

BYLAWS FOR MANI

MILWAUKEE ACTION NETWORK INC [501(c)(3)]
5464 N. Port Washington Rd. C200, Glendale, WI 53217
Registered Agent: Dele Ojelabi

Article 1 IDENTIFICATION

The Corporation shall be known as the Milwaukee Action Network Inc (“MANI”), a 501(c)(3) organization.

Article 2 OFFICES

Principal Office: The principal office of Milwaukee Action Network Inc. shall be located at 5464 N. Port Washington Rd. C200, Glendale, WI 53217

Other Offices. Milwaukee Action Network Inc. may have such other offices as the Board of Directors may determine or as the affairs of Milwaukee Action Network Inc. may require from time to time.

Article 3 SCOPE

These Bylaws are designed to govern the affairs of the Milwaukee Action Network Inc, a 501(c)(3) organization.

Article 4 FINANCIAL YEAR

Fiscal Year: The fiscal year for the Corporation shall run from the first day of January of the given year to the last day of December of the same year.

Article 5 NON-PROFIT PURPOSES

IRS Section 501(c)(3) Purposes: Milwaukee Action Network Inc. (“MANI”) is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding section of any future federal tax code. MANI’s mission is to assist in the creation and instituting of strategic long-term partnerships between sister cities through promotion, development, consulting, education and networking; promote sustainable human development through economic empowerment and development and also engage in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.

Article 6 DIRECTORS

Number: The Corporation shall have a minimum of three (3) directors and collectively they shall be known as the Board of Directors. However, the number of directors may be increased by approval of the Board of Directors, but the addition of new members shall always lead to an uneven number of directors making up the Board of Directors. A Board member need not be a resident of the State of Wisconsin. Directors may serve as Officers of MANI.

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Powers: Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws, relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, all corporate powers shall be under the oversight of the Board of Directors.

Duties: The duties of the Directors shall be as stated below:

- Perform any and all duties imposed on them collectively or individually by law and by the Bylaws;
- Appoint the Executive Director by a majority vote of the Board of Directors.
- Director shall appoint and remove, employ, supervise, discharge, and prescribe the duties and fix the compensation of any and all officers, agents, and employees of the Corporation;
- Ensure the prudent use of all assets, including facility, people, and organizational goodwill, and working to enhance the public image of Milwaukee Action Network Inc.;
- Ensure that the nonprofit's activities and transactions are, first and foremost, advancing its mission;
- Recognize and disclose conflicts of interest;
- Make decisions that are in the best interest of the nonprofit Corporation, while *not* in the best interest of any individual Board member or the Board members as a whole;
- Ensure the nonprofit obeys applicable laws and regulations and follows its own bylaws;
- Fulfill their individual and joint fiduciary duty to the organization (i.e., treat their Board Director role as their primary role when making decisions, and not in the interest of any other job or affiliation);
- Select and evaluate the performance of the Executive Director;
- Provide to the Executive Director and Staff its insights and expertise with respect to matters of mission, strategy and policy as it provides services consistent with its current mission;
- Meet at such times and places as required by these Bylaws.

Term of Office:

- **Directors:**
 - The term of office for each Director shall be two (2) years (“Initial Term”).
 - Each Director may be reelected for a maximum of one (1) additional term following the end of the Initial Term unless the Director resigns prior to the end of any of their terms. Irrespective of the above, the maximum consecutive number of years a Director can serve on the Board of Directors is a total of four (4) years.
 - Previous Board members may be eligible for reconsideration as a new Board member for a one (1) additional term after two years following the end of their previous term on the Board of Directors.
 - Founding members shall have permanent seats on the Board until or unless they choose to resign or are removed per the provision of this by law
 - The term for half of the Board shall end at the beginning of each fiscal year.
- **Officers:**
 - The term of office for an Officer shall be three (3) years (“Initial Term”).
 - Each Officer may be appointed for consecutive additional one (1) year terms

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following the end of the Initial Term.

The Board of Directors shall remove an individual Director for cause and upon a vote representing a quorum of the full Board of Directors.

Compensation: Directors shall serve without compensation as a Board of Director member.

Regular Meetings: Regular meetings of Directors shall be held at least quarterly on a date and at a time and place determined and agreed upon by a majority of the Board.

Special Meetings: Notice of the date, time and place of any special meeting shall be given to each Board member at least two weeks prior to the meeting, by written notice mailed or delivered digitally, including the subject for the meeting.

Quorum for Meetings: A quorum shall consist of the majority of the Directors. When the total number of Directors is three, all Directors must be present to create a quorum. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committee if during the meeting he or she is in radio or telephone communication with the other Board members participating in the meeting.

Removal: A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a majority of then-serving Board members.

Majority Action as Board Action: Every act or decision done or made by a majority of the Directors present at a meeting, is the act of the Board of Directors, as long as the directors present at that meeting consist of a quorum of the full Board of Directors as stated in these Bylaws, unless the Articles of Incorporation, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Nomination of a Member to the Board of Directors for an open position or for renewal of term: The Executive Director shall bring forth recommendations for open Board of Director positions and for the renewal of terms of any given Director.

The Board shall act upon these recommendations or direct the Executive Director to bring additional or other candidates forward for consideration, if the slate of candidates presented does not receive a vote of approval reflecting a quorum of the Board.

Non-Liability of Directors: The Directors shall not be personally liable for the debts, liabilities, or other obligations of MANI.

Indemnification by Corporation of Directors and Officers: The Directors and Officers of the Corporation shall be fully indemnified by the Corporation to the fullest extent permissible under the laws of **Wisconsin**. The Board of Directors shall be covered by Directors and Officer's *errors and omissions* insurance.

SPECIAL NOTE: If at any time the Board of Directors renders a tied decision, it is the

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responsibility of the Executive Director to break the tie, as long as the issue being voted upon does not create a conflict of interest for the Executive Director. If at any time a conflict of interest is determined, the matter will be tabled until a meeting can be held with all Board Members in attendance. The Board shall seek to reach a consensus on any decision in question, and shall temporarily suspend deliberations should a majority agree to allow time for reflection and resolution prior to ending the suspension, and then proceeding with a formal vote.

Article 7 OFFICERS

Designation of Officers: The Officers of the Corporation shall be at least a President/Executive Director, Vice President and a Secretary. The Corporation may also have such other officers as may be determined from time to time by the Board of Directors.

Election and Term of Office: The Board of Directors shall appoint Officers every three (3) years, and each officer shall hold office until the next term of appointments or until he or she resigns or is removed prior to the next appointment term.

Removal and Resignation: The Board of Directors may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Executive Director of the Corporation.

Duties of Officers: Duties of the officers shall be specified by the Executive Director and Board of Directors and are specified within these Bylaws in Article 6, Powers, and Duties.

Article 8 BOARD OF DIRECTORS

Role and Purpose of the Board of Directors: The Board of Directors shall have the purpose to oversee and make decisions, by majority vote, to:

- Approve the Bylaws;
- Elect officers and undertake the transaction of such other business as may come before the Board.
- Fulfill the duties as specified in these Bylaws under Article 6 - Duties
- The Executive Director is the only officer with authority to manage the financial affairs of the Corporation, to enter into contracts for services on behalf of the Corporation or contracts with those the Corporation serves, and to manage the bank counts and check books, subject to oversight by the Board.

Article 8 CONFLICT OF INTEREST

Conflict of Interest Policy: A Conflict-of-Interest Policy is attached to these bylaws, and will be accepted and adopted at the same time of the adoption of the bylaws for this Corporation.

Article 9 CORPORATE RECORDS

Maintenance of Corporate Records: The Corporation shall keep its corporate records at its principal office and maintained electronically for a minimum of 5 years:

- Minutes of all meetings of directors and committees of the Board;
- A conformed copy of the Corporation's Articles of Incorporation and the Bylaws;

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- Adequate and correct books and records of its corporate bank account(s);
- Copies of all correspondence and filings with the IRS.

The Corporation shall post online annual reports including financial summaries, donor contributions, and major activities and accomplishments.

Article 10

IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Limitation on Activities: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Prohibition Against Private Inurement: No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation by the Executive Director and for services rendered on behalf of the Corporation by private persons under the direction of the Executive Director, and to make payments and distributions in furtherance of the purposes of this Corporation.

Distribution of Assets: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or correspondent section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 12

AMENDMENT OF BYLAWS

Amendment: These bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of a two thirds majority of the Board of Directors.

Article 13

CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation

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of this Corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Article 14 CONFIDENTIAL INFORMATION

The Board Members agree that:

- a. MANI has developed, at great expense, a substantial amount of confidential and proprietary information that requires protection because it provides MANI with a substantial advantage in conducting its affairs, but is not a trade secret under Wisconsin Statute Section 134.90. For purposes of this section, this information is referred to as “Confidential and Proprietary Information” and includes, but is not limited to: trade secrets, processes, data, know-how, documentation, flowcharts, marketing plans, forecasts, licenses, business plans, compensation programs, product development projects, operating procedures, employee and customer lists, information regarding specific techniques and procedures developed by MANI, cost estimates, financial reports, including information on MANI operation and finance.
- b. By virtue of the Board Members engagement, it will have access to and be entrusted with Confidential and Proprietary Information. MANI would suffer significant injury if Board Member would disclose this information or use non approved purpose. Therefore, in consideration of the benefits to be provided under this Agreement, Board Members agrees that during the term of its engagement as an independent Board Member for MANI, and for a period of twenty four (24) months after the termination of that engagement, Board Member shall not, directly or indirectly, either individually or as an employee, agent, partner, shareholder, consultant, independent Board Member or in any other capacity, use or disclose, or cause to be used or disclosed, any Confidential and Proprietary Business Information acquired by Board Member during this engagement, whether owned by MANI prior to or discovered and developed by MANI subsequent to Board Member’s engagement, and regardless of the fact that Representative may have participated in the discovery or development of such information, provided, however, that the foregoing shall not apply to information (i) which is or becomes generally known to the public through no action on Consultant’s part, (ii) is generally disclosed to third parties by MANI without restriction on such third parties, or (iii) is approved for release by written authorization of MANI (iv) which Board Members is compelled or required to disclose by any governmental agency, court or tribunal of competent jurisdiction, provided however that Board Member promptly notify MANI, in writing, of any subpoena or order or request that may result in the compelled disclosure of any Confidential and Proprietary Information. Nothing in this provision shall prevent Board Member from using his general know-how and other information that is generally available to its industry to obtain or pursue engagement elsewhere.
- c. This Agreement in no way waives or limits the protections and rights provided by Section 134.90 for trade secrets.

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- d. The provisions of this section shall apply anywhere the disclosure of Confidential and Proprietary Information would be adverse to MANI interests.
- e. Any trade secret or Confidential and Proprietary Information developed or obtained by a Member and/or used by Board Member while serving at MANI shall become and remain the exclusive property of MANI.

Article 15

NONGOODWILL/NON-DISPARAGEMENT

Board Member agrees not to disparage MANI, its services, volunteer, or personnel in any communications with MANI stakeholders at any time during the course of its engagement with MANI or at any time thereafter.

Article 16

NON-INTERFERENCE

Board Member agrees that it shall not, during the term of their engagement, and for a period of twenty-four (24) months after the Service on the board, directly or indirectly or through a third party, interfere with the services and activities of MANI by soliciting, inducing, or otherwise causing an employee, volunteer, representative, other board members or any individual involved in MANI mission, their engagement, employment or agreements with MANI to become an employee, representative, consultant, volunteer or independent contractor of Board Member or any competitor of MANI. Board Member further agrees that it shall not, during the term of its engagement, and for a period of twenty-four (24) months after the termination of its engagement, directly or indirectly through a third party, interfere with the activities of MANI by soliciting, inducing, or otherwise causing a company, entities or other nonprofit with whom MANI has a relationship to: (i) terminate their relationship or agreements with MANI; or (ii) enter into a relationship, engagement or contract with any other nonprofit competitive to MANI.

Board Member and MANI agree that the restrictions set forth above are (i) reasonable in both the scope and duration; (ii) reasonably necessary for the protection of MANI's service, relationships, and confidential and/or proprietary information; and (c) not unreasonable as to the Board Members or the general public.

Article 17

CORPORATE POLICIES ADDENDUM

The Board of Directors shall, from time to time, place corporate policies in an addendum to these Bylaws. Such Corporate policies may reflect compensation principles for the Executive Director, the employment of independent contractors to deliver services on behalf of the Corporation, the mission of the Corporation, the Corporation's annual plan of work, confidentiality policy, and/or a code of ethics.

Article 18


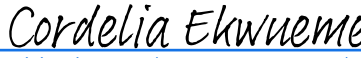

ADOPTION OF BYLAWS

We, the undersigned, are all of the incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of this Corporation, on this 29th day of July 2023.

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Signature Page Follows:

INCORPORATORS

Board of Director (Print Name)	Board Member	Signature of Board of Director
Dele Ojelabi	Board President/Executive Director	 <u>Dele Ojelabi (Aug 3, 2023 21:27 EDT)</u>
CORDELIA EKWUEME	Board Secretary	 <u>Cordelia Ekwueme (Aug 4, 2023 06:35 CDT)</u>
Francis Obuseh	Vice President	 <u>Francis Obuseh (Aug 3, 2023 20:30 CDT)</u>












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Final Audit Report

2023-08-04

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