

Sister City Relationship Change of Local Sponsor

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 Hmong Wisconsin Chamber of Commerce

Mailing Address Ms. May yer Thao
Hmong Wisconsin Chamber of Commerce (HWCC)
6815 W. Capitol Drive, Suite 204, Milwaukee, WI 53216
Email: mayyer@hmongchamber.org Phone (414) 645-8828

Website www.hmongchamber.org

PERSON IN CHARGE OF ORGANIZATION FOR MILWAUKEE

Name Khay Khong

Phone (414) 688-7763

Mailing Address 2332 N 57th Street, Milwaukee, WI 53210

Email tramsworldk@gmail.com

SISTER CITY

Name Medan

Country Indonesia

Population 2 million

PERSON IN CHARGE OF ORGANIZATION FOR SISTER CITY

Name Mr. Rudi Zulham Hasibuan

Phone +62 61 4527799

Mailing Address Medan Chamber of Commerce and Industry
KADIN Medan
Jl. Sekip Baru No 16, Sei Putih Tim. 1, Medan Putisah
Medan, Sumatera Utara 20111
Indonesia

Email rudizulham@yahoo.co.uk

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
- The goals of the organization regarding the sister city relationship
- Current activities of the organization in relation to the sister city
- 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: A change in local sponsorship will require approval from the Sister Cities Committee and Common Council.*



Goals of the organization regarding the Medan-Milwaukee Sister City relationship

- Encourage business opportunities between Milwaukee and Medan businesses
- Provide business development resources to Medanese businesses for Milwaukee
 - Technical assistance services
 - Business development workshops
 - Networking opportunities
 - Access to capital
- Create a more inclusive and global Milwaukee community by highlighting Indonesian culture

Current activities of the organization in relation to the sister city

- Already involved in numerous city and state efforts to create a more inclusive city and state by highlighting various Asian communities
- Already providing business development resources to the Asian American community in Wisconsin
- Building relationships with diverse Asian American communities to share cross-cultural awareness and knowledge in order to support each community

Methods the organization uses to meet goals of sister city relationship

- Relationship-building
- Business Networking Opportunities
- One-on-one mentoring / technical assistance
- Collaborative workshops and events with partners

Financial base of organization & funds available to support sister city relationship

- Fundraising activities

Evidence of local community support for the sister city relationship

- Prior Medan-Milwaukee Sister City NGO sponsorship from PACA
- Interest from local Asian American community to learn about Medanese community and possible business opportunities



HMONG WISCONSIN
CHAMBER OF COMMERCE

2018 Board of Directors and Staff Roster

David Aragon, Board Co-Chair

david@plasmae.com

President/CEO

PlasmaE

247 W. Freshwater Way

Milwaukee, WI 53204

Mobile: 414-897-4003

David J. Kircher, Board Member

dkircher@pfadvise.com

President

Phoenix Financial Advisors

4350 Hazel Ct.

Brookfield, WI

Mobile: 414-587-0805

Bekki Yang, Board Co-Chair

bekkiyang@iheartmedia.com

VP of Sales

iHeartMedia

12100 Howard Ave.

Milwaukee, WI 53228

Office: 414-944-5440

Mobile: 414-839-4123

Lance Leonhard, Board Member (Central WI)

Lance.leonhard@co.marathon.wi.us

Marathon County Deputy Administrator

Marathon County Government

1005 Saint Austin Ave.

Wausau, WI 54403

414-331-4576

Chimeng J. Yang, Board Vice President

chimengjyang@gmail.com

Mobile: 608-669-7597

Elizabeth Tran, Board Member

elizabeth@technisourcegroup.com

CEO

Elastic Plastics

P.O. Box 2057

Brookfield, WI 53005

Mobile: 312-933-3953

Patrick Martin, Board Treasurer

PMartin@CitizenBank.com

Vice President, Business Banker

Citizens Bank

2109 Corporate Drive

Waukesha, WI 53187

Office: 262-446-8112

Mobile: 262-271-4707

Reona Vang, Board Member

Reona.vang@gmail.com

Director of Finance

Marcus Center for the Performing Arts

Mobile: 414-916-2481

Tabatha De Leon, Board Secretary

tdeleon@wintrustmortgage.com

CRA Sales Manager

Wintrust Mortgage

13150 Watertown Plank Rd.

Elm Grove, WI 53122

Mobile: 414-640-6159

Long Vue, Board Member (Fox Valley)

Longvue05@yahoo.com

408 Dixon St.

Kaukauna, WI 54130

Mobile: 920-358-7902

Warren E. Buliox, Board Member

Warren.buliox@mwhlawgroup.com

Partner Milwaukee

MWH Law Group

735 N. Water St, Suite 610

Milwaukee, WI 53202

414-436-0353



HMONG WISCONSIN
CHAMBER OF COMMERCE

2018 Board of Directors and Staff Roster

STAFF

May yer Thao, Executive Director

mayyer@hmongchamber.org

6815 W. Capitol Dr., Suite 204

Milwaukee, WI 53216

Office: 414-645-8828

Mobile: 414-467-6834

Ger Thao, Project Manager

ger@hmongchamber.org

6815 W. Capitol Dr., Suite 204

Milwaukee, WI 53216

Office: 414-645-8828

Mobile: 414-217-4782

Mang Xiong, Regional TA Coordinator

mang@hmongchamber.org

1109 N 6th St, Wausau, WI 54403

Office: 715-298-6071

Mobile: 414-517-0852

Gore Jer Her, High School Intern

6815 W. Capitol Dr., Suite 204

Milwaukee, WI 53216

Office: 414-645-8828

**Hmong Wisconsin Chamber of Commerce
2018 Members**

First Name	Last Name	Business Name	Address	Zip Code	City	State	Phone Number	Email	Business Industry	Membership Level
Michael	Xiong	Southeast Asian Grocery, LLC	6227 N. 106 St	53225	Milwaukee	WI	414-514-2103	michelxiong@live.com	Retail - Grocery	1
Houa	Vang	Schofield Oriental Market	3308 Schofield Ave	54476	Schofield	WI	715-359-1691	schofield_oriental@hotmail.com	Retail - Grocery	1
Kor	Xiong	Hmong Wisconsin Radio	337 W Wisconsin Ave, Ste 6	54911	Appleton	WI	920-257-8300	xionk2001@yahoo.com	Radio Media Broadcasting	Individual
Kola	Alayande	Greater Milwaukee Chamber of Commerce	6815 W Capitol Dr, #300	53216	Milwaukee	WI	414-465-2422	info@gmcofc.org	Chamber of Commerce	Trade membership
Thong	Vang	Freshimprints LLC	5315 S 21st St	53221	Milwaukee	WI	414-581-9906	freshimprintsllc@gmail.com	Retail - Clothing	1
Yengyee Lor	Yang	Faithful Consulting, LLC	6312 Issaiah St.	54476	Weston	WI	715-432-5623	yengyee.faithfulconsulting@gmail.com	Consulting	1
Marc	Huguet	Wisconsin Advantage, LLC	1981 Midway Rd, Ste B	54952	Menasha	WI	920-637-0011	bongia@wisconsinadvantage.com	Health Insurance	1
Mary	Trimmier	SBA	310 W. Wisconsin Ave., STE 580 W	53203	Milwaukee	WI	414-297-1093	mary.trimmier@sba.gov	Government Social Services	nonprofit
		Potawatomi Hotel & Casino	1721 W Canal St	53233	Milwaukee	WI	1-800-729-7244			
		Wisconsin Bank & Trust	5380 N Port Washington Rd	53217	Glendale	WI	414-967-9880			
		Long Cheng Marketplace	1800 S Lawe St	54915	Appleton	WI	920-428-2072			
Vang	Thao	Eternity Homecare	14 Ellis Potter Court, Suite 103B	53711	Madison	WI	608-251-2273	info@eternityhomecare.com	Home Health Care	
Mai Nhia	Chang	Xankia	222 W Wells St	53203	Milwaukee	WI	414-817-0241	info@xankia.com		
		United Healthcare								
		WHMG Media								
Chungsou	Her	Wausau World Market	822 S 3rd Ave	54401	Wausau	WI	715-848-3414	chungsouher@yahoo.com	Retail - Grocery	
Jean	Yang	Jean L Yang	1733 Lakeview Ave., South Milwaukee		Milwaukee	WI		yang.jeanlea@gmail.com	Photography	1
Colina	Vang	Colina Creations	6614 N. 85th St.	53224	Milwaukee	WI	414-588-3198	ColinaC.Vang@hotmail.com	Photography	1
Nicole	Robbins	Robbins Law Group	6815 W. Capitol Dr. #300	53211	Milwaukee	WI	262-364-2997	niclrobbins@gmail.com; nicole@robbsinlawg.com	Law	1
Glen	Shultz	Glen's Ethnic Butcher Shop	W11944 Pergande Rd.	53925	Columbus	WI	920-988-9768		Ethnic Butcher	1
Connie	Heidemann	McLit, Marathon County Literacy Council, Inc.	300 N. First Ave	54403	Wausau	WI	715-679-6170	mmclitofausau@gmail.com	Non-Profit	1
Gwendolyn	Luckett	Individual	4652 N. 53 Street	53216	Milwaukee	WI	414-837-8004	gluckett2@gmail.com	-	Individual
John	Kenenakhone	Commercial Bargains	6623 W Mitchell St	53214	West Allis	WI	414-336-7481	customerservice@commercialbargains.com	Retail	1
Edward	Urbina	Individual	1638 S 29th St	53215	Milwaukee	WI	414-242-1085	edward.m.urbina@ey.com	-	Individual
Daren	Allen	My Choice Family Care	10201 W. Innovation Drive, Suite 100	53226	Wauwatosa	WI	414-287-7410	daren.allen@mychoicefamilycare.org	Non-Profit	1
Aina	Vilumsons	Individual	739 S 122 St	53214	West Allis	WI	414-719-1806	vmomsemail@gmail.com	-	Individual
Malika	Lor	ML Fashion Design	1123 North Water Street, Suite 400	53202	Milwaukee	WI	414-712-9790	mffashiondesign@gmail.com	Retail - Custom Formal & Wedding Dresses	
Zer	Her	Catering With Her	www.cateringwithher.com				414-758-6352	cateringwithher@gmail.com	Catering	Individual
Pa Soua	Vue	Pasoua Homecare	508 W Wisconsin Ave	54911	Appleton	WI	920-358-7902	pasouahc@gmail.com	Home Health Care	
Rick	Montgomery	Northern Air Merchant Services	N2237 Koszarek Road	54409	Antigo	WI	715-889-2409	rick@ignitepaymentstechnologies.com	Credit Card Processing	Individual

HMONG WISCONSIN CHAMBER OF COMMERCE, INC.

BYLAWS

The name of this Association shall be the Hmong Wisconsin Chamber of Commerce, Inc., and shall be referred to in this document as the “Association” or the “HWCC.” The HWCC is incorporated as a Wisconsin nonstock corporation, which is recognized as tax-exempt under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE I PURPOSE

The purpose of the HWCC is to support and promote the Hmong and other Asian business community by:

- creating programming directed at improving business conditions for Hmong and other Asian entrepreneurs;
- providing Hmong and other Asian business owners with educational, financial, and business-related resources that will enhance their business opportunities;
- providing training to Hmong and other Asian business owners in order to provide business-related skills and knowledge;
- providing networking opportunities to Hmong and other Asian business owners to connect with both private and public sector businesses across the State of Wisconsin; and
- facilitating communication and interaction within the Hmong and other Asian business community.

ARTICLE II MEMBERSHIP AND DUES

2.1. Members. The Association has one level of membership. The membership of the Association shall be open to all individuals (18 years or older) and business entities that meet the qualifications of 2.2, agree to support the purposes of HWCC, and meet other criteria that the Board of Directors (“Board”) may designate from time to time.

2.2. Eligibility. Any individual or business entity with an interest in Southeast Asian business in Wisconsin is eligible for membership in the Association. An eligible individual or entity may become a Member by requesting membership and paying membership fees consistent with these Bylaws. The Board shall have the power to designate additional requirements for membership.

2.3. Dues Assessment.

(a) Dues for Members shall be determined annually by the Board. Additional dues may be assessed by the Board to cover additional costs related to specific activities that are undertaken by the Association throughout the year.

(b) Dues are payable upon receipt of the dues statement.

(c) Dues are not pro-rated.

2.4. Rights and Responsibilities of Members. The rights and responsibilities given to Members shall be determined from time to time by the Board, and shall include the right to nominate individuals for Board of Director positions; provided, however, the Members shall not have the power to elect the Board nor any other voting rights, unless otherwise determined by the Board.

2.5. Termination of Membership. A Member's right to nominate Directors and to hold a position on the Board shall cease upon lapse of membership for failure to pay dues by 60 days after the start of each fiscal year or by resignation, expulsion or suspension pursuant to § 181.0620, Wis. Stats. Membership may also be withdrawn by approval of a two-thirds (2/3) vote of the Board present at a meeting that meets quorum requirements.

**ARTICLE III
BOARD OF DIRECTORS**

3.1. General Powers. The management, control and operation of the affairs and properties of this Association are vested in the Board. The Board is responsible for planning, coordinating, communicating and managing all Association activities.

3.2. Composition of the Board.

(a) The Board shall consist of no fewer than three (3) and no more than seventeen (17) persons of at least 21 years of age (the "Directors"). The exact number of Directors shall be set from time to time by resolution of the Board.

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

3.3. Term. Each Director shall serve a term of three (3) years or until such Director's successor is appointed and qualified. However, at least one-third (1/3) of the initial Directors under these bylaws shall serve an initial term of one year (1), one-third (1/3) shall serve a term of two (2) years, and one-third (1/3) shall serve a term of three (3) years such that only one-third of the Directors will have terms that expire in a given year. Directors shall be eligible to serve additional terms, but not to exceed two (2) consecutive terms. After a one-year hiatus, an individual is eligible to be elected again to the Board. When vacancies on the Board occur by reason of death, resignation, failure of qualification, or otherwise, the number shall be reduced by such vacancies until qualified replacements

are appointed. Replacements shall be selected by the Board to fill the unexpired term. At no time will the number of Directors be fewer than three.

3.4. Nominations and Election. Recommendations for Directors may be submitted by Members and incumbent officers, as set forth in the Nomination Procedure that is attached as Exhibit A, as amended from time to time. The Directors shall be elected by the Board at its Annual Meeting and shall be selected from the slate presented by the Nominating Committee. Each year, the Board shall elect the number of Directors necessary to maintain staggered terms pursuant to Section 3.3, and such additional persons as may be necessary to fill unexpired terms.

3.5. Resignation and Removal. A resignation by a Director must be in writing and is effective a minimum of thirty (30) days after notice is received by the Secretary. Any Director may be removed from the Board for any reason by a vote of two-thirds (2/3) of all of the Directors. Should a Director fail to attend three (3) consecutive meetings of the Board without notice or five (5) meetings with notice, the President may consult with the Director in question and request the Director's resignation, after which the Board of Directors may consider the position vacant.

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

3.7. Regular and Special Meetings. Regular meetings of the Board shall be held at such times as the President may designate, at the office of the Association or such other place as the President may designate. Special meetings of the Board may be called by the President, or by two (2) or more Directors at such time and place as the President or Directors calling the meeting may specify and in accordance with the notice requirements of Section 3.13.

3.8. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that for those actions of the Board requiring more than a majority vote as provided in the Bylaws, the number of Directors required to take that action must be present at the meeting in order to have a quorum.

3.9. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by law or by these Bylaws.

3.10. Informal Action. In accordance with § 181.0821, Wis. Stats., any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by a majority of the Directors entitled to vote with respect to the subject matter thereof, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by a majority of the Directors has the same effect as a majority vote and may be stated as such in any document filed with the Department of Financial Institutions.

3.11. Compensation. Directors will not be paid compensation for their services as Directors provided that nothing herein contained will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Association in another capacity.

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

3.13. Notice. Meetings must be preceded by at least forty-eight hours notice to each Director, or seventy-two hours notice if notice is given by mail or private carrier. A meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a Director is to be considered requires seven days advance written notice. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Notice may be given by E-mail.

3.14. Conflict of Interest. The Board shall adopt and abide by a Conflict of Interest Policy that is attached as Exhibit B, as amended from time to time.

3.15. Action by Written Ballot. An action that may be taken on a regular, annual or special meeting of the members may be taken by written ballot without a meeting in accordance with the procedures set forth in Wisconsin Statutes, Section 181.0708.

ARTICLE IV OFFICERS

4.1. Officers. The officers of the Association are a President, a Vice-President if such position is filled, a Secretary, and a Treasurer of the Association (the "Officers"). Officers shall be selected from among the Directors. The same individual may serve as both the Secretary and Treasurer.

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

4.3. Term of Office. Officers shall be elected for two-year terms. Officers shall serve until their successors are elected. Officers shall be eligible for re-election to serve an additional two (2) year term, provided he or she is still eligible to serve on the Board. Officers may be removed without cause by approval of two-thirds (2/3) vote of all of the Directors.

4.4. President. The President will preside at all meetings of the Board of Directors. The President will have the necessary authority and responsibility for the administration of the affairs of the

Association subject only to such Bylaws as may be adopted and such orders as may be issued by the Board of Directors. The President will advise and make recommendations to the Board of Directors relating to the operation and long-range planning of the Association. The President may sign with the Secretary or other proper officer of the Association authorized by the Board of Directors any deeds, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

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

4.6. Secretary. The Secretary will sign documents of the Association from time to time as required; perform such duties as may be assigned by the President; will keep the minutes of the meetings of the Board of Directors in written English; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; and be custodian of the corporate records. The Secretary shall provide a copy of the minutes to each Board member following a Board meeting within 15 days of the meeting. Upon request, translations of minutes to those Hmong and other Asian members who do not speak English will be made available. The Secretary shall keep a record of past and current Officers, Board members, committee members, and the general membership.

4.7. Treasurer. The Treasurer will be responsible for the custody of the funds and securities of the Association which will come into the Treasurer's hands, and will advise the Board of Directors respecting its financial condition and the handling of its monies and investments and perform such additional duties as may be assigned to the Treasurer by the President. The Treasurer shall provide to the Secretary a list of Members who have paid annual dues at least 45 days in advance of the Annual Meeting.

ARTICLE V COMMITTEES OF THE BOARD OF DIRECTORS

The Association may have an Executive Committee, a Nominating Committee, and such other committees as determined by the Board. The Executive Committee, which shall consist of at least three (3) Directors and be comprised of only Directors, shall have and may exercise, when the Board is not in session and without specific delegation, all of the powers of the Board in the management of the affairs of the Association, except action with respect to election of officers or the filling of vacancies on the Board or on committees. Any other committee that does not consist entirely of Directors shall have only the authority delegated to it by the Board and shall include at least one (1) Director. The delegation of authority to committees shall not operate to relieve the Board or any individual Director of any responsibility imposed upon the Board or any individual Director by law. The Chair and members of each committee of the Board (consisting only of Directors) shall be appointed by the Board, upon the recommendation of the President of the Board.

**ARTICLE VI
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

6.1. Contracts. The Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

6.2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, will be signed by such officer or officers, agent or agents of the Association and in such manner as is from time to time to be determined by resolution of the Board. In the absence of such determination by the Board, such instruments will be signed by the Treasurer and countersigned by the President or the Vice-President of the Association.

6.3. Deposits. All funds of the Association will be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may elect.

6.4. Gifts. The Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Association.

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

**ARTICLE VII
INDEMNIFICATION**

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

**ARTICLE VIII
FISCAL YEAR**

The fiscal year of the Association is January 1 through December 31.

**ARTICLE IX
OFFICES**

The Association shall have and continuously maintain in this state, a registered office and registered agent whose office is identical with such registered office, and may have other offices within or without the State of Wisconsin as the Board of Directors may from time to time determine.

**ARTICLE X
AMENDMENTS**

These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of all of the Directors, provided that a statement of the nature of the proposed amendment is included in the notice of such meeting.

**ARTICLE XI
DISSOLUTION**

This Association shall be dissolved upon the approval of two-thirds (2/3) of all of the Directors. The assets shall be distributed consistent with the Association's Articles of Incorporation.

Adopted this _____ day of _____, 2011.

Exhibit A to the Bylaws

NOMINATION PROCEDURE of HMONG WISCONSON CHAMBER OF COMMERCE

The Board shall establish a Nominating Committee consisting of at least three (3) persons who shall be responsible for recruiting, evaluating and recommending candidates for election or appointment to the position of Director. The President shall be responsible for appointing Members to the Nominating Committee from among nominees recommended by the Board. Committee membership shall include at least one Director, and shall include Members of the HWCC who are not Directors.

All Director nominations shall be made to the Board through the Nominating Committee, and shall be submitted to the Board for approval and appointment. Nominated Directors shall be individually approved by a majority vote of all of the Directors. Any appointed Director shall become a Member of the Association by timely payment of membership dues established by the Association.

When the Board is due to re-appoint Directors, if the Nominating Committee chooses to recommend the Director for re-appointment, the Nominating Committee shall notify the individual Director in writing within 30 days before the date on which nomination/re-appointment will take place. Nominated/re-appointed Directors shall be individually approved by majority vote of all of the Directors.

As Director vacancies arise through resignation, termination or otherwise, the Nominating Committee shall recruit, evaluate and recommend candidates for appointment to the Board until such vacancies can be filled by appointment at the next Annual Meeting. Mid-term appointments shall be approved by the Board by affirmative vote of a majority of voting Directors then in office at any meeting of the Directors for which notice has been given to all Directors then in office.

HWCC shall strive to maintain a diversified Board in gender, race, talent and expertise. Directors shall support and uphold the purposes and policies of the HWCC. In addition, each nominated member of the Board of Directors must:

- a. Have a strong commitment to the HWCC's purpose and serve as a good role model for the Southeast Asian business men and women;
- b. Have experience in organizational development, program development, fundraising, or management;
- c. Be able to facilitate communication between Southeast Asian communities and the private and public sectors, including government officials at the local, state, and federal levels;
- d. Not have a criminal record and not have conducted any distortion of issues for monetary gains;

- e. Be able to withstand unworthy socio-political pressures from close clan members or friends; and
- f. Be willing to serve a three (3) year term on the Board and be able to abide by attendance requirements, as specified in the Bylaws.

Exhibit B to the Bylaws

CONFLICT OF INTEREST POLICY of HMONG WISCONSIN CHAMBER OF COMMERCE

Article I. Purpose

The purpose of the conflict of interest policy is to protect the Hmong Wisconsin Chamber of Commerce's (HWCC) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the HWCC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II. Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the HWCC has a transaction or arrangement,
- b. A compensation arrangement with the HWCC or with any entity or individual with which the HWCC has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the HWCC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III. Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the HWCC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under

circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the HWCC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V. Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the HWCC for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the HWCC for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the HWCC, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the HWCC is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII. Periodic Reviews

To ensure the HWCC operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the HWCC's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement,

impermissible private benefit or in an excess benefit transaction.

Article VIII. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the HWCC may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conduct

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **APR 29 2011**

HONG WISCONSIN CHAMBER OF COMMERCE
INC
C/O CHARLES VANG
3616 W NATIONAL AVENUE
MILWAUKEE, WI 53215

Employer Identification Number:
39-2013787
DLN:
301102067
Contact Person:
JOSEPH R KENNEDY ID# 31647
Contact Telephone Number:
(877) 829-5500

Accounting Period Ending:
December 31
Form 990 Required:
Yes
Effective Date of Exemption:
November 1, 2000
Contribution Deductibility:
No

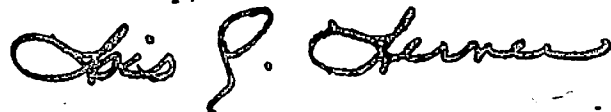
Dear Applicant:

We are pleased to inform you that upon review of your application for tax-exempt status we have determined that you are exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Please see enclosed Publication 4221-NC, Compliance Guide for Tax-Exempt Organizations (Other than 501(c)(3) Public Charities and Private Foundations), for some helpful information about your responsibilities as an exempt organization.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,



Lois G. Lerner
Director, Exempt Organizations

Enclosure: Publication 4221-NC