

RACINE AREA VETERANS, INC.

WRITTEN CONSENT OF

INITIAL DIRECTORS

June 16, 2010

The undersigned, being the sole Initial Directors of Racine Area Veterans, Inc., a Wisconsin not-for-profit and non-stock corporation, acting pursuant to Section 181.0821 of the Wisconsin Statutes, hereby consent to the adoption of the following resolutions effective as of the date above written, said resolution to have the same force and effect as if unanimously adopted at a regularly called meeting of the Initial Directors of this Corporation held on the day and year above written.

- RESOLVED: (1) That the By-Laws attached hereto as Exhibit A, having a draft date of March 31, 2010, be, and hereby are, adopted as the By-laws of the Corporation; and
- (2) The undersigned Initial Directors, pursuant to the provisions of Section 3.2 of the By-Laws, wish to transfer their duties to the new Board of Directors (the "First Directors"), and accordingly hereby authorize the First Board named in Exhibit B attached, to assume all the rights, duties and entitlements of the Directors of the Corporation, effective July 4, 2010.

IN WITNESS WHEREOF, the undersigned Initial Directors have executed this
Written Consent, to be effective as of the day and year above written.

Steven R. Heether Initial Director

E. Edward Mortensen, Jr. Initial Director

Anthony W. Mattson Initial Director

Exhibit A

**RACINE AREA VETERANS, INC.
BY-LAWS
3-31-10**

Table of Contents

ARTICLE I	IDENTITY OF THE CORPORATION	Page 2
ARTICLE II	MEMBERS	Page 4
ARTICLE III	DIRECTORS	Page 6
ARTICLE IV	POWERS AND DUTIES OF THE BOARD OF DIRECTORS	Page 8
ARTICLE V	OFFICERS	Page 10
ARTICLE VI	POWERS AND DUTIES OF OFFICERS	Page 11
ARTICLE VII	COMMITTEES	Page 12
ARTICLE VIII	MISCELLANEOUS PROVISIONS	Page 13
EXHIBIT - B	FIRST BOARD OF DIRECTORS	Page 16

ARTICLE I

IDENTITY OF CORPORATION

Section 1.0. Corporation. These By-Laws are the By-Laws of the “Racine Area Veterans, Inc.”, a not-for-profit and non-stock corporation organized under the laws of the State of Wisconsin. Such corporation is hereinafter referred to as the “Corporation.”

Section 1.1. Mailing Address and Office. The office and mailing address of the Corporation shall be:

Racine Area Veterans, Inc.
c/o Attorney John M. Bjelajac
601 Lake Avenue
Racine, WI 53403

Such principal office may be changed from time to time by the Board of Directors. The Corporation may have such other business offices as the Board of Directors may designate.

Section 1.2. Purpose of Corporation. This Corporation is formed for the purpose of engaging in any lawful activity for which such corporations may be organized under the Wisconsin Non-stock Corporation Law, Chapter 181, Wisconsin Statutes, provided such activity also shall be within those activities specified in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) pertaining to tax exempt charitable organizations.

Such purposes of the Corporation shall specifically include:

- The establishment and conducting of a museum of military history for the educational benefit of the public and to honor the legacy of distinguished military service and support by the citizens of the local communities; and

- The preservation, renovation, improvement and expansion of the Legacy Museum and Veterans Center which includes the historically significant last residence of the Founder of the City of Racine, Captain Gilbert Knapp, located at 820 South Main Street, Racine, WI ; and
- To represent and support Military Personnel, past, present and future and act as an information and communication center for related issues, activities and events; and
- The promotion and/or sponsoring of cultural and educational activities and events for the benefit of veterans, their families and the community.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the Corporation shall be (i) to attempt to influence legislation by propaganda or otherwise, or (ii) in directly or indirectly participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

Additionally, the Corporation (i) shall fully comply with all applicable provisions of Section 11.38 of the Wisconsin Statutes and/or similar or successor statutes (prohibiting certain political activities and practices by the Corporation), and (ii) shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) pertaining to tax exempt charitable organizations, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II

MEMBERS

Section 2.0. Members of the Corporation. The members of the Corporation shall be those persons who meet the following qualifications:

- a) Are members in good standing of at least one federally chartered veteran organization and/or United States Military Reserve/National Guard unit which conduct meetings on a regular basis in Racine County, WI., or
- b) Are individuals who have an interest in participating in and/or supporting the Corporation; and
- c) Have timely and fully paid all required membership dues and/or any other fees or charges due; and
- d) Have complied with and met such other qualifications and requirements as the Corporation may from time to time require.

Section 2.1. Limited Voting Rights. The members of the Corporation shall only have such voting rights regarding the affairs of the Corporation as the Board of Directors may from time to time expressly grant to the members. (It is the express intent of this Corporation that its affairs shall be governed and controlled solely by the Board of Directors of the Corporation and that all directors and/or officers of the Corporation shall be selected not by the members but in the manner hereinafter described.)

Section 2.2. Meetings of Members. Meetings of the members shall be held at such time(s) and location(s) as desired by the Board of Directors. At any such meeting of the members, the members shall only consider such matters as may be requested by the Board of Directors.

The members present at any such meeting shall be deemed to constitute a quorum, and a majority vote of such members present at any such meeting shall be required for any permitted action to be taken by the members.

Section 2.3. Annual Meeting. An annual meeting of the members shall be held each calendar year at such time and location, and upon such notice, as the Board of Directors may desire. The purpose of such annual meeting of the members shall be to (i) inform the members of the activities of the Corporation, and (ii) conduct such other business of the Corporation as the Board of Directors may request.

Section 2.4. Termination of Membership: by the Member. A member may terminate his/her membership in the Corporation at any time, but shall not be entitled to any refund of any membership dues and/or other fees or charges paid by the member to the corporation. Such membership shall be deemed terminated upon receipt by the Corporation and/or one of its Officers of a written notice of such termination.

Section 2.5. Termination of Membership: By the Corporation. The membership of any member in the Corporation may be terminated by the Board of Directors of the Corporation, with or without cause. Upon such termination, the corporation shall give written notice of the same to the terminated member. If the termination is without cause, the Corporation shall refund to the terminated member any prorated/unused portion of the membership dues and/or other charges or fees paid by the member to the Corporation. If the termination is for cause, the terminated member shall not be entitled to any such refund of dues, charges or fees.

ARTICLE III

DIRECTORS

Section 3.0. Directors of the Corporation. The current Racine Area Veterans Council shall be the First Board of Directors of the Corporation. Thence forth, except as provided below in Section 3.2 of these By-Laws, the Board of Directors of the Corporation shall be determined as provided in below Sections 3.3, 3.4 and 5.3.

Section 3.1. Term of Office. Delegate Directors shall have a term of office determined by their respective veteran organization or military unit. At large Directors shall have a term of office determined by the Board of Directors.

Section 3.2. Initial Directors. Pursuant to the terms and provisions of Section 181.20(2) of the Wisconsin Statutes, the Initial Directors named in the Articles of Incorporation of the Corporation shall hold such offices until the First Directors specified in Section 3.0 of these By-Laws are authorized by the Initial Board of Directors (by written resolution) to assume the duties of Directors of the Corporation. (The Initial Directors shall continue to act and service in such capacity during and throughout the organizational time period of the Corporation.)

Section 3.3. Eligibility Requirements for Directors.

- a) A "Veteran Organization or Military Unit" described in above Section 2.0(a) of these By-Laws may delegate one of its members to serve as a Director of the Corporation.
- b) A Member of the Corporation who by profession, appointment or skill set has as their mission, service to Racine Area Veterans Inc. may be nominated by a Director to serve as a Director of the Corporation. The Board of Directors shall confirm such nominee with a

two thirds majority roll call vote of the total number of Directors comprising the Board of Directors.

Section 3.4. Vacancies. In the event of a Delegate Director vacancy on the Board of Directors of the Corporation, such vacancy may be filled by the “Veteran Organization or Military Unit” that originally delegated that Director.

Section 3.5. No Compensation. No Officer/Director shall receive compensation for any service he/she may render to the Corporation. An Officer/Director may be reimbursed by the Corporation for any actual expenses incurred by the Officer/Director, provided that such reimbursement is approved by the Board of Directors.

Section 3.6. Removal. A Director may be removed with or without cause from the Board of Directors by an affirmative vote of a majority of the total number of directors on the Board of Directors (except for the Director proposed to be removed). A Director may resign at any time by filing a written resignation with the Chairman or Secretary of the Board of Directors. In the event a person who is a Delegated Director of the Corporation (i) at any time ceases to be a member in good standing of the Corporation and/or his/her respective “Veteran Organization or Military Unit”, then such person shall automatically cease to be a Delegated Director of the Corporation.

ARTICLE IV

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 4.0. Management of Affairs. The affairs of the Corporation shall be governed and controlled by the Board of Directors. The Board of Directors shall, by majority vote of the total members of the Board, select a Chairman of the Board.

Section 4.1. Regular Meetings. The Board of Directors shall meet at such time, with such frequency and at such location as the Board of Directors may from time to time provide by resolution adopted by the Board. No prior notice shall be required for such regular meetings other than such resolution of the Board of Directors.

Section 4.2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the Chairman of the Board or by at least three (3) Directors. Such a special meeting of the Board of Directors shall be held at such time, place, and location as may be specified in written notice of such meeting along with subject documentation which shall be given to all Directors at least Seventy-two (72) Hours prior to such meeting.

Section 4.3. Chairman to Preside. The Chairman shall preside over all meetings of the Board of Directors and meetings of the members. In the absence of the Chairman and in succession of Standing Committees as specified in Section 7.1 of these By-Laws, a Committee Chairman shall preside.

Section 4.4. Quorum and Votes Required. One-third (1/3) of the total number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made

by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors. When a vote is not unanimous, the vote shall be repeated by roll call vote of Directors.

A Delegated Alternate Director may attend meetings of the Board of Directors, but shall not be entitled to vote on matters being voted upon by the Board of Directors unless his/her Delegated Director is absent from the meeting.

Section 4.5. Powers of Board. The Board of Directors shall have full power and authority to:

- a) Govern and control all of the affairs of the Corporation;
- b) Exercise on behalf of the Corporation all of the power and authority of the Corporation;
- c) Adopt and implement such resolutions, rules, and/or regulations, as the Board of Directors may from time to time deem appropriate for the conducting of the affairs of the Corporation.

ARTICLE V

OFFICERS

Section 5.0. Offices. The Corporation shall have an Executive Board made up of the following offices:

- a) President
- b) Vice President, Legacy Museum
- c) Vice President, Veterans Center
- d) Secretary
- e) Treasurer

Section 5.1. Election of Officers. The Officers of the Corporation shall be members of the Corporation and elected by a majority vote of the Board of Directors. Any vacant offices shall be filled by the Board of Directors.

Section 5.2. Term of Office. The term of office for each Officer shall be One (1) Year.

Section 5.3. Officers to be Directors. The Officers described in above Section 5.0 shall for the term of their service as Officers of the Corporation be also Directors of the Corporation.

Section 5.4. Removal. An Officer may be removed with or without cause from office by an affirmative vote of a majority of the total number of the Directors comprising the Board of Directors of the Corporation. An Officer may resign at any time by filing a written resignation with the Board of Directors.

ARTICLE VI

POWERS AND DUTIES OF OFFICERS

Section 6.0. General Duties. The duties of the Officers of the Corporation shall be (i) such regular duties as usually pertain to each respective office, and (ii) such other duties as may be prescribed for any Officer in these By-Laws, and (iii) such other duties as the Board of Directors may from time to time assign to one or more of the Officers.

Section 6.1. Corporate Books and Records. The Secretary of the Corporation shall cause to be kept a complete record of all of the acts and affairs of the Corporation.

Section 6.2. Funds and Financial Records. The Treasurer of the Corporation shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks of the Corporation; keep proper books of account; cause an annual accounting of the Corporation's books to be made at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Board of Directors at such time(s) as may be requested by the Board. Checks drawn on the checking account(s) of the Corporation shall require the signatures of (i) the Treasurer and/or President of the Corporation and (ii) one of the other officers of the Corporation (the signatures of the President and the Treasurer shall be sufficient if they are the Officers signing such checks).

ARTICLE VII

COMMITTEES

Section 7.0. Controlled by Board of Directors. All committees of the Corporation shall be governed and controlled by the Board of Directors. Each committee of the Corporation shall have such membership, duties and responsibilities as may be assigned, from time to time, to such committee by the Board of Directors.

Section 7.1. Standing Committees. The Board shall have the following standing committees:

- a) Executive
- b) Legacy Museum
- c) Veterans Center
- d) Veteran Benefits and Welfare
- e) Community Programs & Monuments
- f) Finance

Section 7.2. Special Committees. The Corporation shall have such Special Committees with such memberships, duties and responsibilities as the Board of Directors may from time to time determine.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 8.1. Seal. The Corporation shall have a seal.

Section 8.2. When Seal Requested. The Corporation shall affix its seal on such documents as the Officers may, from time to time determine.

Section 8.3. Amendment of By-Laws. These By-Laws may be revised and amended, excepting the Purpose of the Corporation, by the Board of Directors with an affirmative role call vote of two thirds majority of the entire Board of Directors of the Corporation. Amendments may be adopted at a special meeting expressly scheduled for such purpose, with written notice of such meeting and proposed Amendment provided to all Directors at least seventy-two (72) hours prior to such meeting.

Section 8.4. Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the By-Laws then in effect but is taken or authorized by affirmative role call vote of not less than the number of Directors required to amend the By-Laws so that the By-Laws would be consistent with such action, shall be given the same effect as though the By-Laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specified action so taken or authorized.

Section 8.5. Fiscal Year. The fiscal year of the Corporation shall begin and end on a date determined by the Board of Directors, except that the first fiscal year shall begin on the date of incorporation.

Section 8.6. Indemnification. The Corporation shall, to the fullest extent allowed by the laws of the State of Wisconsin, indemnify and/or reimburse all costs and expenses incurred by the following persons while performing their duties and/or responsibilities on behalf of the Corporation and/or while, in any other manner, acting on behalf of the Corporation:

- a) The Officers/Directors of the Corporation;
- b) The members of any committee that may from time to time be created by the Officers/Directors and/or the By-Laws of the Corporation;
- c) Any other person or party acting on behalf of the Corporation with the authorization of the Officers/Directors of the Corporation.

Section 8.7. Broad Scope of Indemnification. The Corporation shall indemnify the persons specified in above Section 8.6, to the fullest extent allowed by the laws of the State of Wisconsin, for any and all costs and expenses, of any nature whatsoever, incurred as a result, whether directly or indirectly, of such persons performing their duties and/or responsibilities pursuant to these By-Laws and/or while, in any other manner, acting on behalf of the Corporation. This shall expressly include, but not be limited to, any damages, judgments or any other type of liability, and/or any actual reasonable attorneys fees incurred. It is the express intent of this present Section that the indemnification provided herein shall be as full and complete as permissible under the law, and limited only by any specific limitations that may be expressly contained in the applicable laws of the State of Wisconsin. Additionally, it is the express intent of this present Section to expand, to the fullest degree permissible under the laws of the State of Wisconsin, the nature, type and extent of indemnification provided for and allowed under Chapter 181 of the Wisconsin Statutes and/or any other laws of the State of Wisconsin.

Section 8.8. Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Racine County Circuit Court exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Exhibit – B

First Board of Directors
Racine Area Veterans Incorporated

July 4, 2010

Congressional Chartered Veteran Organization	Delegated Representative
82 nd Airborne Association Southeast WI Chapter	Hank Olsen
American Legion Post 310	Harald Kahlert
American Legion Post 546	James Price
American Veterans Post 120	Donald Larsen Sr.
Disabled American Veterans Chapter 9	James C. Becker
Korean War Veterans Post 227	Roberto Almaraz
Marine Corps League Agerholm-Gross Detachment	Dr. Franklin Osanka
Navy Club Ship 60	Tim Yorgan
Reserve Officers Association Chapter 29	John Klingenberg
Veterans of Foreign Wars Post 1391	Steve Heether
Veterans of Foreign Wars Post 9948	David Niesen
Veterans of Foreign Wars Post 10301	Al Winter
Vietnam Veterans of America Chapter 767	William F. May