

Sister City Relationship Annual Report*

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		
Name Federation of Croatian Societies		
P. O Box 1548		
Website www.milwaukeecroatiains.org		
PERSON IN CHARGE OF ORGANIZATION FOR MILWAUKEE		
Name John Braovac	Phone 414-803-1460	
Mailing Address 1335 S. 124 th , Brookfield, WI 53005	Email johnbraovac@hotmail.com	
SISTER CITY		
Name Zadar	Country Croatia	Population 75,082
PERSON IN CHARGE OF ORGANIZATION FOR SISTER CITY		
Name Anita Grzan Martinovac, City Administrator	Phone 385 –(0) 23-315316	
Mailing Address – Jurja Barakovica 5, HR 23000 Zadar	Email anita.grzan-martinovac@grad-zadar.com	

Please attach the following information

Updated 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
- Updated 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

Updated information about the applicant organization:

- Organizational status (e.g. 501c-3). List Board of Directors and attach bylaws
- Number of members, their professional and business background, names and contact information
- Progress of the goals of the organization regarding the sister city relationship
- Progress of activities of the organization in relation to the sister city
- Progress of the 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: An annual report must be submitted to the Sister Cities Committee within 30 days following the anniversary of the date on which the mayor signed the resolution establishing the relationship.*

Sister City 2019 Annual Report – Zadar and Milwaukee

Attention: Mr. Chris Lee, Staff Assistant, Milwaukee Sister City Committee

On Behalf of the Federation of Croatian Societies, I am forwarding you the Application Form, updated information on the Sister City relationship and updated information regarding the Federation of Croatian Societies.

Our overall goal remains the same – build a foundation for the growth and enhancement of a long-standing relationship between Milwaukee and Zadar, with a focus on cultural, educational and water research opportunities.

Major activity in 2018 consisted of a significant cultural exchange and a Milwaukee delegation from the Federation visiting Zadar and meeting with the City Administrator, members of the Common Council and local dignitaries. The Milwaukee Croatian Tamburitians toured Croatia for two weeks in the summer of 2018 and spent 3 days in Zadar. They performed two concerts in conjunction with a local folklore group. In addition, several Board members of the Federation went on this tour and met with City Administrator Anita-Grzan Martinovac twice, including an evening reception with local business, educational and elected officials. We had the opportunity for an extended conversation with Ms. Martinovac to discuss the future of the Sister City relationship, including a future trip to Milwaukee by key Zadar elected officials, as well as exploring ways to interact with local business and university officials.

One major reason for a slowdown in Federation focus on the Sister City relationship was the serious health issues with my wife. The good news is that we now have a new person within the Federation to lead our efforts in the future. Her name is Nevenka Bralic-Lutzow and she has the time and zeal to advance this Sister City effort. The Federation is confident her leadership will result in a renewed focus and involvement.

Respectfully submitted by:

Paul Lucas, Federation of Croatian Societies Board Member

**Federation of Croatian Societies
2019**

	Name	Ph#	Park Committee 2019	Promotion Comm - Cro Fest 2019
President	John Braovac	414-803-1460	John Hrdi	Ann Wylie
Vice President	Tom Krenz	414-418-1970	Zarko Susac	Mary Schauer
2nd Vice President	Joe Veber	262-682-4088	Joe Veber	Milan Djurina
Secretary	Dan Hrdi	414-403-2469	Mirko Jakircevic	John Braovac
2nd Secretary	Josip Jaksic	414-530-9374	Joe Schauer	Nevenka Bralic
Treasurer	Mato Veber	414-975-3706	Ivan Macan	
2nd Treasurer	Joey Schauer	414-870-8951	Steve Varga	
Auditor	Damir Braovac	262-796-1253	Stipe Zivkovic	
Auditor	Steve Varga	414-541-0262	Pero Cibaric	
Auditor	Tom Goltz	262-409-5641	Pero Markovic	
Auditor (Alt)	Ante Pelicaric	414-546-1416		
Publicity Chair	Paul Lucas	414-807-5512		

United American Croatian-Ujedini Hrvati

David Hampel 4140 Eldorado Ct Brookfield, WI 53005 262-389-1543 David.Hampel@magnetek.com	Karl Milling 1419 Stoneridge Dr. Watertown, WI 53098 920-206-6291	Ante Pelicaric 1979 S. 76th Street West Allis, WI 53219 414-546-1416 croat08@gmail.com
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St. Augustine's Parish

Olga Dodaj 1325 S. 95th Street West Allis, WI 53214 414-258-6316	Peter Cibaric 905 S. 90th Street West Allis, WI 53214 414-475-9523	Ivan Cibaric 905 S. 90th Street West Allis, WI 53214 414-475-9523 icibaric01@gmail.com
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CFU Lodge 1959 Silver Strings

Josip Schauer 5839 W. Edgerton Avenue Greenfield, WI 53220 414-235-9458	Mary Schauer 5839 W. Edgerton Avenue Greenfield, WI 53220 414-235-9458	Anita Osvatic W157 S7233 Quietwood Dr Muskego, WI 53150 H: 235-9602 C: 350-6031 anitarados@yahoo.com	Josip Veber S70 W19133 Kenwood Dr. Muskego, WI 53150 262-682-4088 josipveber@gmail.com	Don Kutz 5020 S 51st St Apt B-219 Greenfield, WI 53220 414-331-4115 julieewend@yahoo.com
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Sacred Heart Church

Robert Braovac 7211 S. Karrington Drive Franklin, WI 5332 414- 235-3868 braovacb@earthlink.net	Milan Djurina 2326 W. Clayton Crest Milwaukee, WI 53221 414-982-7475 milanovich2003@yahoo.com	John Hrdi 6023 W. Cleveland Ave Milwaukee, WI 53219 414-543-8637	Dan Hrdi 8121 Waverly Court Wind Lake, WI 53185 414-403-2469 danhrdi@gmail.com	Kathy Goltz 18975 Tanala Drive Brookfield, WI 53045 262-786-3048
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**Federation of Croatian Societies
2019**

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Croatian School

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Croatian Eagles Soccer Club

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American Croatian Silver Strings

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THIS DOCUMENT IS TO BE RECORDED IN MILWAUKEE COUNTY

RESTATED ARTICLES OF INCORPORATION
OF
FEDERATION OF CROATIAN SOCIETIES, INC.

Adopted Oct 15, 2002

ARTICLE I

Name

The name of the corporation is Federation of Croatian Societies, Inc. (hereinafter the "Federation").

ARTICLE II

Purposes

Section 1. The Federation is organized and shall be operated exclusively for charitable, educational, and religious purposes within the meaning of I.R.C. Section 501(c)(3) and within those purposes solely for the purpose of preserving and propagating the cultural heritage and language of Croatia in Wisconsin. The Federation may carry out its purposes directly or by making distributions to other qualifying organizations. In these Articles, the term "I.R.C." means the Internal Revenue Code and references to provisions thereof are to such provisions as from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

Section 2. Within the limits of Section 1, the Federation's purposes and activities may include:

- A) To assemble all Croatian cultural, educational, charitable and athletic societies into one federated organization for the mutual benefit of all participating societies and organizations in the State of Wisconsin. All organizations belonging to the FEDERATION OF CROATIAN SOCIETIES must be domiciled in the State of Wisconsin. Newly accepted organization for membership must have a minimum of 10 (ten) members.
- B) To act as a coordinating agency in scheduling the events of various organizational activities, gatherings and celebrations in order to avoid conflicts of dates between the member organizations of the FEDERATION OF CROATIAN SOCIETIES.

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- C) To initiate and encourage good, friendly and brotherly relations among the member societies organizations and to assist or organize orchestras, drama or dancing groups which preserve and propagate the Croatian cultural heritage.
 - D) To sponsor and promote, from time to time, educational programs of all kinds, having as their special purpose the teaching of the Croatian language and culture to young people.
 - E) To act as a mediator and to solve in a brotherly manner all disputes that could eventually arise between the delegates of member societies or organizations.
 - F) To publish its own books and to aid in the publication of other books written in accordance with the best tradition of the Croatian heritage. In addition, the Federation shall help in building, purchasing and operating Croatian cultural clubs, halls, homes or any other Croatian cultural institution.
 - G) To work on establishing good connections and relations with the organizations of other ethnic groups, especially those with similar goals and similar problems in their native countries.

ARTICLE III

Activities and Restrictions

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Federation to any private individual or officer or director of the Federation.

Section 2. No substantial part of the activities of the Federation shall consist in carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Federation's exemption under I.R.C. Section 501(c)(3). The Federation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Federation shall inure to the benefit of any private individual or officer or director of the Federation; provided, however, that such a person may receive reasonable compensation for personal services rendered which are necessary to carrying out the exempt purposes of the Federation.

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Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Federation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

Section 5. Whenever the Federation is a private foundation as defined in I.R.C. Section 509(a), the income of the Federation shall be distributed at such time and in such manner as not to subject it to tax under I.R.C. Section 4942 and the Federation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in I.R.C. Sections 4941(d), 4943(c) and 4945(d), respectively, or make any investments in such manner as to subject it to tax under I.R.C. Section 4944; or make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE IV

Croatian Park

The largest asset of the FEDERATION OF CROATIAN SOCIETIES is a park ("Croatian Park") consisting of 30 acres of wooded land located at 9100 S. 76th Street, City of Franklin, County of Milwaukee, Wisconsin. No officer, delegate or members has any authority to sell, assign, convey, encumber, develop or in any other way materially change all or any part of Croatian Park or the Federation's ownership and control over it without the express authorization by a vote of two-thirds of the delegates to General Assembly then in office. The General Assembly's authorization shall specify which officer or officers have authority to proceed and under what terms. If, pursuant to the required authorization or in the event of the sale of Croatian Park by eminent domain, only the General Assembly may determine the use of the sales proceeds, find another location and/or buy other real estate so as to continue further development of the Federation. This section will also apply to any property that may be acquired in place of the present Croatian Park.

ARTICLE V

Members

The Federation shall have one class of members. Each member shall be a Croatian cultural, educational, charitable or athletic society that is domiciled in Wisconsin, has at least ten members, and abides by the Constitution of the United States. No part or section of any organization can itself be a member of the corporation. Each member is entitled to the same number of delegates to the Federation's General Assembly. Each of the

delegates shall have one vote. Actions by the General Assembly shall be based on the votes of the delegates each counted separately, not on the votes of the member organizations. Other membership provisions shall be as specified in the Bylaws.

ARTICLE VI

Directors

Except as legally delegated, all corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the Board of Directors. The Board of Directors shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the Wisconsin Nonstock Corporation Law, which at the time of execution of these Articles is three (3). The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

ARTICLE VII

AMENDMENT

These Articles of Incorporation may be amended by a vote of two-thirds of the delegates to General Assembly then in office, provided that no amendment shall substantially change the original purposes of the Federation.

ARTICLE VIII

Dissolution

In the event of the dissolution of the Federation, the General Assembly shall, after paying or making provision for the payment of all of the liabilities of the Federation, distribute all of the assets of the Federation exclusively for the purpose of preserving and propagating the cultural heritage and language of Croatia in Wisconsin, provided that (a) the distribution must also be exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code and (b) no private foundation as defined by I.R.C. Section 509(a) shall be a recipient. Any of such assets not so distributed shall be distributed for such purposes as determined by the Circuit Court of the county in which the principal office of the Federation is then located.

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ARTICLE IX

Principal Office; Registered Agent

The mailing address and county of the principal office of the Federation is 1932 Ludington Ave., Wauwatosa (Milwaukee County), Wisconsin 53226. The name and street address of the Registered Agent of the Federation is Karl Milling, 1932 Ludington Ave., Wauwatosa, WI 53226.

This document was drafted by:

Theodore F. Zimmer

RESTATED BYLAWS OF
FEDERATION OF CROATIAN SOCIETIES, INC.

Adopted October 15, 2000

ARTICLE I
Offices

Section 1. Principal Office. The Federation shall maintain a principal office in the State of Wisconsin. The Federation may have such other offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors.

Section 2. Address of Registered Agent. The Federation shall maintain a registered agent in the State of Wisconsin whose address may be, but need not be, identical with the principal office of the Federation. The identity and address of the registered agent may be changed from time to time by notifying the Wisconsin Secretary of State pursuant to the provisions of the Wisconsin Statutes.

ARTICLE II
Membership

Section 1. Classes of Members. The Federation shall have one class of voting members.

Section 2. Qualification. To become a member, an organization must:

- (a) Be a Croatian organization described in Article V of the Articles of Incorporation;
- (b) Have submitted a written application and request that the Federation investigate its qualifications for membership;
- (c) Have been admitted upon the vote of two-thirds of the delegates to the General Assembly (an organization's application shall be introduced at the first General Assembly meeting after it is received and acted upon at the next meeting);
- (d) Have paid the initial membership fee;

Section 3. Admission Fee and Dues. The General Assembly may at any meeting fix, change, amend or adjust the admission fees and dues without amending the Bylaws.

Section 4. Termination of Membership.

(a) By majority vote, the General Assembly may expel a member if the member: (1) failed to pay dues within twenty (20) days after the mailing of a second notice of dues payable; or (2) failed to be represented by all three of its delegates at four or more consecutive meetings of the General Assembly.

(b) By a by a vote of two-thirds of the delegates to the General Assembly then in office, the General Assembly may expel a member for good cause shown. A member expelled under this subsection 4(b) may not apply for membership again and has no right to make any demands on the Federation.

Section 5. Privileges Of Membership.

(a) Delegates. Each member has the right and obligation to nominate three (3) delegates to represent the new organization at the meetings of the General Assembly. No member organization can be represented by more than three (3) delegates. The delegate of any member organization must be over eighteen (18) years of age and must be of Croatian descent or associated with a Croatian through marriage. The member may from time to time change one or more of its delegates. However, it must submit the name and address of each proposed delegate. The General Assembly has the right to refuse the acceptance of a delegate if the delegate was connected with any subversive or illegal organizations, or if a delegate has a criminal record. If these facts should be discovered after the delegate has been accepted, the delegate will be found unacceptable and the request for another delegate in his place shall be made to the respective society or organization.

(b) Other Privileges. Other membership privileges include participation in various activities, programs and publications of the Federation as may be designated from time to time by the Board of Directors or General Assembly.

Article III.
The General Assembly

Section 1. Composition and Duties. The General Assembly consists of the delegates of the members. It is the supreme policy-making body of the Federation and is primarily responsible for preparing long-range plans and programs for the Federation. It shall keep itself informed of the Federation's activities.

Section 2. Duties of Delegates. (a) Every delegate must attend the General Assembly regularly. Each delegate must respect and abide by the rules and decisions made at the meetings.

(b) The secretary of the Executive Committee must instruct all delegates regarding the consequences of missing

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three consecutive meetings.

(c) The President, presiding at the meeting, has the right to warn any delegate who behaves in an undignified or offensive way; if he does not heed the warning, the delegate may be expelled or the meeting may be postponed. It is the duty of the Secretary of the Executive Committee to request a member organization to send a different delegate. A delegate who has once been expelled may not become the delegate of any other member organization in the FEDERATION.

Section 3. Monthly Meetings. The General Assembly shall meet monthly at times and places of its choosing.

Section 4: Annual Meeting. The meeting of the General Assembly in the month of January shall be its annual meeting. The Secretary of the existing Executive Committee must draw up the agenda for the annual General Assembly meeting. At the annual meeting, the delegates elect an Assembly President and a Recording Secretary who must hand over the minutes of the assembly to the newly elected Secretary of the Executive Committee at the close of the meeting. The General Assembly also elects from among the delegates: (a) an Executive Committee of seven delegates; (b) a Board of Trustees of three delegates; (c) a Park Committee of three delegates; and (d) a Publicity Committee of two delegates. In addition to electing the delegates to these committees, the General Assembly designates which of the committee members fill which of the offices described in Articles V through VIII below. The General Assembly may appoint additional committees as well.

Section 5. Procedure For Election of Executive Committee.

(a) At the General Assembly, the President in office presents the resignation of the entire Executive Committee. A new Executive Committee is to be elected for the coming year.

(b) The election is held in the following order:

1. The President of the assembly opens the election by nominating candidates for all the posts in the Executive Committee.

2. All the delegates present cast secret ballots. Every candidate for the Executive Committee must have a majority of votes.

Section 6. Special Meetings. Special meetings of the General Assembly may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the President and Secretary of the Executive Committee, and shall be called by the Secretary on the written request of two-thirds of the delegates.

Section 7. Notice and Waiver Of Notice.

(a) Notice. Notice of the annual meeting and any special meeting of the General Assembly shall be given by oral or written notice delivered to each delegate not less than ten (10) days nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or other officer or persons calling the meeting to each delegate of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Federation, with postage thereon prepaid. In lieu of such notice, notice may be given by publishing the same as a class 2 notice, under Chapter 985 of the Wisconsin Statutes, near the principal office of the Federation. The purpose of and the business to be transacted at any special meeting of the members shall be specified in the notice or waiver of notice of such meeting.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or Bylaws of the Federation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum and Manner of Acting. A majority of the delegates present in person shall constitute a quorum for the transaction of business at any General Assembly meeting. Each delegate has one vote. The vote of a majority of the delegate entitled to vote at a meeting at which a quorum is present shall be the act of the General Assembly, unless the act of a greater number is required by Chapter 181 of the Wisconsin Statutes, or Articles of Incorporation or Bylaws of the Federation. Though less than a quorum of the delegates is present at a meeting, a majority of the delegates who are present may adjourn the meeting from time to time without further notice.

Section 9. Conduct Of Meetings. The President, and in his or her absence, the Vice President and in their absence any person chosen by the delegates present shall call the meeting of the General Assembly to order and shall act as chair of the meeting, and the Recording Secretary of the Federation shall act as secretary of all General Assembly meetings but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting. Robert's Rules of

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Order shall govern the procedure and deliberations of the General Assembly and the Federation's committees unless otherwise provided in these bylaws.

Section 10. No Proxies. Delegates may not be present by proxy or vote by proxy.

Section 11. Action By Written Consent of Delegates. Any action required by the Articles of Incorporation or Bylaws of the Federation, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the delegates entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 12. Presumption Of Assent. A delegate who is present at a General Assembly meeting, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such delegate's dissent is entered in the minutes of the meeting or unless such delegate shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Federation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a member who voted in favor of such action.

ARTICLE IV Board of Directors

Section 1. Composition. The Board of Directors shall consist of the members of the following committees: Executive Committee, Board of Trustees, Park Committee and Publicity Committee.

Section 2. Duties. Except as otherwise provided in these bylaws, all corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the Board of Directors. The Executive Committee, Board of Trustees, Park Committee, Publicity Committee and any other committees shall be subject to the Board of Directors.

Article V Executive Committee

Section 1. Composition and Officers. The Executive Committee shall consist of: the President, two Vice-Presidents (the second vice-president is automatically the president of the Park Committee), the Secretary, Treasurer, Assistant Secretary and Assistant Treasurer. These people also serve in the corresponding offices of the Federation as a whole.

Section 2. Duties. The Executive Committee acts on behalf of the entire representation of delegates and, within the bounds of the articles of incorporation, the bylaws and Wisconsin statutes, shall govern the day-to-day activities of the FEDERATION.

Article VI Board of Trustees

Section 1. Composition and Officers. The Board of Trustees consists of a president and two other delegates.

Section 2. Duties. This Committee supervises the management of all assets of the FEDERATION. The Trustees examine the financial matters, books and accounts every three months. The Trustees report the findings of examinations at the meetings of the General Assembly. The meetings of the Trustees are called by its President at the urging of the Treasurer of the Executive Committee. The President of the Trustees receives one copy of the lease of the park.

Article VII Park Committee

Section 1. Composition and Officers. The Park Committee consists of a President and two other delegates. The President of this Committee must be the Second Vice-President of the Executive Committee.

Section 2. Duties. The Park Committee reports and makes recommendations to the Executive Committee on all matters dealing with the needs, estimated repairs and building for the park. The Park Committee takes care of all acquisitions of material for building and all repairs or additions to the presently existing buildings in the park. The Executive Committee supervises the Park Committee.

Article VIII Publicity Committee

Section 1. Composition and Officers. The Publicity Committee consists of an Editor and Chief and an Assistant Editor.

Section 2. Duties. The Editor must publish all scheduled activities, all official articles and news received from any of the committees or member organizations in the official or members organizations in the official newspaper of the FEDERATION OF CROATIAN SOCIETIES. In addition, publish articles dealing with Croatian heritage and culture. No personal attacks on any Croatian society or organization may be published in the official paper of the FEDERATION OF CROATIAN SOCIETIES.

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Article IX
Procedures for the Board of Directors and Committees

This Article IX applies to the Board of Directors and to all committees.

Section 1. Oath. All newly-elected members of the Board of Directors and all committees must be sworn in as follows:

I _____ swear by Almighty God to execute my delegated duties to the best of my ability, with honor and honesty. I promise to propagate the programs and ideals of the FEDERATION OF CROATIAN SOCIETIES, so help me God.

Section 2. Resignation. A director or committee member may resign at any time by filing a written resignation with the Secretary of the Federation.

Section 3. Removal. A director or committee member may be removed from office with or without cause by a vote of two-thirds of the delegates to the General Assembly then in office either at a regular meeting or at any special meeting called for that purpose.

Section 4. Vacancies. In the event a vacancy occurs in the Board of Directors or a committee from any cause, including an increase in the number of directors, an interim director shall be elected by the Executive Committee to serve until a successor is elected by the General Assembly.

Section 5. Regular Meetings. The General Assembly may prescribe a schedule or regular meetings for the Board of Directors and any Committee. In the absence of that, the Board of Directors and any Committee may provide by resolution for regular or stated meetings, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 6. Special Meetings. Special meetings of the Board of Directors or any Committee may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the President of the Executive Committee or the chair of the Board or the Committee, and shall be called on the written request of any two of the Board or committee members.

Section 7. Meetings By Telephone or Other Communication Technology.

(a) Any or all directors or committee members may participate in a regular or special meeting or in a committee meeting by, or conduct the meeting through the use of, telephone or any other means of communication by which either: (i) all participating persons may simultaneously hear each other during—

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the meeting or (ii) all communication during the meeting is immediately transmitted to each participating person, and each participating person is able to immediately send messages to all other participating persons.

(b) If a meeting will be conducted through the use of any means described in subsection (a), all participating persons shall be informed that a meeting is taking place at which official business may be transacted. A person participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 8. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered personally to each director or committee member at least twenty-four (24) hours prior thereto, or by written notice mailed, sent by facsimile or telegraphed to each director at his or her business address at least forty-eight (48) hours prior thereto, unless a different time shall be provided by Chapter 181 of the Wisconsin Statutes. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If sent by facsimile, such notice shall be deemed given when confirmation of transmittal is obtained by the sender. If such notice is given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. The purpose of and the business to be transacted at any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or Bylaws of the Federation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Quorum. A majority of the members of the Board of Directors or a committee shall constitute a quorum for the transaction of business at any meeting, but if less than such majority is present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 10. Manner of Acting. The act of a majority of the directors or committee members present at a meeting at which a quorum is present shall be the act of the Board of Directors or the Committee, unless the act of a greater number is required by Chapter 181 of the Wisconsin Statutes, or the

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Articles of Incorporation or Bylaws of the Federation.

Section 11. Action by Written Consent. Any action required by the Articles of Incorporation or Bylaws of the Federation, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 12. Presumption of Assent. A director or committee member who is present at a meeting of the Board of Directors or any committee at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such person's dissent shall be entered in the minutes of the meeting or unless such person shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Federation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a person who voted in favor of such action.

ARTICLE X Officers

Section 1. Officers. The principal officers of the Federation shall be the members of the Executive Committee

Section 2. President The President of the Executive Committee presides at all meetings of the General Assembly and the Executive Committee. The President countersigns all the official letters with the Secretary as well as all checks with the Treasurer. The President must take care that all the decisions made at the meetings are executed in accordance with the rules of the FEDERATION. The President of the Executive Committee makes and countersigns with the President of the Park Committee all park leases and contracts for building facilities. Every contract is to be made in three copies; one of the copies goes to the lessor, one to the Treasurer, and one to the President of the Board of Trustees.

Section 3. The Vice Presidents. In the absence of the President, or in the event of the President's death, inability or refusal to act, the First Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. In the same manner, the Second Vice President shall take over for the First Vice President. Any Vice President shall perform such other duties as from time to time may be assigned by the President.

Section 4. The Secretary. The Secretary keeps the minutes and records all the proceedings of the Federation. The

official language for keeping minutes shall be English. Minutes and all other communication may be kept in Croatian, but it is not necessary. The Secretary takes care of all the correspondence, countersigning letters with the President. The Secretary is the keeper of the official seal of the Federation. The Secretary is the keeper of all the files of the Federation and, as such, may not show them to anyone without special permission. In the event of the absence of the Secretary, the Assistant Secretary assumes all the rights and duties above-mentioned.

Section 5. The Treasurer. The Treasurer takes care of all the bookkeeping and financial matters, as well as the cash and bank account. The Treasurer countersigns all the checks and bills with the President. The Treasurer deposits money in the bank account and pays the bills decided upon at the meetings of the full representation of delegates. In case of emergency, the Treasurer is empowered to make payments by order of the Executive Committee. The Treasurer makes and reads written reports of financial matters at meetings. The Treasurer collects all money for the Federation. He is also the keeper of all valuable papers. At the request of the Supervisory Committee, the Treasurer must be ready to show all his books for examination. In the event of the absence of the Treasurer, the Assistant Treasurer assumes all duties and responsibilities.

ARTICLE XI Indemnification

Section 1. Mandatory Indemnification. The Federation shall, to the extent required by Sections 181.041 to 181.053, inclusive, of the Wisconsin Nonstock Corporation Law ("Statute"), including any amendments thereto (but in the case of any such amendment, only to the extent such amendment requires the Federation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Federation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, the Statute or otherwise. All capitalized terms used in this Article IV and not otherwise defined herein shall have the meaning set forth in Section 181.041 of the Statute.

Section 2. Permissive Supplementary Benefits. The Federation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not the Federation would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent under Section 1 of this

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Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Section 3. Private Foundations. Notwithstanding the foregoing, whenever the Federation is a private foundation as defined in I.R.C. Section 509(a), it shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.]

ARTICLE XII
Fiscal Year

The fiscal year of the Federation shall end on the last day of December in each year.

ARTICLE XIII
Seal

The General Assembly may provide a corporate seal and prescribe the form thereof.

ARTICLE XIV
Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts. Except as provided in regard to Croatian Park in Article IV of the Articles of Incorporation, the President shall have authority to sign, execute and acknowledge on behalf of the Federation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Federation's regular business, or which shall be authorized by resolution of the Board of Directors. The Secretary of the Federation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the Federation.

Section 2. Loans. No moneys shall be borrowed on behalf of the Federation and no evidences of such indebtedness shall be issued in its name unless authorized the General Assembly. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the Federation, not otherwise employed, shall be deposited from time to time to the credit of the Federation in such banks or other depositories as the Executive Committee may select.

ARTICLE XV
Amendments

Section 1. Explicit Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by

majority vote of the General Assembly.

Section 2. Implied Amendments. Any action taken or authorized by the General Assembly by at least a majority vote that would be inconsistent with the Bylaws then in effect shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

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Certified a true and correct copy of the Restated Bylaws adopted on October 15, 2000, by the General Assembly of the Federation of Croatian Societies, Inc.

Secretary