

**BYLAWS
OF
WATER TOWER HISTORIC NEIGHBORHOOD, INC.**

**ARTICLE I
PRINCIPAL OFFICE**

The principal office of the corporation shall be located in the City of Milwaukee, Wisconsin.

ARTICLE II

Section 1. Number and Qualification. The Board of Trustees shall consist of at least three (3) but not more than twenty-five (25) persons. Those persons elected by the members of the corporation as officers shall automatically serve as trustees. Trustees shall be elected to terms not to exceed three (3) years in such a manner that approximately one-third (1/3) of the terms of the members of the Board of Trustees shall expire at each annual meeting of the Board of Trustees. After serving two three-year terms, an expiration of one year is required prior to a member being eligible to be elected to another term, although the filling of an unexpired, vacated position does not count toward the two three-year limit, nor does service as an officer of the corporation. Also, to the extent practicable, the Board of Trustees shall be composed of representatives of the three (3) area regions known as Area 1 (LaFayette Place to North Avenue), Area 2 (North Avenue to Newberry Boulevard) and Area 3 (Newberry Boulevard to Edgewood Avenue) as bounded on the east by Lake Michigan and to the west by Summit Avenue, Lake Drive and Downer Avenue, respectively, and in such a manner as to effectuate substantially equal representation from the aforesaid areas.

Section 2. Election of Trustees.

(a) Nominating Committee. The Nominating Committee shall consist of three (3) trustees, one from each area, and the immediate past President who will serve without vote. The trustees shall be chosen by the President subject to approval by the Board of Trustees at the last trustee meeting preceding the summer recess. The Committee Chairperson shall be selected by the Committee.

(b) Candidates. For each trustee position to be filled, the Nominating Committee shall propose a slate of one or more candidates to the trustees at the trustee meeting preceding the annual meeting. Additional nominations may be made by the members at the annual meeting.

(c) Elections. At the annual meeting of the corporation scheduled for the first Wednesday of November, the members shall elect by their affirmative vote successors to those members of the Board of Trustees whose terms expire at the end of that year.

(d) Succession. The trustees so elected shall assume their offices and duties on January 1 following the regularly scheduled annual meeting of the corporation.

Section 3. Vacancies. Any vacancy occurring in the Board of Trustees may, but need not, be filled (unless the effect of the vacancy would reduce the number of Trustees below three per area) by the affirmative vote of the Board of Trustees, at any regular meeting or a special meeting of the Board of Trustees called for such purpose. Their term of any person so named shall be co-extensive with the term of his predecessor.

Section 4. Executive Committee. The Executive Committee shall consist of a President, President-Elect, immediate Past-President, Vice-President Membership, Vice-President Special Events, Vice-President Communications, Treasurer, and Recording Secretary and shall manage the affairs of the corporation subject, however, to the provisions of these Bylaws. The existence and operation of the Executive Committee shall not operate to relieve the Board of Trustees, or any member thereof, of any responsibility imposed by law.

Section 5. Other Committees. The Board of Trustees may select such other committees, which may consist of trustees and other persons, with such functions and authority as the Board of Trustees may deem appropriate. All committee members shall serve until the end of the fiscal year in which they were appointed, and until successors have been nominated by the President and approved by the Board of Trustees.

Section 6. Advisory Members. The Board of Trustees may from time to time elect such advisory members to the Board of Trustees for such terms as it shall deem appropriate. Such advisory members shall serve without vote and shall be disregarded for quorum purposes.

Section 7. Salaries and Compensation. The Board of Trustees, by the affirmative vote of the trustees then in office, and irrespective of any personal interest of its members, shall have authority to establish reasonable compensation of all personnel for service rendered, or to be rendered, to the corporation as officers or otherwise; provided, however, that no member of the Board of Trustees shall be entitled to compensation for his service as a Trustee.

ARTICLE III BOARD OF TRUSTEES MEETINGS

Section 1. Regular Meetings. Regular and annual meetings of the Board of Trustees of the corporation shall be held at such time and place either within or without the State of Wisconsin, as the Board of Trustees may designate, or in the absence of designation by the Board, as the President shall designate. Unless some other date in the month of November is designated by the Board of Trustees or the President, an annual meeting of the Board of Trustees shall be held without other notice than this Bylaw on the first Wednesday of November of each year at the principal office of the corporation at seven o'clock p.m. for the purpose of considering the long-range goals of the corporation and for the transaction of such business as may come before the meeting. In the event of failure, through oversight or otherwise, to hold the annual meeting of trustees in any year on the date herein provided, the meeting, upon waiver of notice or upon due note, may be held at a later date, and any business transaction at such meeting shall be as valid and effectual as if it had or was transacted at the annual meeting on the date herein provided.

Section 2. Special Meetings. Special meetings of the Board of Trustees may be held at any time and at any place, either within or without the State of Wisconsin, as may be specified in the call of such meeting, on call of the President or the Recording Secretary of the corporation. Any business may be transacted at any such special meeting without specification in the notice thereof.

Section 3. Notice of Meetings; Waiver of Notice. Notice of all regular and special meetings of the Board of Trustees (other than the annual meeting) shall be given to each trustee by delivering notice, orally or in writing, to each trustee personally, at least forty-eight (48) hours before the time set for such meetings or, if notification is by mail, by mailing such notice at least seventy-two (72) hours before the time appointed for such meeting. Such notice may be waived before, at, or after any such meeting, and the presence of any trustee at any meeting shall constitute waiver of notice by him.

Section 4. Quorum. Except as otherwise provided by law, a majority of the number of trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but a majority of the trustees present (though less than such quorum) may adjourn the meeting from time to time without further notice. Unexcused absence by a trustee from three (3) consecutive meetings or five (5) meetings in a one (1) year period shall constitute grounds for removal from office. Upon such occurrence, the President shall have the authority to declare the position vacant.

Section 5. Manner of Acting. Except where a larger number is required by law or in the Articles of Incorporation or Bylaws, the act of a majority of the trustees present at a duly constituted meeting at which there is a quorum shall be the act of the Board of Trustees.

Section 6. Informal Action Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provisions of law may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by 2/3 of the trustees then in office.

ARTICLE IV OFFICERS

Section 1. Officers. The officers of the corporation shall consist of a President, immediate past President, President-Elect, Vice-President Membership, Vice-President Special Events, Vice-President Communications, Recording Secretary and Treasurer and any such other officers and assistant officers as may be elected by the Board of Trustees.

Section 2. Procedure for Election of Officers.

(a) Candidates. A nominating Committee appointed by the President shall propose a slate of one or more candidates for each office of the corporation to the membership at the annual meeting. Additional nominations may also be proposed at that time by the membership.

(b) Election. At the annual meeting of the corporation, the membership shall elect officers of the corporation from the candidates nominated at the prior regular membership meeting. Election shall be by affirmative vote.

(c) Succession. Each officer so elected shall hold office for one year beginning on the January 1 following the regularly scheduled annual meeting of the corporation until a successor shall have been duly elected or until death, resignation, or removal in the manner provided by law.

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

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

(a) President. The President shall perform all duties incident to the office of President. He shall, when present, preside at all meetings of the Board or Trustees. The President shall appoint all standing and special committees subject to the approval of the Board of Trustees. All committees shall serve at the pleasure of the President. The President, upon expiration of his term, shall serve for one year as a trustee at large. He shall, in general, perform all duties incident to the office and such other duties as from time to time may be assigned to him by the President or the Board of Trustees.

(b) President-Elect. In the absence of the President or in the event of death, inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall in general perform all duties incident to the office and such other duties as from time to time may be assigned to him by the President or the Board of Trustees.

(c) Vice-President Membership. In the absence of the President-Elect or in the event of death, inability or refusal to act, the Vice-President Membership shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President Membership shall (i) keep a register of the post office address of all paid members; (ii) collect annual membership dues; (iii) in general perform all duties incident to the office and such other duties as from time to time may be assigned to him by the President or the Board of Trustees.

(d) Vice-President Special Events. The Vice-President Special Events shall be responsible for (i) the annual holiday party; (ii) in general perform all duties incident to the office and such other duties as from time to time may be assigned to him by the President or the Board of Trustees.

(e) Recording Secretary. The Recording Secretary shall (i) see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; (ii) keep the minutes of all meetings of the Board of Trustees, General Membership and Executive Committee; (iii) be custodian of the corporate records and of the seal, if any, of the corporation

and see that the seal, if any, of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal, if any, is duly authorized; (iv) in general perform all duties incident to the office and such other duties as from time to time may be assigned to him by the President or the Board of Trustees.

(f) Vice-President Communications. The Vice President-Communications shall be responsible for developing procedures, strategies, tactics and messages to communicate HWTN positions and other information to its members, other residents, media, government officials and the general public. The Vice President-Communications shall coordinate use of HWTN's website and other communications vehicles other than the monthly agenda, minutes and correspondence.

(g) Treasurer. The Treasurer shall (i) have charge and custody of and be responsible for all funds of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever; and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (ii) in general perform all duties incident to the office and such other duties as from time to time may be assigned to him by the President or the Board of Trustees.

(h) Other Officers. All other officers shall have such duties and responsibilities as from time to time may be assigned to them by the President or the Board of Trustees.

ARTICLE V LIABILITY OF OFFICERS AND TRUSTEES

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

ARTICLE VI CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Trustees may authorize any officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Trustees. Such authority may be general or confined to specific instances. No loans may be made to any officer or trustee of the corporation, directly or indirectly.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be

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

ARTICLE VII MEMBERS

The corporation shall have three (3) classes of membership. All officers, trustees and members shall reside within the geographic area described in Article II of the Bylaws in order to qualify for their respective positions subject, however, to the following: commercial members shall be deemed qualified if they maintain and operate a business within the geographical area described in Article II. Membership in the classes other than commercial may be accepted from outside of the geographical area described in Article II. However, those members shall not have the voting rights set forth below. The classes of membership and their respective votes shall be as follows:

Family membership	2 votes
Single membership	1 vote
Commercial membership	1 vote

Payment of such annual fee as may be determined by the Board of Trustees for each class shall be a prerequisite to obtaining membership. Members shall be entitled to receive notification of all regular and special membership meetings, shall have the voting rights provided for in the Bylaws, but shall not have any other rights not specifically provided for in the Bylaws.

ARTICLE VIII MEMBERSHIP MEETING

Section 1. Regular Meetings. Regular and annual meetings of the members of the corporation shall be held at such time and place either within or without the state of Wisconsin, as the Board of Trustees may designate, or in the absence of designation by the Board, as the President shall designate. Unless some other date in the month of November is designated by the Board of Trustees or the President, an annual meeting of the members shall be held on the first Wednesday of November of each year at the principal office of the corporation at seven o'clock p.m., for the purpose of electing successor trustees and officers and for the transaction of such other business as may come before the meeting. Members in good standing shall be allowed to cast their vote by written proxy at the annual meeting. In the event of failure, through oversight or otherwise, to hold the annual meeting of members in any year on the date herein provided, the meeting, upon waiver of notice or upon due notice, may be held at a later date, and any election or business transacted at such meeting shall be as valid and effectual as if it had been transacted at the annual meeting on the date herein provided. All meetings of the corporation shall be governed by the most recent edition of Robert's Rules of Order.

Section 2. Special Meetings. Special meetings of the members may be held at any time and at any place, either within or without the State of Wisconsin, as may be specified in the call of such meeting, on call of the President or the Recording Secretary of the corporation. Any business may be transacted at any such special meeting without specification in the notice thereof.

Section 3. Notice of Members' Meetings. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than two (2) nor more than thirty (30) days before the date of the meeting, either personally or by mail, to each person entitled to vote at such meeting. In lieu of such notice, notice may be given by publishing the same as a class 2 notice, under Ch. 985, Wis. Stats., near the principal office of the corporation.

Section 4. Quorum. Except as otherwise provided by law, members holding one-tenth (1/10th) of the votes entitled to be cast shall constitute a quorum for the election of trustees and the transaction of business at any meeting of the members, but a majority of the members present (though less than such quorum) may adjourn the meeting from time to time without further notice.

Section 5. Manner of Acting. Except where a larger number is required by law or in the Articles of Incorporation or Bylaws, the act of a majority of the members present at a duly constituted meeting at which there is a quorum shall be the act of the members.

ARTICLE IX FISCAL YEAR

The fiscal year of the corporation shall end on the 31st day of December of each calendar year.

ARTICLE X AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws may be adopted by the Board of Trustees at any regular or special meeting of the Board of Trustees by a vote of a majority of the trustees. Amendments or new Bylaws shall require approval by the membership at the next scheduled membership meeting.