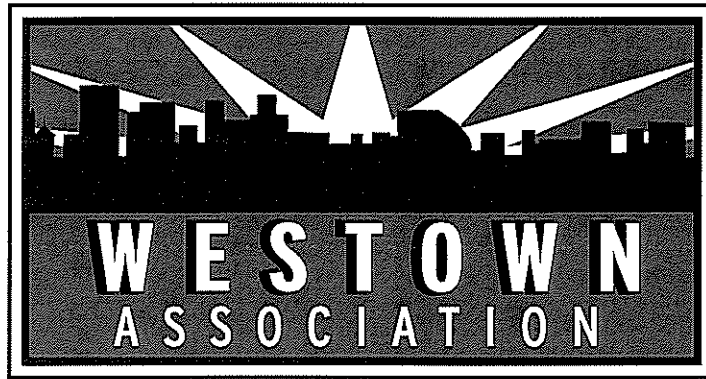


BUSINESS IMPROVEMENT DISTRICT NO. 5

Westtown Association of Milwaukee, Inc.

PROPOSED OPERATING PLAN - 2009



D O W N T O W N • M I L W A U K E E

September 23, 2008

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I. INTRODUCTION

A. Background

In 1984, the Wisconsin legislature created 66.1109 (formerly S. 66.608) of the Statutes (see Appendix A) enabling cities to establish Business Improvement Districts (BIDs). The purpose of the law is "to allow businesses within those districts to develop, to manage and promote the districts and to establish an assessment method to fund these activities." (1983 Wisconsin Act 184, Section 1, legislative declaration.)

The City of Milwaukee has received a petition from property owners which requests creation of a Business Improvement District for the purpose of revitalizing and improving the Westown business area in Milwaukee's downtown central business district (see Appendix B). The BID law requires that every district have an annual Operating Plan. This document is the initial Operating Plan for the proposed Westown BID #5 district. The BID proponents prepared this Plan with technical assistance from the City of Milwaukee Department of City Development.

B. Physical Setting

The BID #5 boundaries are roughly comprised of Fourth Street on the east, Tenth Street on the west, W. Wells St. on the North and Clybourn St. on the south (with exclusion of certain exempt properties within those boundaries).

III. DISTRICT BOUNDARIES

Boundaries of the proposed district are shown on the map in Appendix A of this plan. A listing of the properties included in the district is provided in Appendix C.

III. PROPOSED OPERATING PLAN

A. Plan Objectives

According to the Westown BID #5 strategic plan, which was developed in July of 2008, Westown has set the following objectives as priorities:

- Explore development of a Westown Green Initiative
- Create new ways to attract people to visit Westown
- Foster economic and business development
- Continue to address the Transit Issue
- Engage Residents
- Continue current mix of Westown program and event offerings

B. Proposed Activities

Principle activities to be engaged in by the district will include:

- Establish a Westown Green Initiative Workgroup whose charge is to determine what direction Westown should take and formulate recommendations for Board consideration.
- Increase efforts to brand the Westown neighborhood that includes promotion of a Walkable Westown and leverages cultural assets in Westown including but not limited to MPL, MPM, Historical Society, Bradley Center, and Marquette University
- Design and launch new signature events
- Promote use of Design Guidelines
- Support continuing efforts to lease/sell more building space
- Promote/advocate for new developments and leverage impact of these developments
- Participate with others in existing and future efforts to address transit issues that affect Westown and Downtown Milwaukee as a whole
- Seek input from residents by hosting a residential forum
- Continue producing River Rhythms, River Flicks, Farmer's Market and St. Patrick's Parade

C. Proposed Budget

Revenue	
BID Assessments	103,954
City Match	0
Membership Dues	17,800
Interest Income	4,000
Operating Revenue	154,569
Total Revenue	\$280,323.00
Expenses	
Gross Wages	115,189
Employer Benefit Contribution	12,700
Employer Payroll Taxes	9,014
Association Dues	1,524
Bank Charges	60
Business Meeting Costs	5,500
Insurance	4,500
Misc. Exp.	1,200
Equipment Lease/Maintenance	6,240
Equipment Purchase	1,500
Office Supplies	1,800
Postage	3,000
Printing	600
Professional Services	4,500
Subscriptions	400
Telephone/Fax	3,120
Meetings/Conferences	5,800
Newsletter	2,300
Operating Expenses	101,376
Total Expenses	\$280,323.00

D. Financing Method

It is proposed to raise \$103,954 through BID assessments (see Appendix C. We also expect to raise money through membership dues and program revenue. The BID Board shall have the authority and responsibility to prioritize expenditures and to revise the budget as necessary to match the funds actually available.

E. Organization of BID Board

Upon creation of the BID, the Mayor will appoint members to the district board ("board"). The board's primary responsibility will be implementation of this Operating Plan. This will require the board to negotiate with providers of services and materials to carry out the Plan; to enter into various contracts; to monitor development activity; to periodically revise the Operating Plan; to ensure district compliance with the provisions of applicable statutes and regulations; and to make reimbursements for any overpayments of BID assessments.

State law requires that the board be composed of at least five members and that a majority of the board members be owners or occupants of property within the district.

It is recommended that the BID board be structured and operate as follows:

1. Board Size - 10
2. Composition - At least three members shall be owners or occupants of property within the district. Any non-owner or non-occupant appointed to the board shall be a resident of the City of Milwaukee. The board shall elect its Chairperson from among its members.
3. Term - Appointments to the board shall be for a period of three years except that initially two members shall be appointed for a period of three years, two members shall be appointed for a period of two years, and one member shall be appointed for a period of one year.
4. Compensation - None
5. Meetings - All meetings of the board shall be governed by the Wisconsin Open Meetings Law.
6. Record Keeping - Files and records of the board's affairs shall be kept pursuant to public record requirements.
7. Staffing - The board may employ staff and/or contract for staffing services pursuant to this Plan and subsequent modifications thereof.
8. Meetings - The board shall meet regularly, at least twice each year. The board shall adopt rules of order ("by laws") to govern the conduct of its meetings.

F. Relationship to the Westown Association

The BID shall be a separate entity from the Westown Association of Milwaukee, Inc., notwithstanding the fact that members, officers and directors of each may be shared. The Association shall remain a private organization, not subject to the open meeting law, and not subject to the public record law except for its records generated in connection with the BID board. The Association may, and it is intended, shall, contract with the BID to provide services to the BID, in accordance with this Plan.

IV. METHOD OF ASSESSMENT

A. Assessment Rate and Method

The annual assessment for the BID #5 operating expenses will be levied against each property within the BID in direct proportion to the current assessed value of each property for real property tax purposes as of the date the BID holds its public hearing regarding its Year Twenty Operating Plan (September 23, 2008). No owner of property within the BID shall be eligible to receive or be subject to any reductions or increases in its assessment as a result of a decrease or increase in the assessed value for their property occurring after such date. In addition, the amount of a special assessment against a particular property may change from year to year if that property's assessed value changes relative to other properties within the BID.

As of January 1, 2008 the property in the Westown district had a total assessed value of \$171,352,500.00. This plan proposes to assess the property in the district at a rate of \$.90 per \$1,000 of assessment for the purposes of the BID with a \$210 per parcel minimum assessment and a \$12,600 per parcel maximum assessment. Appendix C shows the projected BID assessment for each property included in the BID.

The principle behind the assessment methodology (Appendix B) is that each property should contribute to the BID in proportion to benefit derived from the BID. After consideration of other assessment methods, it was determined that assessed value of a property was the characteristic most directly related to the potential benefit provided by the BID. Therefore, a fixed assessment on the assessed value of the property was selected as the assessment methodology for this BID. It is assumed that development of the District will produce at least some minimum benefit for all parcels. Thus, a \$210 minimum assessment has been applied.

B. Excluded and Exempt Property - The BID law requires explicit consideration of certain classes of property. In compliance, the following statements are provided.

1. State Statute 66.608 (1) (f)lm: The District will contain property used exclusively for manufacturing purposes, as well as properties used in part for manufacturing. These properties will be assessed according to the method set forth in this plan because it is assumed that they will benefit from development in the District.

2. State Statute 66.608 (5) (a): Property known to be used exclusively for residential purposes will not be assessed; such properties are identified as BID Exempt Properties in Appendix C with no value assigned.

3. In accordance with the interpretation of the City Attorney regarding State Statute 66.608 (1) (b), property exempt from general real estate taxes has been excluded from the district boundaries. Tax exempt property adjoining the district and which

is expected to benefit from district activities will be asked to make a financial contribution to the district on a voluntary basis.

The principle behind the assessment methodology is that each property should contribute to the BID in proportion to the benefit derived from the BID. After consideration of other assessment methods, it was determined that assessed value of a property was the characteristic most directly related to the potential benefit provided by the BID. Therefore, a fixed assessment on the assessed value of the property was selected as the basic assessment methodology for this BID.

However, maintaining an equitable relationship between the BID assessment and the expected benefits requires an adjustment to the basic assessment method. To prevent the disproportional assessment of a small number of high value properties, a maximum assessment of \$12,600 per parcel will be applied.

B. Excluded and Exempt Property

The BID law requires explicit consideration of certain classes of property. In compliance with the law the following statements are provided.

1. State Statute 66.1109(1) (f) 1m: The district will contain property used exclusively for manufacturing purposes, as well as properties used in part for manufacturing. These properties will be assessed according to the method set forth in this plan because it is assumed that they will benefit from development in the district.
2. State Statute 66.1109(5) (a): Property known to be used exclusively for residential purposes will not be assessed; such properties will be identified as BID Exempt Properties in Appendix D, as revised each year.
3. In accordance with the interpretation of the City Attorney regarding State Statute 66.1109(1) (b), property exempt from general real estate taxes has been excluded from the district. Privately owned tax-exempt property adjoining the district and which is expected to benefit from district activities may be asked to make a financial contribution to the district on a voluntary basis.

V. RELATIONSHIP TO MILWAUKEE COMPREHENSIVE PLAN AND ORDERLY DEVELOPMENT OF THE CITY

A. City Plans

In February 1978, the Common Council of the City of Milwaukee adopted a Preservation Policy as the policy basis for its Comprehensive Plan and as a guide for its planning, programming and budgeting decisions. The Common Council reaffirmed and expanded the Preservation Policy in Resolution File Number 881978, adopted January 24, 1989.

The Preservation Policy emphasizes maintaining Milwaukee's present housing, jobs, neighborhoods, services, and tax base rather than passively accepting loss of jobs and population, or emphasizing massive new development. In its January 1989 reaffirmation of the policy, the Common Council gave new emphasis to forging new public and private partnerships as a means to accomplish preservation.

The district is a means of formalizing and funding the public-private partnership between the City and property owners in the Westtown business area and for furthering preservation and redevelopment in this portion of the City of Milwaukee. Therefore, it is fully consistent with the City's Comprehensive Plan and Preservation Policy.

B. City Role in District Operation

The City of Milwaukee has committed to helping private property owners in the district promote its development. To this end, the City expected to play a significant role in the creation of the Business Improvement district and in the implementation of the Operating Plan. In particular, the City will:

1. Provide technical assistance to the proponents of the district through adoption of the Plan, and provide assistance as appropriate thereafter.
2. Monitor and, when appropriate, apply for outside funds that could be used in support of the district.
3. Collect assessments, maintain in a segregated account, and disburse the monies of the district.
4. Receive annual audits as required per sec. 66.1109 (3) (c) of the BID law.
5. Provide the board, through the Tax Commissioner's Office on or before June 30th of each Plan year, with the official City records and the assessed value of each tax key number with the district, as of January 1st of each Plan year, for purposes of calculating the BID assessments.
6. Encourage the State of Wisconsin, Milwaukee County and other units of government to support the activities of the district.

VI. PLAN APPROVAL PROCESS

A. Public Review Process

The Wisconsin Business Improvement district law establishes a specific process for reviewing and approving proposed districts. Pursuant to the statutory requirements, the following process will be followed:

1. The Milwaukee City Plan Commission will review the proposed district boundaries and proposed Operating Plan and will then set a date for a formal public hearing.
2. The City Plan Commission will send, by certified mail, a public hearing notice and a copy of the proposed Operating Plan to all owners of real property within the proposed district. In addition a Class 2 notice of the public hearing will be published in a local newspaper of general circulation.
3. The City Plan Commission will hold a public hearing, will approve or disapprove the Plan, and will report its action to the Common Council.

4. The Economic Development Committee of the Common Council will review the proposed BID Plan at a public meeting and will make a recommendation to the full Common Council.
5. The Common Council will act on the proposed BID Plan.
6. If adopted by the Common Council, the proposed BID Plan is sent to the Mayor for his approval.
7. If approved by the Mayor, the BID is created and the Mayor will appoint members to the district board established to implement the Plan.

B. Petition against Creation of the BID

The City may not create the Business Improvement district if, within 30 days of the City Plan Commission's hearing, a petition is filed with the City containing signatures of:

Owners of property to be assessed under the proposed initial Operating Plan having a valuation equal to more than 40% of the valuation of all property to be assessed under the proposed initial Operating Plan, using the method of valuation specified in the proposed initial Operating Plan; or

Owners of property to be assessed under the proposed initial Operating Plan having an assessed valuation equal to more than 40% of the assessed valuation of all property to be assessed under the proposed Operating Plan.

VII. FUTURE YEAR OPERATING PLANS

A. Phased Development

It is anticipated that the BID will continue to revise and develop the Operating Plan annually, in response to changing development needs and opportunities in the district, in accordance with the purposes and objectives defined in this initial Operating Plan.

Section 66.1109 (3) (a) of the BID law requires the board and the City to annually review and make changes as appropriate in the Operating Plan. Therefore, while this document outlines in general terms the complete development program, it focuses upon Year One activities, and information on specific assessed values, budget amounts and assessment amounts are based on Year One conditions. Greater detail about subsequent year's activities will be provided in the required annual Plan updates, and approval by the Common Council of such Plan updates shall be conclusive evidence of compliance with this Plan and the BID law.

In later years, the BID Operating Plan will continue to apply the assessment formula, as adjusted, to raise funds to meet the next annual budget. However, the method of assessing shall not be materially altered, except with the consent of the City of Milwaukee.

B. Amendment, Severability and Expansion

This BID has been created under authority of Section 66.1109 of the Statutes of the State of Wisconsin. Should any court find any portion of this Statute invalid or unconstitutional its decision will not invalidate or terminate the BID and this BID Plan shall be amended to conform to the law without need of reestablishment.

Should the legislature amend the Statute to narrow or broaden the process of a BID so as to exclude or include as assessable properties a certain class or classes of properties, then this BID Plan may be amended by the Common Council of the City of Milwaukee as and when it conducts its annual Operating Plan approval and without necessity to undertake any other act. This is specifically authorized under Section 66.1109(3)(b).

Appendix B

ASSESSMENT METHODOLOGY for BID #5 in YEAR TWENTY ASSESSMENTS (2009)

It is intended to assess all properties described in the plan equally, with the exception that there shall be a minimum assessment of \$210.00 and a maximum assessment of \$12,600.00 on all individual parcels. The rate for Year Twenty will be \$0.900 per \$1,000.00 in assessed valuation.

EXAMPLES:

SHAFTON FAMILY LTD PARTNERSHIP, 641 N. James Lovell

Given that the total valuation of this property as of 1 January 2008 is \$165,900; then dividing this by \$1000 and then multiplying this valuation by \$0.900 would result in an assessment of \$149. Because this is below the \$210.00 minimum, the actual assessment for the BID should be \$210.00.

THE CLARK BUILDING JOINT VENTURE, 633 W. Wisconsin Ave.

Given that the total valuation of this property as of 1 January 2008 is \$12,441,000.00; then dividing this by \$1000 and multiplying this valuation by \$0.900 would result in an assessment of \$11,196.90. Because this is not below the \$210.00 minimum and not above the \$12,600.00 maximum, the actual assessment for the BID would be \$11,196.90.

ASSURANT HEALTH INSURANCE BUILDING, NKA FORTIS INSURANCE COMPANY

501 W. Michigan Avenue

Given that the total valuation of this property as of 1 January 2008 is \$32,727,000.00; then dividing this by \$1000 and multiplying this valuation by \$0.900 would result in an assessment of \$29,454. Because this is above the \$12,600.00 maximum, the actual assessment for the BID would be \$12,600.00.

Complete tabulation of the assessment per parcel in the Westtown BID #5 is in the next page on Appendix C.

Taxkey	Address	Owner	Current			Base BID				
			Current Land	Improvement	Current Total	Land Sq. Ft.	Floor Area	2009 BID Assessment		
1	361-0701-000	825 W WISCONSIN	ST JAMES COURT HISTORIC	\$61,400.00	\$1,635,600.00	\$1,697,000	9,360	37,800	\$1,527.00	
2	361-0702-000	815 W WISCONSIN	TOWNE PETERSON LLC	\$68,600.00	\$32,400.00	\$101,000	4,576	4,576	\$210.00	
3	361-0703-000	801 W WISCONSIN	TOWNE PETERSON LLC	\$330,900.00	\$97,100.00	\$428,000	22,057	22,057	\$385.00	
4	361-0707-110	735 W WISCONSIN	TOWNE-PETERSON LLC	\$1,008,000.00	\$3,292,000.00	\$4,300,000	63,000	111,109	\$3,870.00	
5	361-0709-100	625 N JAMES LOVELL	TOWNE PETERSON LLC	\$87,300.00	\$38,700.00	\$126,000	7,275	7,275	\$210.00	
6	361-0711-000	712 W MICHIGAN	LIBERTY HOLDING CO LTD	\$67,500.00	\$873,500.00	\$941,000	7,500	29,869	\$847.00	
7	361-0712-000	700 W MICHIGAN	LIBERTY HOLDING CO LTD	\$135,000.00	\$911,000.00	\$1,046,000	15,000	27,802	\$941.00	
8	361-0713-111	633 W WISCONSIN	THE CLARK BUILDING	\$1,428,000.00	\$11,013,000.00	\$12,441,000	71,400	424,295	\$11,197.00	
9	361-0714-111	611 W WISCONSIN	DOWNTOWN VENTURES LLP	\$839,100.00	\$13,660,900.00	\$14,500,000	41,955	172,609	\$13,050.00	
10	361-0719-112	509 W WISCONSIN	MILW CITY CENTER LLC	\$5,231,200.00	\$46,768,800.00	\$52,000,000	130,780	491,759	\$46,800.00	
11	361-0739-120	615 N 4TH	BOSTCO LLC	\$1,440,000.00	\$1,526,000.00	\$2,966,000	48,000	280,872	\$2,669.00	
12	361-0799-110	401 W MICHIGAN	ISTAR CTL I LP	\$1,920,000.00	\$9,330,000.00	\$11,250,000	64,000	236,218	\$10,125.00	
13	361-0814-122	501 W MICHIGAN	TIME INSURANCE COMPANY	\$2,873,700.00	\$29,853,300.00	\$32,727,000	127,718	370,160	\$29,454.00	
14	361-0822-110	633 W MICHIGAN	DONALD R DREISKE	\$963,700.00	\$3,036,300.00	\$4,000,000	80,311	96,022	\$3,600.00	
15	361-0825-120	525 N 6TH	S & R PROPERTY LLC	\$238,000.00	\$1,144,000.00	\$1,382,000	29,752	19,779	\$1,244.00	
16	361-0834-210	545 N JAMES LOVELL	LIBERTY HOLDING CO LTD	\$33,800.00	\$79,200.00	\$113,000	5,625	5,625	\$102.00	
17	361-0835-000	555 N JAMES LOVELL	THE SCHELLTLE JOINT REVOCABLE	\$30,000.00	\$366,000.00	\$396,000	5,000	5,046	\$356.00	
18	361-0840-111	803 W MICHIGAN	TOWN REALTY INC	\$482,100.00	\$3,767,900.00	\$4,250,000	60,260	132,334	\$3,825.00	
19	361-0849-100	531 N 8TH	TOWN REALTY INC	\$76,800.00	\$11,900.00	\$88,700	9,600	9,600	\$80.00	
20	361-0850-110	521 N 8TH	TOWNE REALTY INC	\$73,200.00	\$445,800.00	\$519,000	9,146	7,200	\$467.00	
21	361-1713-100	601 W WELLS	CPC REALTY LLC	\$735,000.00	\$3,724,000.00	\$4,459,000	36,750	158,916	\$4,013.00	
22	361-1715-000	738 N JAMES LOVELL	SHADED DOG VENTURES LLC	\$40,000.00	\$258,000.00	\$298,000	2,000	2,612	\$268.00	
23	361-1716-000	746 N JAMES LOVELL	STEVEN M LECHTER &	\$35,000.00	\$133,000.00	\$168,000	1,750	1,986	\$151.00	
24	361-1717-000	728 N JAMES LOVELL	METROPOLITAN-LOVELL	\$300,000.00	\$640,000.00	\$940,000	15,000	45,000	\$846.00	
25	361-1718-100	723 N 6TH	CPC REALTY LLC	\$240,000.00	\$147,000.00	\$387,000	12,000	12,000	\$348.00	
26	361-1721-000	626 W WISCONSIN	THE CENTRAL MARKET PLACE CO	\$326,200.00	\$71,800.00	\$398,000	16,312	16,312	\$358.00	
27	361-1722-000	612 W WISCONSIN	WISCONSIN AVENUE PROPERTY	\$86,200.00	\$2,023,800.00	\$2,110,000	0	0	\$1,899.00	
28	361-1729-110	700 W WISCONSIN	PARTNERSHIP TO DEVELOP	\$470,500.00	\$11,649,500.00	\$12,120,000	0	0	\$10,908.00	
29	391-0101-000	900 W WISCONSIN	WISCONSIN CLUB	\$1,714,600.00	\$2,664,400.00	\$4,379,000	118,250	46,398	\$3,941.00	
30	3910761000	606 W WISCONSIN	CITY REAL ESTATE DEV LLC	\$13,100.00	\$204,800.00	\$217,900	525	8,716	\$196.00	
31	391-0762-000	606 W WISCONSIN	CITY REAL ESTATE DEV LLC	\$1,300.00	\$28,000.00	\$29,300	51	437	\$26.00	
32	391-0763-000	606 W WISCONSIN	CITY REAL ESTATE DEV LLC	\$1,900.00	\$14,000.00	\$15,900	75	626	\$14.00	
33	398-0117-210	533 N 9TH	TOWNE REALTY INC	\$3,600.00	\$134,400.00	\$138,000			\$124.00	
34	398-1202-100	635 N JAMES LOVELL	BADGER COACHES INC	\$2,800.00	\$131,600.00	\$134,400			\$121.00	
35	398-1203-000	641 N JAMES LOVELL	SHAFTON FAMILY LTD	\$3,700.00	\$162,200.00	\$165,900			\$149.00	
36	398-1204-000	701 W WISCONSIN	SHAFTON FAMILY LTD	\$2,500.00	\$117,900.00	\$120,400			\$108.00	
Totals			36 Taxable Properties	\$21,364,700.00	\$149,987,800.00	\$171,352,500.00	1,015,028.00	2,785,010.00	\$154,217.25	\$103,954.00

APPENDIX D

WESTOWN ASSOCIATION BY-LAWS (last updated 5/20/2008)

ARTICLE I NAME AND GEOGRAPHIC AREA SERVED

- Section A. The name of the Corporation shall be the Westown Association, hereafter referred to as the "Association."
- Section B. The Association shall incorporate as a not-for-profit, tax-exempt organization according to the laws in the State of Wisconsin.
- Section C. The geographical area served by the Association shall be that portion of downtown Milwaukee bounded by Interstate-43 on the west, the Milwaukee River on the east, the Menomonee River on the south, and McKinley Boulevard on the north. Nothing in this section, however, shall be construed as meaning that the Association's interests are solely confined to this area.

ARTICLE II PURPOSE OF THE ASSOCIATION

- Section A. The purpose of the Association is to identify and publicize the advantages of the geographical area served by the Association, and to work on the economic and physical improvement of this area with private developers, investors and in cooperation with concerned public agencies. In addition, the Association will serve as liaison between its members and other organizations concerned with the economic development and improvement of downtown Milwaukee, and the greater Milwaukee area.
- Section B. The Association shall carry out its purpose by maintaining regular contact with its members, making potential investors and developers aware of the benefits of the area, serving as liaison with pertinent public and private agencies, initiating cooperative projects to physically improve the area and publicize its advantages, serving as liaison with organizations of similar purpose in Milwaukee.

ARTICLE III MEMBERSHIP

- Section A. An active member shall be defined as any individual, business or organization which resides or operates within the stated geographical area of the Association and has paid the appropriate membership fee.
- Section B. Affiliate members shall be defined as any individual, business or organization that shares the stated purposes of the Association and has paid the appropriate membership fee.
- Section C. All membership fees shall be determined by the Board of Directors. Fees may be waived by a $\frac{3}{4}$ vote of the Board of Directors in those instances they deem appropriate.

Section D No individual shall be denied membership in the Association based on the basis of race, religion, sex, income, age, sexual preference, disability, or national origins.

ARTICLE IV MEETINGS, VOTING PROCEDURES AND ELIGIBILITY

Section A There shall be at least two general membership meetings per year.

Section B The annual meeting of the Association shall be held on the date set forth by the Executive Committee.

Section C Every active member of the Association shall be entitled to vote one ballot at the annual meeting for the election of the Board of Directors, or on other business that may be brought before the membership.

Section D To be eligible to vote at the meeting, members shall be present at the meeting, and shall have paid their membership fees.

Section E The Board of Directors may make provisions for absentee ballots for the election of the Board of Directors.

ARTICLE V BOARD OF DIRECTORS, COMPOSITION, POWERS & DUTIES

Section A There shall be a maximum of 17 directors with responsibility for the management and governance of the Association.

Section B Any active or affiliate member of the Association may become a Director.

Section C At least five Directors shall be elected by the general members at each annual meeting of the Association.

Section D All elected Directors shall serve three-year terms. The initial term for an individual elected to fill a vacancy on the Board, shall be the remaining term of the vacating Director

Section E The President of the Board of Directors may appoint any qualified member to fill any vacancy on the Board, with the consent of a majority of the Board, for the balance of the unexpired term.

Section F The Board of Directors shall 1. Provide leadership for the organization; 2. Manage the general affairs of the Association; 3. Provide direction to and receive recommendations for committees for action; 4. Amend the by-laws by 2/3rd vote of the Board Members; 5. Establish appropriate dues; 6. Develop and implement the Association's long-range plans for the improvement of Westown.

Section G The Board of Directors shall meet at least four times a year, or at the call of the President or a majority of the Directors.

Section H A quorum shall consist of a majority of the total Board Members. A Board member may appear in person or by duly authorized proxy.

- Section I An Executive Committee consisting of the Officers of the Association shall be empowered to conduct business on behalf of the Association between regularly scheduled board meetings.
- Section J Any Director who misses four consecutive Board meetings may be removed from the Board, by action of the Board.

ARTICLE VI OFFICERS

- Section A The Officers of the Association shall be: President, Vice-President, Secretary and Treasurer.
- Section B The Officers shall be elected by the Board of Directors at the first regularly scheduled meeting of the Board.
- Section C Duties of the Officers shall be as follows:
1. The President shall be the Executive Officer of the Association. S/he shall preside over all meetings; make interim appointments to the Board, subject to Board consent; and approve all contracts for the Association, subject to Board or Executive Committee approval for any contracts not within the scope of the current budget.
 2. The Vice President shall assume all duties of the President in the absence or disability of the President, and shall assume the office of President should it be vacated.
 3. The Secretary shall review all minutes and attendance records at the meetings of the Board of Directors, give notice of all meetings, and shall assume all duties of the office of President in the absence or disability of the President and Vice President.
 4. The Treasurer shall review the receipt, deposit, and accounting of all monies of the Association, provide a written financial statement at regular intervals as determined by the Board of Directors, and at the annual meeting, disburse funds, and assume all duties of the President in the absence or disability of the President, Vice President, and Secretary.

ARTICLE VII COMMITTEES

- Section A There shall be Board committees including, but not limited to: Executive, Finance, Membership & Marketing, Board Development, Transportation, and Community & Economic Development.
- Section B The Executive Committee, composed of the Officers of the Association and the immediate Past President, shall conduct the business of the Association between board meetings. A maximum of two additional Past Presidents may attend meetings of the Executive Committee as non-voting Ex-Officio members. In filling the Ex-Officio positions, preference will be given to individuals whose terms as immediate Past President have most recently expired. All action taken shall be reported at the next Board meeting.
- Section C The Finance Committee shall be chaired by the Treasurer, and include the President as Ex-Officio member, together with two other Directors appointed by the President. The responsibilities of the

Committee shall be to determine dues, develop long range financial plans, prepare an annual budget for the Board, review all grant proposals and recommend action by the Board, review all non-budgeted expenditures over \$500.00 and recommend action to the Board. They shall also arrange for an annual audit with submission to the Board.

Section D The Board Development Committee shall be chaired by a Director and will be comprised of two other Directors appointed by the President. They shall be responsible for matters pertaining to Board of Director's recruitment, nominations, orientation, training, and evaluation of Board members.

Section E The Membership and Marketing Committee shall be chaired by a Director and will be comprised of two other Directors appointed by the President. Their function shall be to plan events, membership recruitment efforts, advise the Finance Committee on dues, and the Board on dues waivers. In addition, the Committee shall plan the programs for the regular and annual membership meetings.

Section F The Community and Economic Development Committee shall be chaired by a Director and will consist of other Directors and members appointed by the President. Their function shall be to lead and promote efforts that increase the social and economic vibrancy of the Westown area.

Section G The Transportation Committee shall be chaired by a Director and will consist of other Directors and members appointed by the President. Their function shall be to lead and promote efforts that increase awareness and advocate for transportation programs that can enhance the Westown area.

Section H The President may appoint any special ad hoc Committees or task forces appropriate for the mission of the Association.

ARTICLE VIII AMENDMENT

Section A These by-laws may be amended by a two-thirds vote of the Board of Directors, provided advance written notice of the amendment was previously forwarded to each member of the Board, at least ten days before the meeting.

ARTICLE IX PARLIAMENTARY AUTHORITY

Section A All meetings of the Association and its Board shall be in accordance with Robert's Rules of Order, most recent edition, unless they are in conflict with these by-laws, in which case the by-laws shall prevail

ARTICLE X DISSOLUTION

Section A In the event of the dissolution of the Association by its membership, all assets, physical and/or financial, shall devolve to the Milwaukee Department of City Development, or its successor agency.