  
416 written request by a director or officer who is a party to a  
417 proceeding, the Corporation shall pay or reimburse his other  
418 reasonable expense as incurred if the director, officer, employee  
419 or agent provides the Corporation with all of the following:  
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421 (a) A written affirmation of his or her good  
422 faith belief that he or she has not breached or failed to  
423 perform his or her duties to the Corporation.  
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425 (b) A written undertaking, executed personally or  
426 on his or her behalf, to repay the allowance and, to pay  
427 reasonable interest on the allowance to the extent that it  
428 is ultimately determined under Section 3 hereof that indem-  
429 nification under Section 2 hereof is not required and that



indemnification is not ordered by a court under Section 6 hereof. The undertaking under this subparagraph shall be an unlimited general obligation of the director or officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be unsecured.

SECTION 5. Additional Rights to Indemnification and Allowance of Expenses.

- (1) Except as provided in paragraph (2) of this Section 5, the provisions of section 2 and Section 4 hereof do not preclude any additional right to indemnification or allowance of expenses that a director or officer may have under any of the following as may be provided for pursuant to Section 9 hereof:
  - (a) the written agreement between the director or officer and the Corporation;
  - (b) a resolution of the Board of Directors;
  - (c) a resolution, after notice, adopted by a majority vote of members who are entitled to vote if the Corporation should at any time have voting members.
- (2) Regardless of the existence of an additional right to indemnification or allowance of expenses, the Corporation shall not indemnify a director or officer, or permit a director

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or officer to retain any allowance of expenses unless it is determined by or on behalf of the Corporation that the director or officer did not breach or fail to perform a duty he or she owes to the Corporation which constitutes conduct under subparagraphs 2(2)(a), (b), (c) or (d). A director or officer who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this subparagraph. None of the provisions contained in this Article V shall affect the Corporation's power to pay or reimburse expenses incurred by a director or officer in any of the following circumstances:

- (a) as a witness in a proceeding to which he or she is not a party;
- (b) as a plaintiff or petitioner in a proceeding because he or she is or was an employee, agent, director or officer of the Corporation.

SECTION 6. Court Ordered Indemnification. Except as provided otherwise by written agreement between the director or officer and the Corporation, a director or officer who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. Application shall be made for an initial determination by the court under the provisions of paragraph 3(e)

or for review by the court of an adverse determination under paragraphs 3(a), (b), (c), (d), or (f).

487 SECTION 7. Contract. The assumption by a person of a  
488 term of office as a director or officer, of the Corporation or,  
489 at the request of the Corporation, as a director or officer of  
490 another Corporation, partnership joint venture, trust or other  
491 enterprise, and the continuance in office or service of those  
492 persons who are any such directors, officers, employees or agents  
493 of the adoption of this Article, shall constitute a contract  
494 between such person and the Corporation entitling him during such  
495 term of office or service to all of the rights and privileges of  
496 indemnification afforded by this Article as in effect as of the  
497 date of his assumption or continuance in such term of office or  
498 service, but such contract shall not prevent, and shall be  
499 subject to modification by, amendment to this Article at any time  
500 prior to receipt by the Corporation of actual notice of a claim  
501 giving rise to any such person's entitlement to indemnification  
502 hereunder.

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504 SECTION 8. Insurance. The Corporation shall have  
505 power to purchase and maintain insurance on behalf of any person  
506 who is or was a director, officer, employee or agent of the  
507 corporation against any liability asserted against and incurred  
508 by him in any such capacity or arising out of his status as such,  
509 whether or not the Corporation would have the power to indemnify  
510 him against such liability under the provisions of this Article  
511 or Sections 181.041 through 181.051 of the Wisconsin Nonstock  
512 Corporation Law.

514 SECTION 9.  
Indemnification.  
Except as provided in  
515 Paragraph 2 of Section 5,  
or as prohibited by law, the  
516 Board of Directors may, by  
resolution, provide for or may 517  
authorize contracts  
providing for indemnification of officers,  
518 directors or other  
employees or agents upon such terms as  
519 the Board, in its discretion  
considers appropriate, including 520  
terms that expand the  
rights provided under this Article V.

523 SECTION 10. Self-  
Dealing. Notwithstanding any other  
524 provision of this  
Article to the contrary, no person shall  
525 be entitled to  
indemnification hereunder if such

26 indemnification or the payment by the Corporation of  
27 any monies in connection therewith constitutes, or  
28 would constitute, an act of "self-dealing" within the  
29 meaning of Section 4941 of the Internal Revenue Code  
30 of 1986 or any successor provision thereto. The  
31 Corporation shall have the right to rely on a written  
32 opinion of independent legal counsel with respect to any  
33 determination of "self-dealing" hereunder which shall  
34 be binding and conclusive unless a contrary  
35 determination shall be made in any administrative or  
36 court proceeding and the time for appeal by either party  
37 to such proceeding shall have expired. If the  
38 Corporation shall have made any payment under this  
39 Article prior to a determination that such payment  
40 constitutes an act of "self-dealing," the person to whom  
41 or for whose benefit such payment was made shall  
42 repay the amount thereof to the Corporation on demand  
43 if it should subsequently be determined that such  
44 payment constituted an act of "self-dealing." Nothing  
45 herein shall be construed as placing upon the  
46 Corporation an obligation to contest by court or  
47 administrative proceedings, or otherwise, any assertion  
48 pursuant to this Article constitutes an act of "self-  
dealing."

49 SECTION 11. Effect of Invalidity. The invalidity or  
50 unenforceability of any provision of this Article shall  
51 not affect the validity or enforceability of any other  
52 provision of this Article or of these By-Laws.

#### ARTICLE VI. MISCELLANEOUS

53 SECTION 1. Seal. The Corporation shall not have a  
54 corporate seal, and the words, "no corporate seal" shall  
55 be inserted in any document where a corporate seal  
yyyyy

556 would normally be  
placed.

557 SECTION 2.  
Amendment. These By-Laws may be  
558 amended or repealed  
by vote of a majority  
of the  
Members of the Board  
of Directors then in  
office.

DATED: This \_\_\_\_\_  
day of February, 1991. \_\_\_\_\_ 12th  
"No Corporate Seal" \_\_\_\_\_

*Last updated  
(negligence)*