

Harambee Neighborhood Improvement District (NID) Bylaws

ARTICLE I

Purpose

Section 1.1. General Purposes: The Harambee Neighborhood Improvement District (NID) is organized for providing owner-occupants and neighborhood-based homeowners of the Harambee NID funds to conduct essential repairs to their homes and provide local jobs to stabilize property values and homeownership in the defined area, with the goal of full occupancy.

Section 1.2. Voting Members: The Harambee NID's voting members shall consist of all those who reside in or own residential property within the NID boundaries, which support the purpose statement in Article 1, Section 1. These members shall have the right and power to elect a Board of Directors ("the Board") with a quorum of at least 15 individuals.

Section 1.3. Annual Meeting: An annual meeting shall be held on the second Saturday in the month of March every year, at which eligible members shall elect new Board members to replace the Board members whose terms have expired, with one vote allocated to each member present. A vote shall be held immediately following the meeting, with voting staying open for duration of at least two hours. The meeting shall be held at a location within the NID as set by the Board. Voting shall be overseen, and votes counted, by the Administrator or Administrating Agency, with the vote total being certified.

Section 1.4. Advocacy and Lobbying: The Harambee NID shall not be restricted from advocating for policies and legislation – particularly any bill, ordinance or program that would provide resources to members for remediation of health hazards, essential repairs or property tax forgiveness – that further its mission, by the passage of a resolution within a 2/3 vote of the members present. The NID is expressly prohibited from supporting or endorsing political candidates at any level of government.

ARTICLE II

Board of Directors

Section 2.1. General Powers: As the steward of the public trust, the Board shall be responsible for governance and the ongoing process of due diligence to assure the health, safety, welfare, and effectiveness of the Harambee NID. The Board shall have the power to govern the affairs of the NID and to delegate any such powers to Committees, as it deems appropriate, judicious, and in keeping with policies, it establishes that define the Board's scope of authority and limitations.

Section 2.2 Duties: Without limiting the broader duties of the Board, specific responsibilities of the Board shall include:

- Ensure the goals and objectives of the NID are executed in goodwill with transparency;
- Evaluate and monitor programs;
- Request documentation necessary to adequately determine financial eligibility of any applicant
- Authorize, monitor and terminate any third-party contracts;
- Develop and maintain a list of preferred and vetted third-party contractors, starting with contractors approved by the City of Milwaukee;
- Ensure bidding for granted work is competitive and rates are reasonable;
- Develop and maintain a list of city and other grant/loan programs to assist residents in addition to/in lieu of grant funds;
- Provide residents with resources and education, and developing strategic relationships with other organizations, with the goal of moving renters into homeownership;
- Approve an annual budget;
- Monitor finances and ensure adequate resources are available to the NID;
- Authorize all legal documents; and
- Present an annual report at the annual meeting.

Section 2.3. Number of Board Members: The Board shall consist of no less than six (6) voting members and no more than eight (8) voting members and no more than two additional (2) non-voting members, not including the Past Chair. Only Board Members who own or occupy real property within the NID boundaries shall be voting members of the Board. All voting members of the Board shall provide proof to the NID Executive Director prior to taking office that they own or occupy real property within the NID boundaries. Furthermore, any Board Member who ceases to own or occupy real property within the NID boundaries shall promptly disclose the same in writing to the NID Chairperson and shall immediately cease being a voting member of the Board. All Board Members shall have identical responsibilities, as it relates to meeting attendance and vetting of proposals. Members of the Board shall adhere to all policies and procedures established by the Board.

Section 2.4. Tenure: Voting Board Members shall serve a term of one (1) year from the date of their election. Voting Board Members shall take office following the swearing in by the City of Milwaukee City Clerk's Office.

Section 2.5. Conflicts of Interest: Board members are restricted from benefiting from their position, financially or otherwise expecting the reasonable and appropriate compensation described in Section 2.5. The NID is prohibited from entering into a business relationship or executing transactions of any type with any company or organization in which a Board Member holds a personal or material financial interest. The NID may not make grants to any current Board Members, and Board Members may not apply for such grants on behalf of any business or organization in which they have a financial interest.

In the event a Board Member or a Board Member's immediate family member has an actual or potential conflict of interest, including but not limited to direct or indirect proposed transactions, grants or other payments, the Board Member shall promptly disclose the material facts of the conflict in writing to the Board, as a matter of record. When any such conflict becomes relevant to any subject requiring action by the Board or any of its committees, councils, task forces or other bodies the Board Member having conflict shall not vote on the subject to which the conflict of interest applies, nor attempt to influence the vote of any other Board Member. In a situation of conflict, the Board Member who has conflict shall not be counted in determining a quorum. In such an instance, the Board Member who has conflict shall state the nature of the conflict and be subject to questions of other Board Members regarding the conflict, to allow the Board to make an impartial decision on the subject. After any disclosure and pertinent discussion, a vote shall be taken with the action carried by a majority of distinguished Board Members, who must constitute a quorum. Meeting minutes shall reflect the disclosure that the interested Board Member abstained from voting and was not counted in the quorum, as it relates to the subject.

Section 2.6. Composition of the Board: Board members shall be sought from those who own or occupy real property within the boundaries of the NID. Non-voting Board members may reside outside the NID.

Section 2.7. Nomination and Election: New Board Members shall be elected by the members in good standing of the NID. The attendance of all voting members shall be taken and noted by the Secretary as soon as the annual meeting commences. The Board Members will be elected by a plurality of the members present at the annual meeting. The newly elected Board of Directors shall, upon being sworn in by the City of Milwaukee City Clerk or his/her designee enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

Section 2.9. Vacancies: Any vacancy occurring on the Board by reason of resignation, removal, death, or otherwise shall be filled, upon special election, by the affirmative vote of a majority of the remaining members of the Board. A Board Member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. The term of office of a Board Member elected to fill a vacancy shall commence upon being sworn in by the City of Milwaukee City Clerk or his/her designee.

Section 2.10. Resignation: A Board Member may resign at any time by filing a written resignation with the Chair of the Board.

Section 2.11. Removal: The Board may remove any Officer or Board Member for cause by two-thirds (2/3) of all Board Members then in office, at any regular or special meeting of the Board,

provided that a statement of the reasons shall have been mailed by Registered Mail to the Officer or Board Member proposed for removal at least thirty (30) days before the Board takes any final action. This statement shall be accompanied by a notice of the time when and the place where the Board is to take action on the removal. The Officer or Board Member shall be given an opportunity to be heard, and the matter considered by the Board of the time and place mentioned in the notice.

ARTICLE III Officers of the Board

Section 3.1. Positions: There shall be four (4) elected officers of the Board: Chair, Vice-Chair, Secretary, and Treasurer. No two offices may be held by the same person.

Section 3.2. Nomination and Election: Officers shall be drawn from among the members of the Board. The election of Officers shall be held at the next scheduled board meeting. Chair and Vice-Chair, Secretary, and Treasurer shall be elected by a majority of the Board present at the meeting of the Board. The newly elected officers shall take office and the term of office shall be one year.

Section 3.3. Chair: The Chairperson shall preside at all meetings of the Board, in accordance with the rules of order established in Article IX, and shall be reasonable to ensure that all resolutions of the Board are carried into effect, except where that responsibility is assigned to another Board Member; they shall also appoint all committee chairs.

Section 3.4. Vice-Chair: The Vice-Chairperson will, in the absence of the Chairperson, or in the event of their inability to act, carry out the responsibilities of the chair.

Section 3.5 Treasurer: The Treasurer shall be the principal financial officer, and shall oversee all financial transactions; they shall keep financial books and records for the NID and shall ensure that all payments due by the NID are paid, as well as ensuring that all monies due the NID are received, and receipts are given; they shall also be responsible for submitting an annual financial statement and furnishing accountings on all financial matters to the Board.

Section 3.6. Secretary: The Secretary shall keep minutes of the meetings of the Board, see that notices are duly given in accordance with the provisions of these bylaws and oversee the NID records, including a register of the names, addresses, email addresses and phone numbers of the Board Members, and a list of authorized contractors, homeowners resources and partner organizations, as laid out in Section 2.2.

Section 3.7. Immediate Past Chair: In the event that the term limit of the individual who is Immediate Past Chair shall have expired, the Board shall have the authority to retain this individual on the Board, as a non-voting member, in the position of Immediate Past Chair, until such a time as another individual holds said office.

Section 3.8. Succession: In cases of temporary absence or resignation, the succession shall be Vice-Chair, Treasurer, and then Secretary. In the event that the elected Chair is unable to fulfill his/her term, the Vice-Chair shall become Chair following a vote of confidence of at least two-thirds (2/3) of the voting members of the Board. In the case of a no-confidence vote, any individual Board member shall be a candidate for Chair and shall be elected by a majority vote of Voting Members present at a special meeting called for the purpose of that business.

ARTICLE IV Meetings of the Board

Section 4.1. Regular Meetings: Regular meetings of the Board shall be held at least quarterly throughout the year or at shorter, regular intervals, not to exceed once a month, at such place, times and upon such notice, as to be determined by the Board.

Section 4.2. Special Meetings: Special meetings of the Board may be called at the written request of at least three (3) of the Board Members of the Board. Due notice of special meetings shall be given to the public at least seven (7) days prior to such a meeting, and meetings shall occur at a time and location that provides a reasonable expectation of public access.

Section 4.3. Executive Session: An executive session may be called by a majority vote of the Board. An executive session will be closed to all except the Board unless the Board chooses to invite additional individuals for the purpose of clarifying the issue at hand. An executive session may only be called in the case of sensitive personnel matters or matters of either pending or possible litigation. Should the Board elect to retire to executive session, the purpose must first be stated. Minutes must be kept of the Executive Session but not released to members of the NID or the public unless ordered by a court of competent jurisdiction. Release of the minutes of the Executive Session may be released to the NID's legal counsel or accountants for purposes related to the function of the NID.

Section 4.4. Quorum: Two-thirds (2/3) of the Board Members then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board, except where otherwise required by these Bylaws. Board members may attend Board meetings telephonically or by other accepted electronic means and be counted for purposes of a quorum and voting upon the permission of the Board Chair. No action may be taken at a regular or

special meeting of the board unless a quorum is present, except that the Board Members present may adjourn the meeting. Voting is by majority unless otherwise specified in these Bylaws.

Section 4.5. Meeting Format: The Board shall select its meeting format in any method allowed by the laws of the State of Wisconsin. Any such meeting, whether regular or special, complying with Sections 4.1 or 4.2 shall constitute a meeting of the Board and shall subscribe to the policies, procedures, and rules adopted by the Board.

Section 4.6. Meeting Notice: Notice of all regular and special meetings of the Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Board Members at least one (1) week before the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereupon prepaid. Notice given through an electronic device shall be deemed deliverable when the notice is successfully transmitted to a number or address supplied by the Board Member. Any Board Member may waive notice of any meeting in writing, signed by the Board Member, and included in the minutes. The attendance of a Board Member at any meeting also shall constitute a waiver of notice of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.7. Proxy and Alternates: Voting by Board Members by proxies shall not be permitted. An absentee Board member may not designate an alternate to represent him or her at a Board meeting.

ARTICLE V Committees

Section 5.1. Establishment and Operation of Committees: The Board may establish such committees and task forces as advisable to assist with governance, without compromising the Board's authority and in keeping with the policies established by the Board. Individuals who are not part of the Board are eligible to serve on committees.

Section 5.2. Standing Committees: The Board may establish standing committees that shall have and exercise the authority of the Board in the management of the NID. These committees shall operate in accordance with the roles and policies established by the Board.

Section 5.3. All Committees shall report back to the Board with their findings and recommendations but ultimately the Board makes all decisions.

Section 5.4. Board/Committee Members may attend Committee meetings telephonically or by other accepted electronic means and be counted for purposes of a quorum and voting upon the permission of the Committee Chair.

Section 5.5 Prohibition: No committee shall have the authority to authorize a payment or contract without the express consent of the Board.

ARTICLE VI Business Administration

Section 7.1. Contracts and Payments: All contracts, payments, and agreements in excess of two-hundred and fifty dollars (\$250.00) must be authorized by the Treasurer and either the Chair or Vice-Chair of the Board, with the express consent of the Board. Any agreements that fail to meet this standard shall be considered null and void. The Board Chair of the NID or its designee may authorize all other contracts, payments, and agreements.

Section 7.2. Deposits: All funds under the care of Harambee NID shall be deposited to the credit of the NID in an FDIC and/or National Credit Union Association (NCUA) -approved financial institution of the Board's choosing.

Section 7.3. Gifts: The Board may accept, on behalf of the NID, any contribution, gift, or bequest.

Section 7.4. Records: The Harambee NID shall keep correct and complete books and records of accounts; shall keep minutes of the proceedings of the Board and any committee meetings; and shall keep at the registered principal office a record of the names, phone numbers and email addresses of the Board Members and any other Officers or employees. All books and records of the NID may be inspected, for any proper purpose at any reasonable time, by any Board Member, Officer, or employee of the NID, as well as a Board Member's agent or attorney, any public official or member of the NID.

Section 7.5. Audit: Pursuant to the State of Wisconsin statute, an annual review shall be conducted by an independent certified public accountant.

Section 7.6. Legal Counsel: The Board shall approve the selection of counsel to address its corporate legal needs.

Section 7.7. Support Staff: The Board shall have the discretion to contract with an administrator or administrating agency, who shall be responsible for carrying out the work of the Harambee NID in accordance with the policies established from time to time by the Board.

ARTICLE VII Grant Criteria

Section 8.1. Eligibility: All property within the NID is eligible to receive funds when considering the disbursement of grants. Homeowner-occupants, who, based on a review of pertinent financial documents, are deemed to have the greatest financial need will receive priority. How recently an individual received a grant, and for what amount, can factor into priority, as well.

Section 8.2. Granted Funds: Board will adopt a process for evaluating grant applications, the process of which will be reviewed and revised as necessary. The Board will, if at all possible, seek to cover the full cost of any necessary repairs/projects under \$6,000 -- or, for roofing projects, up to \$15,000 -- for those financially unable to present additional funds. By evaluating the applicant's income information, the Board decides a funding cap based on Milwaukee County Median Income (CMI) established by the U.S. House and Development (HUD). If granted funds do not fully cover the grantee's project, the board will provide the grantee with a list of programs that may be able to cover any remaining cost. The Board reserves the right to restrict the use of grants for previously served clients as it sees fit.

ARTICLE VIII Fiscal Year

Section 9.1. The Fiscal year of the NID shall begin on January 1 and terminate on December 31.

ARTICLE IX Rules of Order

Section 10.1. The rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of the Harambee NID except where they may be in conflict with the operating plan, these Bylaws, or other policies adopted by the Board.

ARTICLE X Indemnification

Section 11.1. The Harambee NID shall indemnify its Board Members, Officers, employees, and volunteers to the fullest extent permitted by the law of the State of Wisconsin against liability while acting appropriately for the NID on its behalf, including reimbursement for reasonable

legal fees and expenses actually and necessarily incurred in defense of an action, suit or proceeding brought against such person. Such indemnification may be achieved through liability insurance.

ARTICLE XI Amendments

Section 12.1. These Bylaws may be altered, amended, repealed, by a two-thirds (2/3) vote of the Board Members then in office, provided a fourteen (14) day notice of the proposed changes has been given to the Board in writing, and that copies of these proposed changes have been sent to Board Members with the notice of the meeting at which they are to be voted on. These Bylaws shall be reviewed for necessary revisions and amendments as required by state statute or other applicable law.

ARTICLE XII Status & Dissolution

Section 13.1. Dissolution & Renewal: Every five (years), beginning in 2022, a binding yes-or-no vote shall be held at the annual meeting to determine whether or not the NID will dissolve. That the vote shall be announced at the annual meeting the year before and residents shall be noticed again no less than six months before the meeting.

Section 13.2. Disbursement of Assets: The Harambee NID is a neighborhood improvement district organized under Wisconsin Statutes 66.1110 and is not conducted for pecuniary profit. All aspects of the operation of the NID will be undertaken in accordance with applicable laws, rules, and regulations of the State of Wisconsin. In the event of the dissolution of the Harambee NID, and after the payment of all debt and return of charitable contributions as appropriate, all assets shall be distributed to an IRS 501c organization, selected by the Board, and reflective of the NID's mission.