

Application To Renew A Sister City Relationship*

City Clerk's Office
City Hall, Room 205
200 E. Wells Street
Milwaukee, WI 53202 PH: (414) 286-2221 WEB: www.milwaukee.gov/sistercities



APPLICATION ORGANIZATION		
FRIENDS OF BE AN ANGEL		
11520 N Port Washington Rd #215, Mequon, WI 53092, USA		
http://friendsofbeanangel.org		
PERSON IN CHARGE OF ORGANIZATION FOR MILWAUKEE		
Anya Verkhovskaya		414-688-6865
740 W Glen Oaks Ln, Mequon, WI 53092		anya.verkhovskaya@yahoo.com
SISTER CITY		
Irpin	Ukraine	Population - 83,753
PERSON IN CHARGE OF ORGANIZATION FOR SISTER CITY		
Dmytro Negresha - 1st deputy mayor		+38-050-175-4242
Vulytsya Shevchenka, 2A, Irpin, Kyiv Oblast, Ukraine, 08200		negresha@gmail.com

Please attach the following information:

Information about the sister city:

- Areas of mutual interest and involvement between Milwaukee and the sister city in the areas of culture and business
- Details of communication and consultation with the sister city regarding the existing relationship
- Information regarding the local organizational structure in the sister city that supports the relationship including number of members, their professional and business background, names and contact information

Information about the applicant organization:

- Organizational status (e.g. 501c-3). List Board of Directors and attach bylaws
- Number of members and their professional and business background
- Goals of the organization regarding the sister city relationship
- Current activities of the organization in relation to the sister city
- Methods the organization uses to meet the goals of the sister city relationship
- Financial base of the organization and funds available to support the sister city relationship
- Evidence of local community support for the sister city relationship, including additional financial support and interest in exchange program

**Note: Application for renewal of a sister city relationship must be submitted to the Sister Cities Committee not less than 6 months before the expiration of the existing relationship.*



February 23, 2023

From: Anya Verkhovskaya
Friends of Be an Angel
Chair of the Board
11520 N Port Washington Rd #215
Mequon, WI 53092, USA

To: **Ald. Russell W. Stamper, II**
City of Milwaukee
The Sister Cities Committee
Chairman

Regarding: Summary of 2022 Activities for Irpin, Ukraine

IRPIN

Irpin was formed in 1899 as a passing loop, during construction of the Kyiv–Kovel railway line. Railway workers founded the town near the railway road along with other localities such as Bucha and Vorzel. The city's name (along with the city of Vorzel) was chosen due to its location on the Irpin River.

On February 24th, 2022, the Russian Federation's full scale invasion of Ukraine began. To this day, many Ukrainians are continuing to lose their property, relatives, friends, and human rights, while enduring terrible physical hardship in this unjust war. The Russian Federation has been taking over entire cities in Ukraine, while planning offensive attacks from the cities they control. The Russian Federation planned its attacks on Kyiv, the capital of Ukraine, from within the city of Irpin. As citizens fled the city of Irpin, Russian Federation's troops fired on everyone from atop people's houses, even taking aim at news correspondents. Despite the presence of the Russian Federation's troops, many Ukrainians remained in Irpin, until conditions became insufferable and simply too dangerous. After many more people left Irpin, the Russian Federation's troops kept firing at targets until they ran out of ammunition, unable to attack Kyiv. Irpin soon came to have an immense amount of destroyed houses, apartments, and civil institutions, along with an epidemic of stealing and looting.

Irpin became the site of a battlefield engagement during the Kyiv offensive. Russian forces took the Hostomel Airport in the north of the city to facilitate an advance southwards, around Kyiv. The city was shelled by Russian artillery while the Ukrainians were able to repel and destroy multiple forces attempting to move into the town. According to Human Rights Watch, on March 6, 2022, Russian forces bombarded an intersection on a road of Irpin which was used by civilians to flee. As of 24 March 2022, 80% of the city was recaptured from Russian occupants by Ukrainian Armed Forces. On 28 March, Mayor Oleksandr Markushyn announced that all of Irpin was fully recovered by the Ukrainian forces. On March 30, the mayor of Irpin said that the Russian military had killed more than 300 civilians and 50 servicemen in the city.

Be an Angel e.V. Yorckstr. 4-11, D-10965 Berlin, Germany +49 (0) 30 902982870 info@be-an-angel.de www.be-an-angel.org
geführt unter der Steuernummer 27 / 661 / 63361 beim Finanzamt für Körperschaften, Berlin
Spendenkonto Konto 014 522 59 00 BLZ 100 708 48 (Berliner Bank) IBAN DE37100708480145225900 BIC DEUTDE33

Friends of Be an Angel Inc. +1 414 628 3826 HelpUkraine@be-an-angel.de www.FriendsOfBeAnAngel.org
Employer identification number 88-2154500

Donations Account number 5501401821 WFBUS6S (Wells Fargo Bank) Direct deposit 075911988 Wire transfers 121000248



On 31 August 2022, the Declaration on Cooperation was signed in Irpin by the National Republican Army and Russian Volunteer Corps in an aim to overthrow the regime of Vladimir Putin.

FRIENDS OF BE AN ANGEL

Be an Angel e.V. was established in 2015 with the headquarters in Germany to provide support and assistance to refugees from conflict and war zones. The organization evacuated and provided humanitarian aid and on the ground assistance to refugees from Syria, Afghanistan, Iran, Iraq, and now Ukraine. Milwaukee-based Friends of Be an Angel USA's focus is solely evacuation of refugees from Ukraine to the EU countries and delivery of the humanitarian aid to Ukraine from North America and Europe.

After February 24, Be an Angel e.V. and Friends of Be an Angel USA started to work with donors to receive, purchase, collect, deliver, and distribute humanitarian aid in Ukraine: baby food, hygiene and childcare products, powder for water purification and filtration, water purification systems, ambulances, medication, and medical equipment, clothes and blankets, food, electrical generators, and more.

Since February 24th, Friends of Be an Angel has evacuated more than 18,000 civilians and counting from Ukraine, provided over 4,700 tons of aid, distributed 1 billion liters of clean water, nearly 1,700 generators, 12 ambulances, and delivered more than 35 million euros in aid, with 70 collaborations in ten countries.

MILWAUKEE

From Joe Spolowicz's and Boris Nayflish's side, many crucial resources were collected in Milwaukee, Wisconsin and shipped in Irpin, Ukraine. All of this essential aid has been delivered throughout this entire tough year:

- more than 120 tons of humanitarian aid cargo;
- two ambulance vehicles;
- more than 1,500 first aid kits; and
- 200 tons of medications; and other basic needs.

Boris Nayflish is still assisting with meeting and accommodation of the Ukrainian refugees to Milwaukee, Wisconsin, and, even now, dozens of refugees are receiving assistance with settlement, documentation, and adaptation to their new environment.

The summary of 2022 Activities include facilitation of extensive press coverage, including, but not limited to:

- [**A Ukrainian city asked Milwaukee for guns. They're getting body armor, face shields, and handcuffs.**](#)

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- [YEAR IN REVIEW 2022: THE HUMANITARIAN CRISIS FACED BY MILWAUKEE'S SISTER CITY OF IRPIN](#)
- [IRPIN: MILWAUKEE'S SISTER CITY](#)
- [Milwaukee Alderman Khalif Rainey: Milwaukee's sister city Irpin, Ukraine is under siege, and can use some help](#)
- [Milwaukee's sister city in Ukraine seeks police equipment donations](#)
- [Irpin, Milwaukee's sister city in Ukraine, hit hard by Russian invasion](#)
- [Ukrainians claim to have retaken Irpin, Milwaukee's sister city](#)
- [Alderman Rainey urges public to help Milwaukee's sister city in Ukraine: Here's where to donate](#)
- [Mayor of Milwaukee's sister city in Ukraine describes a city in ruins](#)
- [Year in Review 2022: Humanitarian Crisis Facing Milwaukee's Sister City Irpin](#)
- [Milwaukee's mayor joins Ukrainian Catholics for Sunday Mass](#)
- [US Secretary of State Anthony Blinken was told about the work of the Irpin Recovery Fund](#)
- [Pro-Ukraine Billboard in Milwaukee, Spurred by Coincidence, Inspires Global Information Campaign](#)
- [Irpin is a city of recovery: Problems, achievements, and self-belief](#)
- [Wisconsin legislators denounce Russian invasion of Ukraine](#)
- [Ukrainian creatives have used Milwaukee Advertising space to inspire a global information counter-offensive and document the destruction of Milwaukee's sister city of Irpin in Ukraine with a simple plea to local residents.](#)
- ['UPFRONT' recap: Mayor of Milwaukee's sister city in Ukraine pleads for help](#)

Boris Nayflish sponsored and hosted Irpin Delegation for lunch and meet and greet with the City Mayor of Milwaukee Cavalier Johnson.

Boris Nayflish, Joe Spolowicz and others from St Michael Ukrainian Church provided items for the Sister Cities Exhibit Booth and volunteered their time to man the booth during the 3-day Holiday Folk Fair.

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Information was shared about the events of 2022 in the city of Irpin, many people did not know the facts about the tragedy in Irpin. The goal of raising awareness about the Sister City relationship between Milwaukee and Irpin was achieved.

A number of special events, concerts, fairs, exhibitions were organized to enhance the strength of the relationship between the Sister Cities.

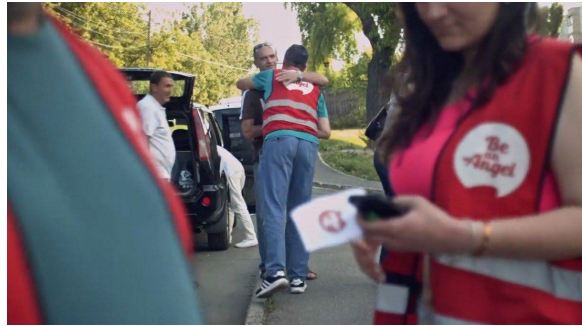
During 2022, cooperation was achieved between the Sister Cities police and fire departments with experience, technologies, and resources exchange for the relevant structures.

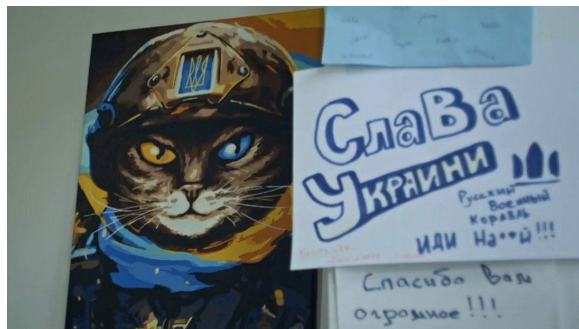
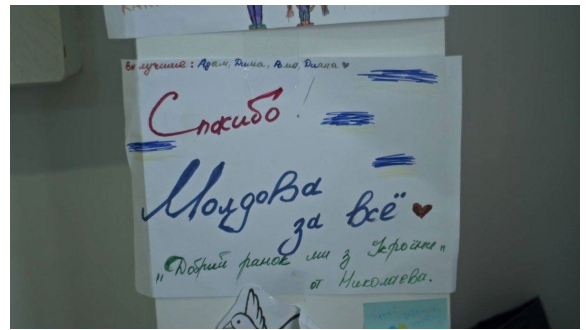
In 2022, the Milwaukee team participated in the Sister City Committee Meetings.

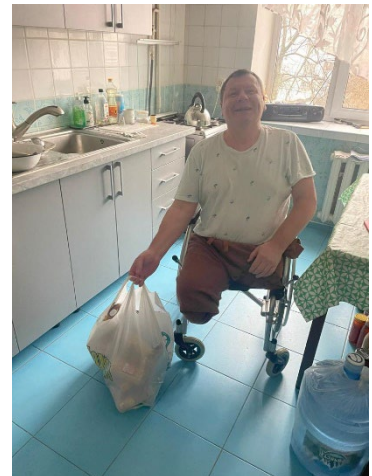
Sincerely,

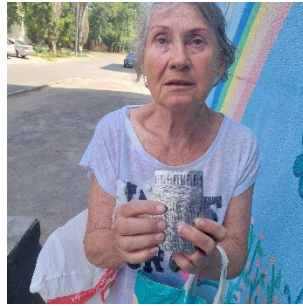
A handwritten signature in black ink, appearing to read 'Anya Verkhovskaya', is positioned above the printed name.

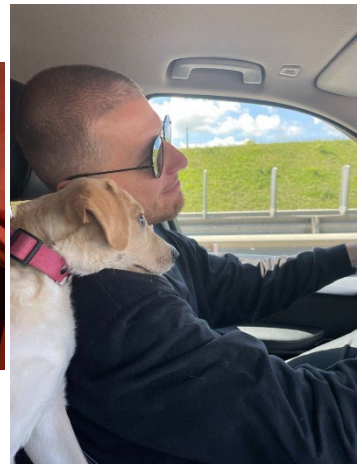
Anya Verkhovskaya
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HelpUkraine@be-an-angel.de

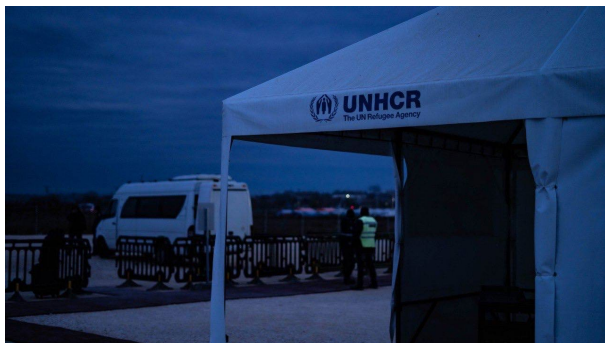
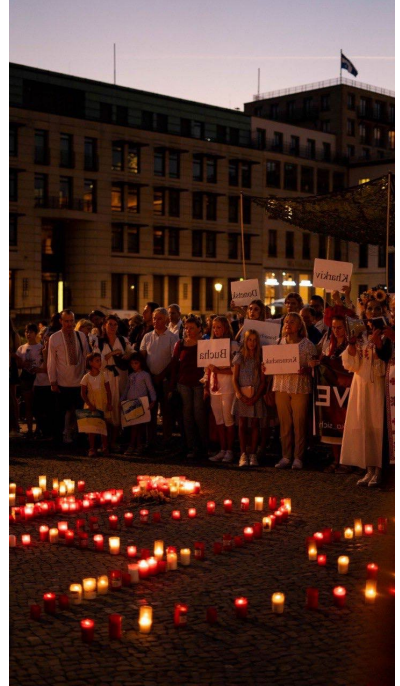
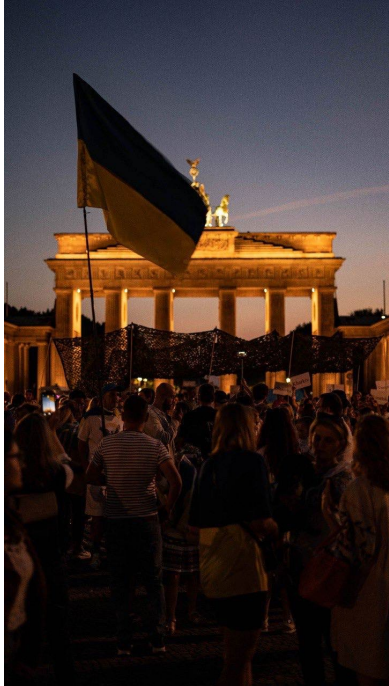












Date of this notice: 05-05-2022

Employer Identification Number:
88-2154500

Form: SS-4

Number of this notice: CP 575 A

FRIENDS OF BE AN ANGEL INC
740 W GLEN OAKS LN
MEQUON, WI 53092

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 88-2154500. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

Taxpayers request an EIN for their business. Some taxpayers receive CP575 notices when another person has stolen their identity and are opening a business using their information. If you did **not** apply for this EIN, please contact us at the phone number or address listed on the top of this notice.

When filing tax documents, making payments, or replying to any related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear-off stub and return it to us.

Based on the information received from you or your representative, you must file the following forms by the dates shown.

Form 1120

04/15/2023

If you have questions about the forms or the due dates shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification (corporation, partnership, etc.) based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2020-1, 2020-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

IMPORTANT INFORMATION FOR S CORPORATION ELECTION:

If you intend to elect to file your return as a small business corporation, an election to file a Form 1120-S, U.S. Income Tax Return for an S Corporation, must be made within certain timeframes and the corporation must meet certain tests. All of this information is included in the instructions for Form 2553, Election by a Small Business Corporation.

If you are required to deposit for employment taxes (Forms 941, 943, 940, 944, 945, CT-1, or 1042), excise taxes (Form 720), or income taxes (Form 1120), you will receive a Welcome Package shortly, which includes instructions for making your deposits electronically through the Electronic Federal Tax Payment System (EFTPS). A Personal Identification Number (PIN) for EFTPS will also be sent to you under separate cover. Please activate the PIN once you receive it, even if you have requested the services of a tax professional or representative. For more information about EFTPS, refer to Publication 966, *Electronic Choices to Pay All Your Federal Taxes*. If you need to make a deposit immediately, you will need to make arrangements with your Financial Institution to complete a wire transfer.

The IRS is committed to helping all taxpayers comply with their tax filing obligations. If you need help completing your returns or meeting your tax obligations, Authorized e-file Providers, such as Reporting Agents or other payroll service providers, are available to assist you. Visit www.irs.gov/mefbusproviders for a list of companies that offer IRS e-file for business products and services.

IMPORTANT REMINDERS:

- * Keep a copy of this notice in your permanent records. This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you. You may give a copy of this document to anyone asking for proof of your EIN.
- * Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- * Refer to this EIN on your tax-related correspondence and documents.
- * Provide future officers of your organization with a copy of this notice.

Your name control associated with this EIN is FRIE. You will need to provide this information along with your EIN, if you file your returns electronically.

Safeguard your EIN by referring to Publication 4557, *Safeguarding Taxpayer Data: A Guide for Your Business*.

You can get any of the forms or publications mentioned in this letter by visiting our website at www.irs.gov/forms-pubs or by calling 800-TAX-FORM (800-829-3676).

If you have questions about your EIN, you can contact us at the phone number or address listed at the top of this notice. If you write, please tear off the stub at the bottom of this notice and include it with your letter.

Thank you for your cooperation.

Keep this part for your records.

CP 575 A (Rev. 7-2007)

Return this part with any correspondence so we may identify your account. Please correct any errors in your name or address.

CP 575 A

9999999999

Your Telephone Number Best Time to Call
() -

DATE OF THIS NOTICE: 05-05-2022
EMPLOYER IDENTIFICATION NUMBER: 88-2154500
FORM: SS-4 NOBOD

INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023
|||||

FRIENDS OF BE AN ANGEL INC
740 W GLEN OAKS LN
MEQUON, WI 53092

**BYLAWS
of
FRIENDS OF BE AN ANGEL, INC.**

**ARTICLE 1
PURPOSE**

Friends of Be an Angel, Inc. (the “Corporation”) is created and shall be operated exclusively to engage in any lawful activity allowed under Chapter 181 of the Wisconsin Statutes, provided such activities are exclusively for charitable purposes in accordance with Section 501(c)(3) of the Internal Revenue Code (the “Code”) or corresponding section of any future federal tax code; specifically, the Corporation is organized and operated exclusively to engage in the charitable purposes of providing relief and humanitarian assistance to refugees and people with a history of flight. The Corporation is expressly prohibited from engaging in any activity that would be inconsistent with the status of a charitable organization as defined in Section 501(c)(3) of the Code.

**ARTICLE 2
BOARD OF DIRECTORS**

2.1 General Powers. The management, control and operation of the affairs and properties of the Corporation are vested in the board of directors of the Corporation (the “Board”). The Board may adopt such rules and regulations for the conduct of business as deemed advisable and may in the execution of the powers granted, delegate certain authority and responsibility to agents of the Corporation.

2.2 Composition of the Board.

(a) The Board shall consist of at least three (3) but no more than nine (9) persons (the “Directors”). The exact number of Directors shall be determined from time to time by resolution of the Board. When vacancies among the Directors occur by reason of death, resignation, failure of qualification, removal, or otherwise, the number of Directors shall be reduced by such vacancies until qualified replacements are named by the Board.

(b) The Directors shall consist of persons who support the purpose of the Corporation. Other qualifications for Directors and criteria for the selection process may be established from time to time by the Board.

2.3. Election of Directors. The Directors shall be elected by the Board at its Annual Meeting or such other times as the need arises. Each year, the Board shall elect the number of Directors necessary to maintain staggered terms pursuant to Section 2.4, and such additional persons as may be necessary to fill unexpired terms.

2.4. Term. Each Director shall serve a term of three (3) years or until such Director’s successor is appointed and qualified. The terms of the initial Board shall be staggered so that the

terms of future directors expire in different years. Unless otherwise determined by the Board, Directors may be reappointed for successive terms.

2.5. Resignation and Removal. A resignation by a Director must be in writing and is effective when received by the President or Secretary. Any Director may be removed from the Board for any reason by a vote of two-thirds (2/3) of all Directors, provided that the Director to be removed shall not vote on his or her removal from office. Replacements shall be nominated and elected consistent with Section 2.3.

2.6. Annual Meeting. The annual meeting of Board shall be held in the fourth quarter of each calendar year on such day and at such place and time as determined by the President (the "Annual Meeting"). The purpose of the Annual Meeting is to elect Directors and officers, and for the transaction of such other business as may come before the meeting.

2.7. Regular and Special Meetings. Regular meetings of the Board shall be held at such times as the Board may designate, at such place as the Board may designate. Special meetings of the Board may be called by the President or by three (3) or more Directors at such time and place as the President or Directors calling the meeting may specify and in accordance with the notice requirements of Section 2.13.

2.8. Quorum. To establish a quorum of the Board, a simple majority of all the Directors must be present, provided that for those actions of the Board requiring more than a majority vote as provided in the Bylaws, the number of Directors required to take that action must be present at the meeting in order to have a quorum.

2.9. Manner of Acting. Except where otherwise provided by law or in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the duly authorized act of the Board.

2.10. Action Without a Meeting. In accordance with Section 181.0821, Wis. Stats., any action that would be taken at a meeting of the Board, except for action relating to amending these Bylaws and dissolving this Corporation, may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by two-thirds (2/3) of all of the Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) of all of the Directors has the same effect as a two-thirds (2/3) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to Section 181.0821(1r), Wis. Stats., "in writing" includes a communication that is transmitted or received by electronic means, including electronic mail ("email"), and "signed" includes manual signatures as well as electronic processes associated with a writing and executed or adopted by a person with intent to authenticate a writing, such as an affirmative reply in an email an electronic signature, as defined in Section 181.0103(10p), Wis. Stats., as amended from time to time.

2.11. Compensation. Directors will not be paid compensation for their services as Directors, provided that nothing in these Bylaws will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Corporation

in another capacity or reimbursement of expenses related to undertaking the Corporation's business.

2.12. Meetings by Electronic Means of Communication. The Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication, including conference telephone or a video conferencing and collaboration platform, provided: (1) all participating Directors may simultaneously hear or read each other's communications during the meeting; or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able immediately to send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

2.13. Notice. Notice of meetings may be given by email. Notice need not be given of regular meetings of the Board, except a regular meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a Director is to be considered requires seven (7) days' advance written notice. Special meetings must be preceded by at least forty-eight (48) hours' notice to each Director.

2.14. Director Conflict of Interest. The Board shall comply with the Conflict of Interest Policy that is attached as **Exhibit A**, as amended from time to time.

ARTICLE 3 OFFICERS

3.1 Officers. The officers of the Corporation are a President, a Vice President if such position is filled, a Secretary, and a Treasurer. Officers shall be selected from among the Directors. The same individual may serve as both the: (i) President and Treasurer; (ii) Vice President and Treasurer; or (iii) Secretary and Treasurer.

3.2. Election. The officers shall be elected every year by the Board at the Annual Meeting and in accordance with these Bylaws.

3.3. Term of Office and Removal. Officers shall be elected for three (3) year terms. Officers shall serve until their successors are elected. Officers may be re-elected. Officers may be removed without cause upon the approval of two-thirds (2/3) of all of the Directors, provided that if the officer to be removed is then a Director, he or she shall not vote on his or her removal from office.

3.4. President. The President shall preside at all meetings of the Board, be an ex-officio member of all committees, represent the views of the Corporation to public and private funding sources, and perform such other duties that are ordinarily the function of the office or which are assigned by the Board from time to time.

3.5. Vice President. The Vice President will have such duties as determined from time to time by the Board of Directors. The Vice President will discharge the duties of the President in the event of his or her absence or inability to act, in order of rank. The Vice President will assist the President in the performance of his or her duties as the President directs, including coordinating Board meetings and annual elections.

3.6. Secretary. The Secretary shall sign documents of the Corporation from time to time as required and shall see that: (i) minutes of the meetings of the Board are taken and maintained; and (ii) notices are duly given in accordance with the provisions of these Bylaws or as required by law and be custodian of the corporate records. The Secretary shall perform such other duties as may be assigned to the Secretary by the Board or the President.

3.7. Treasurer. The Treasurer shall see that an adequate and accurate accounting system is maintained and that financial reports are presented to the Board. The Treasurer shall advise the Board on the handling of the Corporation's monies and investments and perform such additional duties as may be assigned to the Treasurer by the Board or the President.

ARTICLE 4 MEMBERS

The Corporation shall not have members.

ARTICLE 5 EXECUTIVE DIRECTOR

The Corporation is authorized but not required to employ an Executive Director, who shall serve at the pleasure of the Board at compensation prescribed by the Board. The Executive Director shall have authority, subject to such rules as may be prescribed by the Board and consistent with the Corporation's personnel policies, to appoint and terminate such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties, and compensation, and to delegate authority to them. In general, the Executive Director shall have authority to execute and sign documents on behalf of the Corporation as an agent of the Corporation as set forth in Board policies. The Executive Director shall receive notice of and attend all meetings of the Board except during those parts of meetings when the subject is the Executive Director or any issue related to the Executive Director's employment. The Executive Director may participate in all discussions at meetings of the Board but shall have no vote.

ARTICLE 6 OFFICES

6.1 Business Offices. The Corporation may have such business offices, either within or without the State of Wisconsin, as the Board may designate or as the Corporation may require from time to time to fulfill its purposes.

6.2 Principal Office. The Principal Office of the Corporation shall be at 740 W. Glen Oaks Lane, Mequon, Wisconsin 53092.

6.3 Registered Office. The initial registered office of the Corporation shall be Friends of Be an Angel, Inc., 740 W. Glen Oaks Lane, Mequon, Wisconsin 53092. The registered office of the Corporation may but does not necessarily have to be the same as the Principal Office of the Corporation.

ARTICLE 7 COMMITTEES

7.1 Executive Committee. The Board may have an Executive Committee and such other standing committees as determined by the Board. If the Executive Committee is formed, it shall consist of at least three (3) Directors and be comprised of only Directors. The Executive Committee shall have and may exercise, when the Board is not in session and without specific designation, all of the powers of the Board in the management of the affairs of the Corporation, except action with respect to election of officers or the filling of vacancies on the Board or on committees.

7.2 Other Committees. Any other committee that does not consist entirely of Directors shall be chaired by a Director and include as many non-Director volunteers as the Board desires. Any other committee that does not consist entirely of Directors shall have only the authority delegated to it by the Board.

ARTICLE 8 OPERATIONS

8.1. Contracts. The President may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The Board may authorize any other officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, 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.

8.2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President and such officer(s) or agent(s) of the Corporation as set forth in Board policies. The other officers of the Corporation shall have authority under this Section 8.2 as is from time to time to be determined by the Board and set forth in Board policies.

8.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board designates.

8.4. Books and Accounts. The Corporation shall keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board and its committees. In addition, the Corporation shall cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

8.5. Nondiscrimination Policy. The Corporation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

8.6. Certain Distributions. The Corporation is authorized to make distributions under Section 181.1302(3) of the Wisconsin Statutes.

ARTICLE 9 INDEMNIFICATION, LIMITED LIABILITY AND INSURANCE

9.1. Indemnification. The Corporation shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each Director and officer of the Corporation against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Corporation shall indemnify any employee who is not a Director or officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Corporation. The Corporation may but is not required, to the fullest extent authorized by Chapter 181, Wis. Stats. and these bylaws, indemnify, reimburse, or advance expenses of Directors, officers, or employees.

9.2. Limited Liability of Directors, Officers. To the fullest extent authorized by Chapter 181, Wis. Stats., and except as provided in Subsections (2) and (3) of Wisconsin Statutes Section 181.0855, a Director or officer is not liable to the Corporation, its members or creditors, or any person asserting rights on behalf of the Corporation, its members or creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a Director or officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

- (a) A willful failure to deal fairly with the Corporation or its members in connection with a matter in which the Director or officer has a material conflict of interest;
- (b) A violation of criminal law, unless the Director or officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful;
- (c) A transaction from which the Director or officer derived an improper personal profit or benefit; or
- (d) Willful misconduct.

9.3. Limited Liability of Volunteers. To the fullest extent authorized by Chapter 181, Wis. Stats., and except as provided in Section 181.0670(3), Wis. Stats., a volunteer (as defined in

Section 181.0670, Wis. Stats.) is not liable to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a volunteer, unless the person asserting liability proves that the act or omission constitutes any of the following:

(a) A violation of criminal law, unless the volunteer had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;

(b) Willful misconduct;

(c) If the volunteer is a director or officer of the corporation, an act or omission within the scope of the volunteer's duties as a director or officer;

(d) An act or omission for which the volunteer received compensation or any thing of substantial value instead of compensation; or

(e) Negligence in the practice of a profession, trade or occupation that requires a credential, as defined Wisconsin Statutes Section 440.01 or other license, registration, certification, permit or approval, if the volunteer did not have the required credential, license, registration, certificate, permit or approval at the time of the negligent act or omission.

9.4. Purchase of Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, to the extent that such director or officer is insurable and such insurance coverage can be secured by the Corporation at rates and in amounts and subject to such terms and conditions as shall be determined in good faith to be reasonable and appropriate by the Board of Directors of the Corporation, and whose determination shall be conclusive, against liability asserted against or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article IX.

ARTICLE 10 FISCAL YEAR AND TERM YEAR

The fiscal year of the Corporation is the calendar year. The terms of the officers and Directors shall be the same as the fiscal year, unless otherwise determined by the Board.

ARTICLE 11 AMENDMENTS TO THE BYLAWS

These Bylaws may be amended or repealed and new Bylaws may be adopted only with the approval of two-thirds (2/3) of all Directors and with at least seven (7) days' notice.

ARTICLE 12 DISSOLUTION

The Corporation shall be dissolved or subject to merger or any other form of corporate

restructuring upon the approval of two-thirds (2/3) of all Directors. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner and to such organization or organizations that are organized and operated exclusively for exempt purposes under section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or to a State or a political subdivision of a State as defined in section 170(c)(1) of the Code.

Approved, effective May 20, 2022,

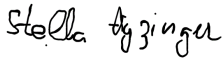
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Stella Ayzinger, Secretary

EXHIBIT A

Conflict of Interest Policy

See attached.