AMENDED AND RESTATED

BY-LAWS

OF

NEIGHBORHOOD HOUSE OF WISCONSIN, INC.

**ARTICLE I**

**PURPOSES, OPERATION**

The corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary and educational purposes and limited to the exclusive purposes permitted for tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 and corresponding provisions of applicable successor revenue acts. All funds received by the corporation shall be dedicated and invested solely for such purposes. The Board of Directors may establish guidelines for the acceptance of gifts and the disbursement of funds by the corporation in such manner as may, in the judgment of the Board of Directors, be consistent with the purposes of the corporation.

**ARTICLE II**

**BOARD OF DIRECTORS**

**Section 1. Number, Election and Terms of Directors**

The property, affairs and business of this corporation shall be under the care and management of a board of not less than three and not more than thirty (3) directors. Directors shall be elected by the directors of the corporation then in office at the first regular meeting of the directors in each calendar year or at any other time, and shall hold office for a term of three (3) years and thereafter until their respective successors have been elected and qualified. No person shall be eligible for election as a director after service as a director for fifteen (15) consecutive years until one year of non-directorship has elapsed. Non-voting Honorary Directors may be elected by the Board of Directors from time to time according to eligibility requirements determined by the Board of Directors. If not otherwise a director, the immediate Past President of the corporation shall be a voting member of the Board of Directors without the necessity of elections. In addition, Neighborhood House of Milwaukee’s Parent Advisory Board may appoint two members to the Board of Directors, pending Board of Director’s approval. The members appointed by the Parent Advisory Board will serve one year terms with the same term limits and conditions of members of the Board of Directors as mentioned above.

**Section 2. Meetings of the Board of Directors**

The regular meetings of the Board of Directors shall be held at least four times annually and at such place as the Board may designate. Special meetings of the Board of Directors may be held at any time on call of the President or shall be called by the Secretary on request of four (4) directors and shall be held at such time and place as shall be designated by the President or Secretary, as the case may be calling the meeting. Notice of each regular and special meeting of the Board of Directors shall be given to each director. Notice may be given by e-mail, telephone or personal delivery of such notice to each director at least twenty-four (24) hours before the time set for such a meeting or by mailing of such notice to him or her at his or her address as it appears upon the books of the corporation, at least five (5) days before the date fixed for such meeting. Any director may, however, waive notice of any meeting.

**Section 3. Quorum: Manner of Acting**

One third (1/3) of the voting directors then in office shall constitute a quorum of the Board of Directors. The act of a majority of those directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation of these By-laws.

**Section 4. Vacancies**

Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual election by affirmative vote of a majority of the directors then in office.

**Section 5. Action By Consent**

Any action required or permitted by the Articles of Incorporation or By-laws or any provision of law to be taken at a meeting of the Board elected pursuant to Article IV, Section 1 of these By-laws, may be taken without a meeting if a consent in writing setting forth the action, shall be signed by all directors then in office or by all the members of the Executive Committee, as the case may be.

**ARTICLE III**

**OFFICERS**

**Section 1. Number**

This corporation shall have the following officers: A President, Vice President, a Secretary, a Treasurer, all of whom shall be elected by the Board of Directors from among the directors of the corporation, and such other officers and assistant officers as the Board of Directors may elect.

**Section 2. Terms**

The officers shall hold office for one (1) year and thereafter until their successors are duly elected and qualified.

**Section 3. Duties**

The duties of the officers shall include the following:

1. **President.** The President shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, shall in general supervisee and control the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the members and the Board of Directors. He or she shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as he or she deems necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. He or she shall have authority to execute and acknowledge, on behalf of the corporation, all deeds, mortgages, bonds, notes, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the corporation’s regular business, or which shall be authorized by resolution of the Board of Directors. In general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
2. **Vice President.** In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The execution of any instrument of the corporation by the Vice-President shall be conclusive evidence, as to third parties, or his or her authority to act in place of the President. The Vice-President shall perform the duties and have such authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Directors.
3. **The Secretary.** The Secretary shall oversee (1) the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; and (2) the custody of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of this corporation under its seal is duly authorized. In addition, the Secretary shall have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Directors.
4. **The Treasurer.** The Treasurer shall oversee all funds and securities of the corporation and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.
5. **Other Assistants and Acting Officers.** The Board of Directors shall have the power to appoint any person (who need not be a director of the corporation) to act as assistant to any officer, or as agent for the corporation in his or her place, or to perform the duties of such officer or other agent so appointed by the Board of Directors. Such person shall have the power to perform all duties of the office to which he or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.
6. **Simultaneous Offices.** Any person may hold more than one office, except that the same person may not hold simultaneously the offices of President and Vice-President, or the offices of President and Secretary.

**Section 4. The Executive Director**

The Board of Directors may appoint an Executive Director to act as general manager of the affairs of the corporation. The person so appointed shall not be a director of the corporation and shall serve for such period and receive such compensation as shall be determined by the Board of Directors. He or she shall have such authority and perform such duties as may from time to time be prescribed by the Board of Directors or President. The position of Executive Director shall not be a corporate office.

**ARTICLE IV**

**COMMITTEES**

**Section 1. Executive Committee**

The Board of Directors, by affirmative vote of a majority of the directors then in office, may elect from among its members an Executive Committee, including among their number the President. The Executive Committee shall have and exercise fully the power of the Board of Directors when the Board of Directors is not in session, except that the Executive Committee shall not elect any officers or directors or fill any vacancies. Members of the Executive Committee shall serve for a term of one (1) year and thereafter until their successors are duly elected by the Board of Directors or until the Board votes to discontinue the Executive Committee

**Section 2. Standing Committees**

The Board of Directors shall designate and establish standing committees which shall have and exercise the authority of the Board in the management of Neighborhood House of Milwaukee, Inc. as identified in a written commission. The President of the Board shall appoint Chairpersons of each committee who shall be Directors of the Board. The members of all standing committees shall be nominated by a committee charged with nominations, and elected by the Board following the first regular meeting of the Board of Directors for the calendar year. Membership on the standing committees (and on any additional committees appointed pursuant to Section 3 of this Article) shall include a minimum of three (3) Board Directors or any other minimum number as may be established by state regulations, but need not be limited to the officers and directors of the corporation. Members of standing committees (and of any such additional committees) shall serve for a term of one (1) year unless they are appointed for a shorter period.

**Section 3. Additional Committees**

The President shall appoint additional committees to exercise such functions and powers and have such responsibilities as Board of Directors of the President from time to time assign.

**ARTICLE V**

**INDEMNIFICATION OF OFFICERS, DIRECTORS, AND OTHERS**

**Section 1. Mandatory Indemnification**

The corporation shall, to the fullest extent permitted or required by Sections 181.0871 to 181.0889, inclusive, of the Wisconsin Nonstock Corporation Law (“Statute”), including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expense, incurred thereby in any Proceeding to which any Director or Office is a party because such Director of Officer is a Director or Office of the corporation. The corporation may 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 which such person may be entitled under any written agreement, board resolution, the Stature or otherwise. All capitalized terms used in this Article V and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Statute.

**Section 2. Permissive Supplementary Benefits**

The corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liability and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors or Officers, whether or not the corporation would be obligated to indemnify or advance Expenses to such Director or Office under Section 1, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

**ARTICLE VI**

**AMENDMENTS**

These By-laws may be amended at any regular or special meeting of the Board of Directors by the affirmative vote of a majority of the members of the Board of Directors.

**ARTICLE VII**

**CORPORATE SEAL**

The Board of Directors may adopt and determine the style of the corporate seal of the corporation.