

BYLAWS OF SOUTHPORT PARK ASSOCIATION

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Wisconsin and the Articles of Incorporation of SOUTHPORT PARK ASSOCIATION. In the event of a conflict between provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Wisconsin, the Non-Profit Corporation Act shall be controlling.

In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of SOUTHPORT PARK ASSOCIATION, these Bylaws shall be controlling. The purpose, for which this non-profit Corporation is formed, is set forth in the attached Articles of Incorporation.

ARTICLE 1 – NAME

The legal name of the Non-Profit Corporation/Organization shall be known as SOUTHPORT PARK ASSOCIATION, and shall herein be referred to as the "Association."

ARTICLE 2 – PURPOSE

The general purposes for which this Association has been established are as follows:

The Association is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding Section of any future federal tax code and shall be operated exclusively to increase public awareness and participation in the protection of the City of Kenosha's historically registered and recognized parks and buildings; and to encourage private and public financial partnership committed to enhancing Kenosha's lakefront public spaces and the preservation, rehabilitation and restoration of Kenosha's historic public parks buildings.

The Association shall hold and may exercise all such powers as may be conferred upon any non-profit organization by the laws of the State of Wisconsin and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Association.

At no time and in no event shall the Association participate in any activities which have not been permitted to be carried out by a Corporation/Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code").

ARTICLE 3 – OFFICES

The mailing address of Association is
Southport Park Association 4623 75th Street #4, Box 249, Kenosha, WI 53142

The Association may establish other such offices as the Board of Directors deem necessary from time to time.

ARTICLE 4 – DEDICATION OF ASSETS

The properties and assets of the Association are dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Association, on dissolution or otherwise, shall inure to the benefit of any Director(s) of this Association. On liquidation or dissolution, all remaining properties and assets of the Association shall be distributed and paid over to an organization dedicated to non-profit purposes consistent with the vision and values of the Southport Park Association, which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 – MEMBERSHIP

The Association shall have no members.

ARTICLE 6 – BOARD OF DIRECTORS

General Powers and Responsibilities

The Association shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of Directors of a nonprofit corporation organized under the Non-Profit Corporation Act of Wisconsin.

The Board shall establish policies and directives governing business and programs of the Association, delegated to the Executive Board with authority and responsibility to see that those policies and directives are appropriately followed.

Annual Meeting

A meeting of the Board shall be held annually, in the month of January at such place , on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board, and for the transaction of such other business as may be brought before the meeting.

Number of Members of the Board

The number of Directors constituting the entire Board shall be fixed by the Board, but such number shall not be less than three (3).

Election and Term of Office

The initial Directors of the Association shall be those persons specified in the Certificate of Incorporation of the Association. Members of the Board of Directors shall be elected for a term of 3 years which may be renewed by a majority vote of the Board of Directors at a duly called meeting.

Members of the Executive Committee of the Board shall be elected to 3 year terms which may be renewed by a majority vote of at a duly called meeting.

The Board of Directors shall establish a system of staggered 3 year terms of all members. Nominations will be put to a vote at the last duly convened board meeting in a calendar year, or in the absence of a quorum, at the next following meeting in which a quorum is present; or upon the resignation or removal of a current member of the Board of Directors.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses.

However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Directors" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Association in any other capacity and receiving compensation for services rendered, subject to a vote to approve said contracts by a majority of the Board of Directors at a duly convened meeting or by electronic voting.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

1. The death, resignation, or removal of any Director;
2. The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a Director, or has 3 consecutive unexcused absences from meetings of the Board, or a total of 4 unexcused absences meetings from the Board during any one calendar year;
3. An increase in the authorized number of Directors; or
4. The failure of the Directors, at any annual or other meeting of Directors at which Director(s) are to be elected, to elect the full authorized number of Directors.

Removal

The Board of Directors, by way of affirmative vote of a majority of the Directors then currently in office, may remove any Director without cause at any regular or special meeting, or by

electronic voting, provided that the Director to be removed has been notified in writing in the manner set forth in Article 6 – Meetings, that such action would be considered at the meeting.

Resignation

Except as provided in this paragraph, any Director may resign effective upon giving written notice to the President, Vice President, or Secretary, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective.

Unless the Attorney General of Wisconsin is first notified, no Director may resign when the Association would then be left without a duly elected Director in charge of its affairs.

Any vacancy on the Board may be filled by vote of a simple majority of the Directors then in office, whether or not the number of Directors then in office is less than a quorum, or by vote of a sole remaining Director. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President or any 4 regular Board members may call a special meeting of the Board with 2 days written notice provided to each member of the Board.

The notice shall be served upon each member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such Special meetings of the Board may also establish the place the meeting, providing it is a reasonable place to hold a special meeting of the Board.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time.

However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Association to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 10 business days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members.

The number of Directors in office shall constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed in the minutes of the Association and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes.

In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors or Board Committees, a simple majority of active members of the Board or Board Committee shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President shall be the deciding vote. The action of the majority of the Board members serving on the Board or Board committees and present at a meeting in which there is a quorum shall be an action of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise.

If a quorum is not physically present at a duly noticed meeting, those board members present may adjourn the meeting without further notice until a quorum shall be present. However, a board member shall be considered present at any meeting of the board or board committees if during the meeting he or she is present via telephone or web conferencing with the other board members participating in the meeting.

Voting

At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional tie-breaking vote.

Proxy

Board members shall be allowed to vote by written proxy, via telephone or electronic delivery.

Board Member Attendance

An elected Board Member who is absent from 3 consecutive regular meetings of the Board during a Fiscal year shall be encouraged to reevaluate with the President his/her commitment to the Association. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the President to have resigned from the Board.

Directors and Duties

ARTICLE 7 – DIRECTORS

The Board of Directors shall elect an Executive Committee of the Association which shall include a President, Vice President, Secretary, Treasurer, and other Directors as the Board may designate by resolution. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Vice President.

In addition to the duties in accordance with this Article, Directors shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

Executive Committee

The Executive Committee will be composed of a minimum of 4 Directors, whom shall be the President, Vice President, Secretary, and the Treasurer. The Executive Committee, unless limited in a resolution of the board, shall have and may exercise all the authority of the board in the management of the business and affairs of the Association.

President

It shall be the responsibility of the President, when present, to preside over all meetings of the Board of Directors. The President is authorized to execute, in the name of the Association, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Association, except when required by law that the Vice President's signature must be provided.

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Association, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Association, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended.

The President shall be empowered to act, speak for, or otherwise represent the Association between meetings of the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Association, to execute in the name

of the Association all contracts and other documents authorized either generally or specifically by the board to be executed by the Association, and to negotiate any and all material business transactions of the Association.

Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Association, which are required to be kept at the principal office of the Association, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Association and shall see that the seal of the Association, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these bylaws.

Treasurer

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Association, as may be ordered by the Board of Directors, and shall render to the President, Vice President, and Directors, whenever they request it, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Association.

The Treasurer shall give the Association a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful Performance of the duties of the Treasurer's office and for restoration to the Association of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from Office. The Association shall pay the cost of such a bond.

Directors

The Directors will serve as Members of the Board of Directors, serve as a Committee Chairman, and perform such additional duties as the Board of Directors prescribes.

ARTICLE 8 – COMMITTEES

Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws.

Each such committee shall consist of one (1) or more Directors, and may also include persons who are not on the Board but whom the Directors deem reliable and competent to serve on the specific committee. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee.

The appointment of members or alternate members of a committee requires the vote of a simple majority of the Directors then in office, at a duly convened meeting or through other voting means consistent with these bylaws. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

1. Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
2. Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
3. Amend or repeal any resolution of the Board of Directors that by its express terms is not subject to amendment or repeal.
4. Appoint any other committees of the Board of Directors or their members.
5. Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Association otherwise than in the usual and regular course of its business; or revoke any such plan.

Unless otherwise authorized by the Board of Directors, no committee shall compel the Association in a contract or agreement, or expend Association funds.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 6 Board of Directors of these bylaws concerning meetings and actions of the Directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be established by resolution of the members of the committee.

Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members,

who shall have the right to attend all meetings of the committee. Committee minutes shall be included in the agenda of duly called meetings of the Board of Directors and, upon approval, filed with the Association records. The Board of Directors may not adopt rules inconsistent with the provisions of these bylaws for the governance of any committee.

If a Director relies on information prepared by a committee of the Board on which the Director does not serve, the committee must be composed exclusively of any or any combination of (a) Directors, or (b) counsel, independent accountants, or other persons as to matters which the Director believes to be within that person's professional or expert competence.

ARTICLE 9 - STANDARD OF CARE

General

A Director shall perform all the duties of a Director, including, but not limited to, duties as a Member of any committee of the Board on which the Director may serve, in such a manner as the Director deems to be in the best interest of the Association and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under Similar circumstances.

In the performance of the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by: a Counsel, independent accountants, or other persons, as to the matters which the Director deems to be within such person's professional or expert competence; or a committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director deems to merit confidence, so long as in any such case the Director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 9 - Standard of Care, any person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Association, or assets held by it, are dedicated.

Loans

The Association shall not make any loan of money or property to, or guarantee the obligation of, any Director, unless approved by the Wisconsin Attorney General; provided, however, that the Association may advance money to a Director of the Association or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Indemnification

To the fullest extent permitted by law, the Association shall indemnify its "agents," as described by law, including its Directors, and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Association, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of Indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The Association shall purchase and maintain insurance on behalf the members of the Board of Directors and may indemnify any agent or employee of the Association, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 10 – EXECUTION OF CORPORATE INSTRUMENTS

Governing Instrument

The Association shall be governed by its Articles of Incorporation and its Bylaws.

Nondiscrimination Policy

The Association will not practice or permit unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Limitations on Activities

No part of the activities of the Association shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Association operate a social club or carry on business with the general public in a manner similar to an organization operated for profit.

Notwithstanding any other provision of these Bylaws, the Association shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

ARTICLE 11 – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Association shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by any and all Directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Association shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Association Records

The Association shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Association.

The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each Director of the Association shall turn over to his or her successor or the President or Vice President, in good order, such Associations monies, books, records, minutes, lists, documents, contracts or other property of the Association as have been in the custody of a Director during his or her term of office.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and Documents of every kind and the physical properties of the Association. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Association shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards, if the board so desires. The Association shall make the financial statements available as required by Federal and State guidelines.

Reports

The Board shall ensure an annual report is sent to all Directors within a timely manner after the end of the fiscal year of the Association, which shall contain the following information:

1. The assets and liabilities, including trust funds, of this Association at the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
3. The expenses or disbursements of the Association for both general and restricted purposes during the fiscal year.
4. The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, If there is no such report, the certificate of an authorized Director of the Association that such Statements were prepared without audit from the books and records of the Association.

ARTICLE 12 – FISCAL YEAR

The fiscal year for this Association shall end on December 31.

ARTICLE 13 – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by the vote of a simple majority of the Directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw Revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may only be altered, amended or repealed by that greater vote.

ARTICLE 14 – CORPORATE/ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Association. Failure to affix the seal to any corporate or organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 15 – CONSTRUCTION, DEFINITIONS, SEVERABILITY

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes Association as well as a natural person.

If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

ARTICLE 16 – RULES OF ORDER

The rules contained in The Standard Code of Parliamentary Procedure, latest edition, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation and the Bylaws of the Association. If the rules contained in the Standard Code do not adequately address the issue, then Robert's Rules of Order, Newly Revised, will be consulted.

CERTIFICATE OF SECRETARY

I, Ann Andrea, certify that I am the current elected and acting Secretary of the Southport Park Association, and the above bylaws are the bylaws of this Association as adopted by the Board of Directors on September 21, 2016; and as amended or modified since the above date.

EXECUTED on this day of Aug. 19, 2025, in the County of Kenosha in the State of Wisconsin.

Ann T Andrea

Duly Elected Secretary