

Sister City Relationship Annual Report*

City Clerk's Office
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APPLICATION ORGANIZATION

Name: The Water Council

Mailing Address: 247 W. Freshwater Way, Suite 500, Milwaukee, WI 53204 USA

Website: thewatercouncil.com

PERSON IN CHARGE OF ORGANIZATION FOR MILWAUKEE

Name Elizabeth Hittman

Phone: 414-286-5593

Mailing Address: 200 E. Wells St. Room 603, Milwaukee, WI

Email: ehittm@milwaukee.gov

SISTER CITY

Name Daegu Metropolitan City

Country: South Korea

Population: 2.5 million

PERSON IN CHARGE OF ORGANIZATION FOR SISTER CITY

Name: Hoeran Kim
Senior International Relations Officer

Phone: Tel. 82 53 803 3265

Mailing Address: 130 Gongpyeongro, Jung-gu, Daegu 700-714, Korea

Email: ralran@korea.kr

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 Relationship Annual Report

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

Milwaukee is home to The Water Council, a 501(c)(3) organization with a mission of aligning the regional freshwater research community with water-related industries. With a mission of aligning the regional freshwater research community with water-related industries, The Water Council takes great pride in having coalesced the leading water technology cluster in the United States and one of the most powerful in the world.

Milwaukee is also home to the largest academic research institution for the Great Lakes – the UW-Milwaukee School of Freshwater Sciences as well as the North American headquarters of the Alliance for Water Stewardship. Milwaukee is also a member of the United Nations Global Compact Cities Programme as a world water hub.

Daegu hosts Korea's Water Expo – the largest water-related forum and professional conference. Hosted by the research center for water industry convergence at Kyungpook National University and EXCO, the International Water Nexus Conference takes place in order to exchange the latest information about water industry technologies, markets, companies, policies, trends and environmental changes. At the conference, great scholars in the water industry have lectures and discussions.

Daegu is working to establish itself as a 'Water City' and establish global networks among water industry experts.

- Details of communication and consultation with the sister city regarding the existing relationship

A group of Delegates from Daegu visited Milwaukee in June of 2017 to attend The Water Council's Water Leaders Summit. They met with Dean Amhaus from The Water Council and Elizabeth Hittman from the City of Milwaukee to discuss the Sister City relationship.

In September, Mayor Barrett, representatives from The Water Council and representatives from Milwaukee's Sister City Committee participated in a signing ceremony since Mayor Barrett was not able to attend Korea International Water Week. Mayor Barrett also recorded a video message for the attendees at Korea International Water Week.



Amy Jensen, Chief Financial Officer and Chief Operating Officer for The Water Council represented Milwaukee at Korea International Water Week and attended the signing ceremony. She also represented Milwaukee in a World Water Cities Forum during the event.



Finally, on October 3, 2017 the Deputy Mayor of Daegu along with other representatives from the government as well as their water utility visited Milwaukee and met with Mayor Barrett and Commissioner Preston Cole, who are both members of the Board of Directors of The Water Council.



- 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

Daegu Metropolitan Government/International Affairs & Trade Division will continue to support the Sister City relationship along with their NGO partner the Daegu-Gyeongbuk International Exchanges Association. The Daegu Metropolitan Government values the Sister City relationship with the City of Milwaukee and The Water Council and have again invited a Milwaukee representative to attend their 2018 Korea International Water Week.

Our primary contact in Daegu is:

Hoeran Kim

Senior International Relations Officer

International Affairs Office

Daegu Metropolitan Government

Tel. 82 53 803 3265

Fax. 82 53 803 3259

ralran@korea.kr

Updated information about the applicant organization:

- Organizational status (e.g. 501c-3). List Board of Directors and attach bylaws

Founded on a century of discovering inventive solutions for water issues, The Water Council was established as a 501(c)(3) organization in 2009 by Milwaukee-area businesses, education and government leaders. Headquartered in the Global Water Center in Milwaukee, The Water Council links together global water technology companies, innovative water entrepreneurs, government agencies, non-governmental organizations (NGO), acclaimed academic research programs and some of the nation's brightest and most energetic water professionals.

See attached list of Board of Directors and Bylaws.

- Number of members, their professional and business background, names and contact information

The Water Council has approximately 180 members that span 15 states and nine countries. Our members represent Industry, Academia, Nonprofits & Associations, Municipal Utilities, Public Sector and Water Tech Startups.

- Progress of the goals of the organization regarding the sister city relationship

The Water Council continues to collaborate with global organizations, including Daegu South Korea, that support their goals for freshwater research, innovation, education, and business development.

The Water Council also has its Global Water Port program which amplifies global collaboration through a super-charged, web-based, research and data dashboard. A new tool of The Water Council in 2015, the Port makes available the latest social collaboration tools and access to the most relevant content including patent, academic and industry databases to help the water ecosystem learn, connect and execute the most pressing water innovation needs.

Through the Sister City relationship, The Water Council and the City of Milwaukee have exchanged ideas with Daegu on water education, water technology and business as well as best practices related to municipal water treatment and supply.

- Progress of activities of the organization in relation to the sister city

See above activities and photos.

- Progress of the methods the organization uses to meet the goals of the sister city relationship

Collaboration through various water related conferences, Daegu's membership in The Water

Council and promotion of each city's water related activities through the Sister City relationship.

The City's Environmental Collaboration Office also recently launched the City of Milwaukee's Water Centric City Initiative (watercentriccity.org) so we will engage Daegu via this initiative and share best practices around water.

- Financial base of the organization and funds available to support the sister city relationship

The Water Council, in partnership with the City of Milwaukee's Environmental Collaboration Office, has funding through a Brico Fund grant to assist Milwaukee in becoming a water centric city. This will support activities related to the Milwaukee/Daegu Sister City relationship.

The Water Council also attends many of the same conferences as representatives from Daegu (including WEFTEC and the Water Leaders Summit) which offers opportunities for collaboration.

- Evidence of local community support for the sister city relationship, including additional financial support and interest in exchange program

The sister city relationship with Daegu will benefit from the strong partnership between The Water Council and WEDC as the organizations collaborate on building closer ties across the world through trade missions, including to Korea.

**Bylaws for Wisconsin Nonstock Corporation
With Members**

**BYLAWS
OF
THE WATER COUNCIL, INC.**

**ARTICLE I
General**

1. Purposes of Corporation. The purposes of this Corporation shall be as set forth in the Articles of Incorporation of the Corporation.

To the extent consistent with the foregoing purposes, the specific purposes of the Corporation shall be to align the regional freshwater research community and water-related industries to establish Milwaukee and the Southeast Region of Wisconsin as the global capital for freshwater research and education, through the advancement of scientific collaboration on freshwater research, the fostering of freshwater educational opportunities, outreach to the public on the advances in freshwater technology, and the promotion of a global understanding of freshwater culture.

These Bylaws specify various matters affecting the operations and governance of the Corporation.

2. Solicitation and Receipt of Gifts. The Corporation shall seek gifts, contributions, donations and bequests (herein generally called “gifts”) for its purposes. While the Corporation specifically encourages unrestricted gifts whose principal and/or income therefrom may be used for the Corporation’s purposes in the discretion of the Board of Directors of the Corporation, the Board of Directors will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or otherwise conforms with these Bylaws and any other guidelines established by the Board of Directors for such restricted gifts.

**ARTICLE II
Members**

1. Classes. There shall be four classes of membership:

(a) Corporate. Any business shall be eligible for corporate membership upon election by the Board of Directors, and payment of such dues as may be established by the Board of Directors.

(b) Non-profit Organization. Any non-profit organization shall be eligible for non-profit organization membership upon election by the Board of Directors, and payment of such dues as may be established by the Board of Directors.

(c) Educational Organization. Any educational organization shall be eligible for educational organization membership upon election by the Board of Directors, and payment of such dues as may be established by the Board of Directors.

(d) Affiliate. Any individual, or entity, which does not belong in any other class of membership shall be eligible for one or more classes of affiliate membership upon election by the Board of Directors, and payment of such dues as may be established by the Board of Directors.

2. Election (or Designation) of Members. The Board of Director's shall have sole authority to accept and reject any and all Members.

(a) Responsibilities and Voting Rights of Members. Members shall have no responsibilities and no voting rights.

(b) Members shall be eligible to receive all annual or other reports of the Corporation and all members may attend the annual meeting of the Corporation.

(c) Members shall be eligible to receive any and all benefits of membership that may be established by the Board of Directors.

3. Meetings.

(a) Annual Meeting. An annual meeting of the members shall be held each year. Failure to hold the annual meeting shall not work a forfeiture or dissolution of the corporation.

(b) Special Meetings. Special meetings of the members may be called by the Chair, the Board of Directors.

4. Place of Meetings. Meetings of the members may be held at any place within or without Wisconsin.

5. Transfers; Termination; Expulsion. No member may transfer membership or any right or rights arising therefrom unless transfer is authorized by the Articles of Incorporation or, if the Articles of Incorporation so provide, these Bylaws. Unless otherwise provided in the Articles of Incorporation, membership shall be terminated by death, voluntary withdrawal, or expulsion, and thereafter all the rights of the member in the Corporation shall cease. A member may be expelled by an affirmative vote of 66 % (two-thirds) of the Directors where there are no members entitled to vote on the matter.

6. Organization. The Chair of the Corporation, or in the absence of the Chair, a predetermined designee of the Chair, shall act as chair at every meeting of the members. The Secretary of the Corporation, or in the absence of the Secretary any person appointed by the chair of the meeting, shall act as Secretary of the meeting.

ARTICLE III
Directors

1. Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors.

2. Number; Election; Term.

(a) The number of Directors of this Corporation shall consist of eight (8) to twenty-five (25) Directors. The Board of Directors shall include at least one (1) Director from the business community; at least one (1) Director from academia; at least one (1) Director from local, state, and national government; at least one (1) Director from other nongovernmental organizations; and no more than three (3) at-large Directors. Except as otherwise provided herein with respect to the terms of the initial Directors, each Director shall hold office for a term of three (3) years or until such Director's successor shall have been duly elected or until such Director's death, resignation or removal. At the time of the adoption of these Bylaws, the existing Board of Directors shall designate three (3) to five (5) of its number to serve for three (3) years; three (3) to five (5) to serve for two (2) years; and two (2) to five (5) to serve for one (1) year. Directors may be re-elected to serve more than one term in office. Directors need not be residents of the State of Wisconsin.

(b) Each Director shall be elected by a majority vote of the Board of Directors.

3. Resignation. A Director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

4. Removal. Any individual Director may be removed from office with or without cause by the action of two-thirds of the Directors in office.

5. Vacancies. A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, may be filled by a majority of the Directors then in office, even though less than a quorum. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill or until such Director's successor is elected and qualified, or until such Director's death, resignation or removal.

6. Meetings.

(a) Annual Meeting. A regular meeting of the Board of Directors, designated as the annual meeting, shall be held each year at such time and place as may be designated by the Chair of the Corporation, or by any Vice-Chair if the Chair is unable to

act, for the election of officers and the transaction of such other business as may properly come before the meeting. In the event of failure, through oversight or otherwise, to hold the annual meeting of Directors in any year, the meeting, upon waiver of notice or upon due notice, may be held at a later date and any election had or business transacted at such meeting shall be valid and effectual as if had or transacted at the annual meeting under normal circumstances.

(b) Other Regular Meetings. Other regular meetings of the Board of Directors of the Corporation may be held with or without notice at such regularly recurring time and place as the Board of Directors may designate.

(c) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the Chair of the Corporation, or if the Chair is absent or is unable or refuses to act, by any Vice-Chair, or by a majority of Directors.

7. Notices. With the exception of regular meetings as set forth in Section 6(b) above of this Article, notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each Director by written notice delivered in person, by telegraph, facsimile or other form of wire or wireless communication including electronic mail, or by mail or private carrier, not more than thirty (30) days prior to the date of the meeting, but at least forty eight (48) hours before the time set for such meeting or, if notification is by mail, by mailing such notice at least five (5) days before the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Director at the Director's address as it appears on the records of the Corporation. Neither the business to be transacted at, nor the purpose, of any meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting.

8. Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by (a) each Director not present at the meeting and (b) each Director present at the meeting who objected thereto to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.

Section 9. Action Without Meeting. An action required or permitted to 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 is signed by two-thirds of the Directors then in office. Such action by written consent shall have the same force and effect as a vote of the Directors taken at a meeting. All Directors must be given written notice immediately of the text of the written consent and its effective date and time. Consent may be electronic mail and shall be treated as written consent upon transmittal. The written consent shall be effective on the latest of the

following: (a) the date it is signed by the required number of Directors; (b) the date specified in the written consent; (c) the tenth day after the day on which the required notice of the text of the consent is given to all Directors. A Director who does not sign or consent to the action taken by written consent shall not be liable for the action.

9. Quorum; Action of Directors. A majority of the number of Directors fixed pursuant to the Articles of Incorporation or these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by law, the Articles of Incorporation or these Bylaws.

10. Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

11. Organization. The Chair of the Board of the Corporation, if there is one, or if there is not a Chair, or in the absence of the Chair, a chair chosen by a majority of the Directors present, shall act as chair at every meeting of the Board of Directors. The Secretary of the Corporation, or in the absence of the Secretary, any person appointed by the chair of the meeting, shall act as Secretary of the meeting.

12. Methods of Conducting Meetings. Directors may participate in any regular or special meeting or in any meeting of a committee of Directors by any means of communication by which either (1) all participating Directors may simultaneously hear each other 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. If a meeting is conducted through the use of one of the foregoing means, all participating Directors must be informed that a meeting is taking place at which official business may be transacted. A Director participating in such a meeting is deemed to be present in person at the meeting. If requested by any Director, minutes of the meeting shall be prepared and distributed to each Director.

13. Compensation. Upon resolution of the Board of Directors, any one or more Directors may receive reasonable compensation for their services as Directors and reimbursement of expenses in attending any meeting of the Board of Directors or in otherwise fulfilling their duties as Directors hereunder. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, or receiving reasonable compensation therefor.

14. Committees.

(a) Standing or Temporary Advisory Committees Without Board Authority. The Board of Directors or the Chair may authorize, and appoint or remove members of

(whether or not members of the Board of Directors), standing and/or temporary committees to consider appropriate matters, make reports to the Chair and/or Board of Directors, and fulfill such other advisory functions as may be designated. The designation of such standing and/or temporary committees, and the members thereof, shall be recorded in the minutes of the Board of Directors.

(b) Executive or Other Committees with Limited Board Authority. The Board of Directors may by appropriate resolution designate one or more committees, each of which shall consist of three (3) or more Directors elected by the Board of Directors, which to the extent provided in said resolutions or in these Bylaws, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the Corporation, except action with respect to election of officers, filling of vacancies in the Board of Directors, or the formation of or filling of vacancies in committees with limited board authority pursuant to this subsection. The Board of Directors may elect one or more Directors as alternate members of any such committee, who may take the place of any absent committee member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board of Directors or any individual Director by law.

15. Director Conflicts of Interest. The Board of Directors shall adopt a conflict of interest policy that complies with all requirements of the Internal Revenue Code of 1986, as amended, and the regulations thereunder. The following provisions govern the validity of certain contracts and transactions, pursuant to Wisconsin Statutes section 181.0831. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or has a material financial interest, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if (1) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (2) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves or ratifies such contract or transaction.

ARTICLE IV

Officers

1. Officers. The Corporation shall have a Chair, one or more Vice-Chairs, a Secretary, a Treasurer and such other officers or assistant officers as the Directors may from time to time elect. Any two or more of said offices may be held by the same person, except that the offices of Chair and Secretary and the offices of Chair and Vice-Chair may not be held by the same person.

2. Election. The officers of the Corporation shall be chosen annually by the Board of Directors at its annual meeting, and each officer shall hold office until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation or removal. Election or appointment as an officer shall not of itself create contract rights.

3. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

4. Removal. Any officer may be removed from office by the action of the Board of Directors, whenever in their judgment the best interests of the Corporation will be served thereby, without prejudice to the contract rights, if any, of the officer so removed.

5. Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the Board of Directors.

6. Chair. The Chair shall be a member of the Board of Directors and shall preside at meetings of the Board and the membership. The Chair shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board of Directors or as are prescribed in these Bylaws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of Directors. The Chair may sign and execute, in the name of the Corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation; provided, that neither the Chair nor any other officer may sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts, or other orders for payment of money, notes, acceptances, or other evidence of indebtedness without the specific authority of the Board of Directors pursuant to the Article V below of these Bylaws dealing with such matters. The Chair shall, whenever it may in the Chair's opinion be necessary, prescribe the duties of other officers and employees of the Corporation,

in a manner not inconsistent with the provisions of these Bylaws and the directions of the Board of Directors.

7. Vice-Chair. The Vice-Chair shall be a member of the Board of Directors. In the absence or disability of the Chair, the Vice-Chair shall perform the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. If at any such time the Corporation has more than one Vice-Chair, the duties and powers of the Chair shall pass to the Vice-Chairs in order of their rank as fixed by the Board of Directors, or if they are not so ranked, to the Vice-Chair designated by the Board of Directors. The Vice-Chair shall have such other powers and perform such other duties as may be prescribed for them from time to time by the Board of Directors, or these Bylaws.

8. Secretary. The Secretary shall be a member of the Board of Directors. The Secretary shall:

(a) Certify and keep at the principal office of the Corporation the original or a copy of its Articles of Incorporation and Bylaws, as amended or otherwise altered to date.

(b) Keep at the principal office of the Corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings of the members of the Corporation, the Board of Directors and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records and of the seal of the Corporation, if any, and see that it is engraved, lithographed, printed, stamped, impressed upon, or affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws.

(e) See that the books, reports, statements and all other documents and records required by law are properly kept and filed.

(f) Exhibit for inspection upon request the relevant books and records of the Corporation to any member (if the Corporation has members) for any proper purpose at any reasonable time.

(g) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Board of Directors.

9. Treasurer. The Treasurer need not be a member of the Board of Directors. The Treasurer shall perform or have performed under the Treasurer's direction the following functions:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected by the Board of Directors.

(b) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.

(c) Exhibit for inspection upon request the relevant books and records of the Corporation to any member (if the Corporation has members) for any proper purpose at any reasonable time.

(d) Render interim statements of the condition of the finances of the Corporation to the Board of Directors upon request, and render a full financial report at the annual meeting of the Board of Directors and, if there are members, at the annual meeting of members.

(e) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.

(f) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

10. President & CEO. A President & CEO may be appointed as a volunteer or hired by and serve at the pleasure of the Board of Directors. If a President & CEO is not appointed, the Chair shall have the power to serve as President & CEO. The President & CEO shall be the chief executive officer of the Corporation and shall represent the Corporation in all business and legal activities. The President & CEO shall authorize the expenditures of the Corporation's funds for sale publications, printing, stationery, travel, employment of clerks, and incidental expenses incurred in the conduct of the Corporation, provided that no individual expenditure for ordinary and usual expenses shall exceed the maximum amount established from time to time by the Board, unless the Board has given prior approval for a larger expenditure or an expenditure is set forth in a Board-approved budget. The President & CEO shall hire and discharge all employees of the Corporation and shall conduct those business transactions necessary to hire and discharge. The President & CEO shall be the immediate supervisor of all persons employed by the Corporation.

11. Compensation. The reasonable compensation of the officers, if any, shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a Director of the Corporation.

ARTICLE V
Instruments; Bank Accounts; Checks
and Drafts; Loans; Securities

1. **Execution of Instruments.** Except as in these Bylaws otherwise provided, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

2. **Bank Accounts.** The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositaries as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these bylaws as the Board may deem expedient.

3. **Checks and Drafts.** All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositaries may be made without counter-signature, by the Chair or any Vice-Chair, or the Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

4. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the Chair or, in the case of the Chair, as determined by the Board of Directors.

5. **Sale of Securities.** The Board of Directors may authorize and empower any officer or officers to sell, assign, pledge or hypothecate any and all shares of stocks, bonds or securities, or interest in stocks, bonds or securities, owned or held by the Corporation at any time, including without limitation because of enumeration, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser or purchasers, pledgee or pledgees, on behalf and in the name of the Corporation, any assignment of

bonds or stock certificates representing shares of stock owned or held by the Corporation, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock. However, the Corporation shall not offer or sell any securities in violation of any State or Federal securities law registration or other requirement.

6. Use of Membership Fees. All monies received from membership fees or derived in any manner from the operations of the Corporation, shall be deposited in an operations fund and shall be used for the support of the Corporation, and its missions and activities.

ARTICLE VI **Miscellaneous**

1. Fiscal Year. The fiscal year of the Corporation shall end on such date as shall be established by the Board of Directors.

2. Corporate Seal. The seal of the Corporation, if one is adopted by the Board of Directors of the Corporation, shall contain the name of the Corporation and the word "Wisconsin."

3. Principal Place of Business. The principal place of business of the The Water Council, Inc. shall be determined at the first annual meeting of the Board of Directors upon motion and by majority vote.

ARTICLE VII Indemnification

1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by the Statute, indemnify each Director and Officer against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or Officer is a Party because he or she is a Director or Officer of the Corporation. The Corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, board resolution, vote of members, the Statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against Liability and advancement of Expenses under this Section 1 by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section 1. The term "Statute," as used in this Article, shall mean Sections 181.0871 through 181.0883 of the Wisconsin Nonstock Corporation Law and all amendments thereto which permit or require the Corporation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article and not

otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Statute.

2. Private Foundation Limitation. Notwithstanding the foregoing, at any time when the Corporation is or becomes a “private foundation” within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended, or Section 181.0320 of the Wisconsin Statutes, the following limitation shall apply: No indemnification will be permitted to the extent such indemnification would constitute an act of “self-dealing” or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended, or is prohibited under Section 181.0320 of the Wisconsin Statutes or any similar successor provision thereto.

3. Limited Liability of Volunteers. Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation (“Volunteer”) shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.0670 of the Wisconsin Nonstock Corporation Law or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Corporation in writing.

ARTICLE VIII

Amendment

These Bylaws may be amended or repealed and additional bylaws may be adopted at any time by the Board of Directors; provided, that notice of any meeting at which an amendment is to be approved must be given in accordance with these Bylaws, must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws, and must contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. The amendment must be approved by a majority of the Directors in office at the time the amendment is adopted.

ARTICLE IX

Permitted Distributions

The Corporation may make a distribution to another corporation if:

(a) The distribution is made in accordance with the stated purposes of the Corporation;

(b) After the distribution, the Corporation will be able to pay its debts as they become due in the usual course of its activities;

(c) After the distribution, the Corporation's total assets will equal at least the sum of its total liabilities; and

(d) The corporation to which the distribution is made may not distribute any part of its income to members, directors or officers and is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.



The Water Council | Board of Directors

CO-CHAIR

Rich Meeusen

President/CEO/Chairman, Badger Meter, Inc.

Rich Meeusen is chairman, president and chief executive officer of Badger Meter, Inc, a Milwaukee-based company that is a leading manufacturer and marketer of flow measurement solutions, with a primary focus on the water industry. He co-founded The Water Council in 2007 (formally incorporated in 2009) and currently co-chairs the organization's board of directors. Rich is a pioneer of the water industry and has received many awards, most notably, the 2010 Business Leader of the Year award from the Harvard Business School Club of Wisconsin.

CO-CHAIR

Paul Jones

Retired Executive Chairman, A.O. Smith Corporation

Paul Jones is the retired chairman, chief executive officer and president of A.O. Smith Corporation, (AOS-NYSE), a leading global supplier of water heaters and water treatment products for residential, commercial, and industrial applications with headquarters in Milwaukee, Wisconsin. The company, with annual revenues of \$2.0 billion, employs approximately 11,400 people and has operations in the United States, Canada, Mexico, England, The Netherlands, China and India. Paul co-founded The Water Council and currently holds a seat on the board of Rexnord Corporation.

TREASURER

Julia Taylor

President, Greater Milwaukee Committee

Julia Taylor was appointed as the first woman president of the Greater Milwaukee Committee in December 2002. The GMC fosters public-private partnerships and is a catalyst for economic revitalization, education and quality of life. Of particular interest to the GMC is promoting collaboration on regional issues and opportunities.

Todd Adams

President & CEO, Rexnord Corporation

Todd Adams serves as the chief executive officer and president at Rexnord Industries, LLC, a leading worldwide industrial company with approximately 8,000 employees worldwide. Todd has been the chief executive officer and president of RBS Global Inc., Rexnord Corporation and Rexnord Holdings, Inc. since September 11, 2009 and its subsidiary Rexnord LLC since September 14, 2009.

Kirk Allen

President & CEO, Sloan Valve Company

Kirk Allen is the president and chief executive officer of Sloan Valve Company, a 105 year-old family owned commercial plumbing products manufacturer in Franklin Park, Illinois. In 1992 Kirk established the joint venture office between Sloan Valve Company and Moen Faucet in Mexico, which has provided one of Sloan's largest export markets.

Tom Barrett

Mayor, City of Milwaukee

Tom Barrett was elected Milwaukee's 40th Mayor in 2004, and won reelection with more than 70% of the vote in both 2008 and 2012. Mayor Barrett continues to boost the City's economy by working with businesses to create family-supporting jobs, help spur local development and provide assistance to Milwaukee's entrepreneurs. He creates hope in the lives of young people with workforce initiatives such as his Earn & Learn program which, to date, has placed more than 22,000 students in summer jobs.

Scott C. Beightol

Partner, Michael Best & Friedrich LLP

Scott Beightol serves as outside general counsel to businesses, owners, and boards of directors to ensure legal compliance of their operations and initiatives. Scott also represents businesses before federal and state courts and administrative agencies throughout the country in all areas of employment law and commercial law. Scott's abilities and professionalism have been observed and recognized by clients, peers, and judges alike. He has been listed in *The Best Lawyers in America* for more than 10 years. *Chambers USA* has recognized Scott as a leading labor & employment lawyer since 2008, and he has been named one of the 100 Most Powerful Employment Lawyers by *Human Resources Executive* since 2011.

Steve Booth

President & CEO, Robert W. Baird & Company, Inc.

Steve Booth is president and chief executive officer and a member of the board of directors of Baird Financial Group and affiliated entities including Robert W. Baird & Co. Incorporated. Steve joined Baird's Investment Banking group in 1994, went on to lead its Industrial and Global M&A teams and, in 2004, became head of Investment Banking, a position he held until January 2014. Over his investment banking career at Baird, Steve helped shape and implement strategies enabling Baird to become a leader in middle-market M&A and equity financing that now leverages more than 250 bankers across its global platform. Steve was named Chief Operating Officer of Baird in early 2013, became President & COO in 2014 and President & CEO in 2016.

Tricia Braun

Deputy Secretary and Chief Operating Officer, Wisconsin Economic Development Corporation

Tricia Braun brings nearly 20 years of economic development leadership experience in three states. Before joining the Wisconsin Economic Development Corporation (WEDC) in November 2013, she was the director of economic development in Riverside, Calif., a city of more than 300,000 people. In that role, she oversaw the attraction and subsequent construction of numerous major commercial and industrial projects that brought thousands of new jobs and several hundred million dollars in new capital investment to Riverside. Prior to becoming deputy secretary and COO in February 2015, Tricia served as WEDC's vice president of economic and community development and before that was the agency's regional development and attraction director.

Preston Cole

Commissioner, Department of Neighborhood Services, City of Milwaukee
Member, Wisconsin Natural Resources Board

Preston D. Cole holds a senior level appointed position as Director of Operations for the City of Milwaukee Department of Public Works. This position acts as the Deputy Commissioner of Public Works. His span of control covers approximately 2400 employees, \$300 million O&M and Enterprise budgets, along with a \$108 million capital budget. Additionally, Preston serves on the Wisconsin Natural Resources Board, which sets state policy for the Wisconsin Department of Natural Resources regarding, Forestry, Fisheries, Wildlife, Air, Water, and Stewardship programs.

Glen Daigger

President, One Water Solutions LLC

Dr. Glen Daigger was formerly senior vice president and chief technology officer for CH2M HILL where he was employed for 32 years. Glen is a recognized expert in wastewater treatment, especially the use of biological processes, and is the past-president of the International Water Association. As the author or co-author of more than 100 technical papers, four books, and several technical manuals, Glen has contributed to advancing practice within our profession.

Katherine M. Gehl

Katherine M. Gehl is an American business leader and policy activist. Katherine was the fourth-generation President and CEO of her family owned company, Gehl Foods, Inc. where she led the company's aggressive growth strategy. In 2010, Katherine was nominated by President Barack Obama to serve as a member of the Board of Directors of the Overseas Private Investment Corporation and was confirmed by the US Senate in October 2011. Katherine is on the board of the Marcus Corporation, The Centrist Project, The Water Council, The La Follette Board of Visitors, Gehl Foods, The Milwaukee Repertory Theater and a former board member of The Joffrey Ballet, Public Allies, the Faye Gehl Conservation Foundation and the Golden Apple Foundation. She graduated from the University of Notre Dame in 1988 and holds an MA in education from the Catholic University of America and an MBA from Northwestern University's Kellogg Graduate School of Management.

Mary Jean Huston

State Director, The Nature Conservancy

Mary Jean Huston is the director of the Nature Conservancy in Wisconsin where she leads and manages the Conservancy's state program. The organization has conserved 160,000 acres (64,000 hectares) of Wisconsin's most ecologically important lands and waters. Mary's recent accomplishments include a 64,000 acre (25,000 hectares) forest project, a \$31.7 million conservation campaign, and launch of the North America Regional Initiative of the Alliance for Water Stewardship based out of Milwaukee, Wisconsin.

Dennis Klein

CD Smith Construction

Dennis Klein is the chairman of KBS Construction, a Milwaukee-based company responsible for more than \$1 billion in Milwaukee and Madison real estate projects over the past 15 years. Projects include the Global Water Center headquarters, Cathedral Place and extensive

renovation and historic preservation projects at University of Wisconsin-Milwaukee, Marquette University and the historic Marriott Hotel in downtown Milwaukee. As president and owner of Klein Development, Inc., Dennis developed the GE Medical Education Center in Pewaukee and Landmark on the Lake.

Michael Lovell

President, Marquette University

Dr. Michael Lovell is the 24th president of Marquette University and the first lay president in the university's 134-year history. Prior to joining Marquette in July 2014, he was the chancellor of the University of Wisconsin-Milwaukee and earlier was the dean of its College of Engineering and Applied Science. Prior to coming to Milwaukee in 2008, Michael held leadership and faculty positions at the University of Pittsburgh and the University of Kentucky. He earned three degrees, all in mechanical engineering and including his PhD, from the University of Pittsburgh.

John Matthews

Principal, Matthews Strategic Services, LLC

John Matthews operates Matthews Strategic Services and is chief strategy officer for American Gene Technologies in Rockville, Maryland. John was global senior executive at Diversey Inc. from 2002 until late 2011. At Diversey, now a part of Sealed Air, he was chief of staff to the president and CEO and senior vice president for strategy, corporate affairs and sustainability. Prior to joining Diversey, John led the national Public Affairs Practice Group for the Foley & Lardner law firm, serving a diverse set of clients.

Mark Mone

Chancellor, University of Wisconsin-Milwaukee

Dr. Mark Mone was named the University of Wisconsin-Milwaukee's ninth Chancellor on December 15, 2014. A Professor of Management in the University of Wisconsin-Milwaukee Lubar School of Business, Mark also served UWM as the Chancellor's Designee for Strategic Planning and Campus Climate from 2011-2014. In that role he worked with campus senior leadership, governance groups, and all stakeholders to develop the University's 2020 strategic plan, and campus-level programs to improve the organizational climate.

Puon Penn

Executive Vice President/Co-Head, Technology Banking Group, Wells Fargo

Puon Penn is Executive Vice President/Co-Head of Wells Fargo's Technology Banking Group which assists innovative companies focused on advancing new technologies and business models to solve some of the most complex problems facing humanity. Puon started Wells Fargo's Global CleanTech Group in 2009 to provide expertise, financial services, and resources to help companies focused on decreasing the use of fossil fuels, fertilizers, industrial chemicals, and other activities that cause greenhouse gas emissions or other harmful environmental effects. Wells Fargo financed over \$50 billion for green business, renewable energy projects, green buildings, and clean energy customers from 2005 to 2012.

Kevin Shafer

Executive Director, Milwaukee Metropolitan Sewerage District

Kevin Shafer is the executive director of the Milwaukee Metropolitan Sewerage District, a regional government agency that provides water reclamation and flood management services for about 1.1 million people in 28 communities in the Greater Milwaukee Area, and is responsible for its overall administration, leadership, and direction. Kevin previously worked in private industry and for the U.S. Army Corps of Engineers. He holds degrees in civil engineering and is a past president of the National Association of Clean Water Agencies.

Jim Stern

Executive Vice President, A.O. Smith Corporation

Jim Stern joined A.O. Smith Corporation as executive vice president, general counsel, and secretary on June 1, 2007. He is responsible for overseeing the corporation's legal, governance, compliance, securities law, and government relations functions. Jim currently serves on the Board of Directors of Jason Industries, Inc. and currently services on a number of charitable boards, including the Archdiocese of Milwaukee and Fleck Foundation. He also served as a Board Member of Polar Ware Company, a privately-held manufacturer of restaurant wares and beverage dispensing machines from 2007 until its sale in 2012.

Deon van As

Vice President, Global Supply Chain Excellence, MolsonCoors

Deon began his career in South Africa working for SAB Limited in Johannesburg. In 2005, Deon relocated to join SABMiller in the USA. From 2009-2013 he led the development of a collaborative enterprise, consumer-led, demand-driven value chain strategy; commercialized new product innovation initiatives; led the development and implementation of a manufacturing strategy; and was responsible for contract brewing operational leadership of raw material manufacturing plants. In 2013 Deon was appointed as VP of Technical & Packaging

Services to head up engineering; capital; environment, health and safety; and technical excellence for MillerCoors. In 2016 he was appointed as VP of Supply Chain Excellence for the newly created MolsonCoors.

Jim Zarzycki

National Advisory Council Member, Federal Laboratory Consortium for Technology Transfer

Jim Zarzycki is the former Director of the DOD Edgewood Chemical Biological Center at Aberdeen Proving Ground, MD. There he directed the efforts of over 1,500 scientists, engineers, and technicians working in chemical and biological defense technologies. He also managed technology development efforts in support of several national and international chemical and biological security programs. He has over 25 years of leadership at public and private organizations dealing with toxic and hazardous materials. He currently consults for the Department of Homeland Security and serves on the National Advisory Council to the Federal Laboratory Consortium for Technology Transfer.