

The Bylaws of the Riverwest Investment Cooperative

Approved October 5, 2006

Article 1. Name

The name of this corporation is the Riverwest Investment Cooperative (hereinafter, the "Corporation").

Article 2. Offices

2.1 Principal Office. The principal office of the Corporation is located at 2462 N. Bremen Street, Milwaukee, Wisconsin 53212.

2.2 Other Offices. The Corporation may also have offices at such other places as the Board of Directors, from time to time, may designate.

Article 3. Membership

3.1 Eligibility. Any natural person or entity capable of complying with Membership Responsibilities, as defined in section 3.7 of this Article, is eligible to be a Member.

3.2 Application for Membership. The process for application for Membership will be determined from time to time by the Board of Directors, including processing fees, if any.

3.3 Members. A Member is any person or entity who fulfills the current responsibilities of Membership, so defined in section 3.7 of this Article.

3.4 Rights of Members. Members shall have the right to vote in accordance with Article 4 of these Bylaws.

3.5 Transfer of Membership Rights. A Member's rights shall not be transferable, except that a Member may designate the persons in his household who shall be entitled to Member rights while said person is a Member. However, more than one person in the same household may become an independent Member and therefore has distinct responsibilities, Membership requirements and voting rights from the other Members in said household.

3.6 Limited Liability of Members. Members shall not be liable for any debts or obligations of the Corporation except as otherwise provided bylaw.

3.7 Membership Responsibilities. Members shall pay a Membership fee and comply with such other responsibilities as the Board of Directors or Membership shall determine from time to time.

3.8 Termination from Membership. A Member may withdraw from Membership at any time. Upon withdrawal, a Member terminates any Membership rights or interest and shall receive as consideration an amount of cash or property, or at the discretion of the Board of Directors, a promissory note payable within three years with such interest, if any, as the Board of Directors determines, equal in value to the Membership fee initially paid by the Member.

Article 4. Meetings of Members

4.1 Annual Membership Meeting. A meeting of the members will be held annually.

4.2 Notice of the Annual Meetings. Members shall be notified of the annual meeting by mail thirty days in advance.

4.3 Special Meetings. A special meeting of Members may be called at any time by Members on a written petition signed by at least one fifth of the eligible voting Members or by the Board of Directors when so directed by a resolution of the Board of Directors. The agenda will be limited to the specific items listed in the petition.

4.4 Notice of Special Meetings. Notice of special meetings shall be delivered to the secretary and mailed at least one week prior to the special meeting.

4.5 Quorum. Membership meetings will require a quorum as defined in section 185.14 of Wisconsin State statutes (c.f. 6.3). A quorum is defined as 10% of the first 100 members plus 5% of additional members.

4.6 Voting. Each individual Member is eligible to cast one vote in person. Voting by proxy shall not be allowed.

4.7 Elections of Board of Directors. At the annual Membership meeting, Members will elect the Directors and conduct such other business as the Members deem appropriate. Election will be by secret ballot. One month prior to the annual meeting, the Board will request nominations from the Members for the open positions on the Board. A number of candidates not to exceed the maximum number of Directors as stated in Article 5, Section 1 will be elected by a plurality.

Article 5. Board of Directors

5.1 Number. The Board of Directors will consist of not less than five and not more than fifteen Members.

5.2 Term of Office. Directors will be elected for three year staggered terms at the annual Membership meeting by a plurality of Members present at the meeting. One Director will be the Chair.

5.3 Removal of Directors. The Members can remove Directors without cause by an affirmative vote of two-thirds of the Members present at a special meeting.

5.4 Vacancies. The Board can fill vacancies on the Board of one year or less. Filling vacancies on the Board of Directors in which more than one year remains requires two thirds of the members present at a Members Meeting.

5.5 Compensation. Directors will receive no compensation.

Article 6. Duties of Directors

The duties and powers of the Board of Directors, in addition to those defined elsewhere in the Bylaws, and in addition to those necessary or appropriate for the proper conduct of the affairs of the Corporation, shall be as follows:

6.1 General Functioning. The Board of Directors shall coordinate and facilitate the daily functioning of the Corporation.

6.2 Indemnification. Directors will be indemnified by the Corporation to the greatest extent permissible under Wisconsin State law.

6.3 Presence at Member Meetings. The Directors shall be required to be present at the annual and special meetings of the Members (c.f. 4.5).

6.4 Vacancies. The Board of Directors will fill vacancies on the Board for one year or less and generally oversee management of the Corporation by managers and Officers.

6.5 Rules of Procedure. The Board can establish its own rules of procedure not inconsistent with the matters addressed herein.

6.6 Special Committees. The Board will establish standing and special committees. The Board cannot establish an Executive Committee (a committee of the Board which has all the powers of the Board). Each Director is expected to be an active member of a special committee or otherwise contribute significantly to the operation of the Corporation.

Article 7. Meetings of Board of Directors

7.1 Regular Meetings. The Board will meet at least once every 2 months on a schedule to be set by the Board. Every Board meeting will be open to the Members.

7.2 Annual Board Meetings. The incoming Board will hold an annual board meeting to be held immediately after the election of new Directors at the annual general Membership meeting.

7.3 Special Meetings. Special Meetings can be called by two-thirds of the Directors at any time.

7.4 Notice. No notice shall be required for regular meetings of the Board of Directors.

7.5 Quorum. A majority of the Directors shall constitute a quorum.

7.6 Official Acts of the Board. The Board will act by vote of those board members present at a meeting with a quorum of the board, except on investment decisions, which will require a consensus vote of the board.

Article 8. Officers and Employees

8.1 Election of Officers. The Officers shall consist of a President, one or more Vice Presidents, Secretary and a Treasurer. The Members will elect the Officers of the Corporation at the annual meeting. The same person may be elected to hold the office of Secretary and Treasurer. The President and Vice President must be Members of the Corporation and must sit on the Board of Directors.

8.2 Duties of President and Vice President. The President and Vice President shall be responsible for the annual written report. Either Officer will present the annual audit and written report to the Members at the annual Membership meeting. Either Officer will be responsible for submitting a copy of the annual audit and written report together with a statement of the names of the Corporation's Officers and Directors, the number of Members admitted and the number of Members who had withdrawn during the year and the current total number of Members.

8.3 Duties of the Secretary. The Secretary shall be responsible for taking minutes at the Annual Meeting of the Members and at all meetings of the Board of Directors. The secretary is also responsible for maintaining a list of current Members of the Corporation.

8.4 Duties of the Treasurer. The Treasurer shall be responsible for presenting the financial reports at meetings and for the annual audit.

8.5 Additional Duties. In addition to the duties herein enumerated, the Officers shall perform such other duties as, from time to time, may be assigned to them by the Board of Directors.

Article 9. Member Allocations

9.1 General. Membership in the Corporation constitutes consent to receive an allocation of its net proceeds. Such refunds shall be in the form of cash, written notices of allocation, or other property, in such form and under such terms as the Board of Directors determines from time to time.

9.2 Written Notice of Allocation. "Written Notice of Allocation" is a written instrument that discloses to a Member the stated dollar amount of such Member's allocation and the terms for payment of that amount by the corporation.

9.3 Percentage Unallocated. The percentage of the net proceeds for a given fiscal year that will remain unallocated shall be determined by consensus of the Board of Directors and announced within the first 60 days of fiscal year. Otherwise, all net proceeds for that fiscal year will be allocated to the Members.

Article 10. Miscellaneous

10.1 Reserved Rights of the Membership. The Certificate of Incorporation may be amended only as specified in Article 10.2 of these Bylaws. Changes in Membership Requirements, sale or distribution of assets of the Corporation (other than in the normal course of business), and filling vacancies on the Board in which more than one year remains in the term (c.f. 5.4), also require the affirmative vote of at least two thirds of the Members present at the Annual or a Special Meeting. Similarly, Directors may be removed, without cause (c.f. 5.3), only by an affirmative vote of two-thirds of the Members present at the Annual or a Special Meeting.

10.2 Amendments to the Certificate of Incorporation. Amendments of the Certificate of Incorporation may be made only by the affirmative vote of at least two thirds of the Members present at the Annual Meeting or a Special Meeting. Amendments to the Certificate of Incorporation must be filed with the secretary of state and a certified copy must be submitted to the appropriate authorities.

10.3 Amendments to the Bylaws. The Bylaws may be amended by either (1) a vote of at least two thirds of Members present at the Annual Meeting or a Special Meeting, for which a quorum of the members is present; or (2) by a vote of at least two thirds of the Board Members present at a meeting of the Board, for which a quorum of the board is present. A certified copy of bylaw amendments must be submitted to the appropriate authorities within thirty days after adoption.

10.4 Dissolution of the Corporation. Dissolution can proceed only with three-fourths vote of Members present at a meeting called and conducted in accordance with Article 4 of these Bylaws. The Board acting on behalf of the Corporation will distribute its assets, liquidate its assets, and pay its debts and expenses.

10.5 Reserved Rights. The Corporation reserves the right to execute all the powers accorded to a cooperative according to Wisconsin State Statutes that are not expressly forbidden in these bylaws or the Articles of Incorporation.