

**RESTATED BYLAWS OF
FOX VALLEY ESTATE PLANNING COUNCIL, INC.**

(A Wisconsin Nonstock Corporation)

Approved and adopted _____, 2018.

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ARTICLE 1
Purpose

The purposes of the FOX VALLEY ESTATE PLANNING COUNCIL, INC. (the “Corporation”) are:

1. To provide a forum where estate planning professionals can meet to further their knowledge about estate planning in order to enhance client service.
2. To promote cooperation between each of the estate planning professions to foster a better understanding of the proper relationship which each profession bears to the other, and to their clients.
3. “Estate planning,” as that term is used herein, shall be defined as the process of coordinating, during a person’s life, for the administration and transfer of that person’s estate during the person’s life and after death, while minimizing taxes, maximizing asset protection, and promoting the person’s intended legacy.

ARTICLE 2
Identification

Section 2.01. Name. The name of the Corporation is: FOX VALLEY ESTATE PLANNING COUNCIL, INC.

Section 2.02. Principal and Business Offices. The Corporation may have such principal and other business offices within the state of Wisconsin as the Board of Directors may designate or as the Corporation’s business may require from time to time.

Section 2.03. Registered Agent and Office. The President is the registered agent of the corporation, and his or her address is the registered office of the corporation. A successor President

shall be the successor Registered Agent and Office, and shall file the appropriate documentation with the Department of Financial Institutions' office evidencing this change.

Section 2.04. Place of Keeping Corporate Records. The records and documents required by law to be kept by the Corporation permanently shall be kept at the Corporation's principal office.

Section 2.05. Restatement of Prior Bylaws. These Bylaws now restate and supersede the prior Bylaws, and any and any and all amendments, of the Corporation approved on March 9, 2001 in order to update various provisions to make them consistent with the Corporation's current operation and to make them consistent with Section 501(c)(3) IRS Nonprofit Organizations.

ARTICLE 3

Membership

Section 3.01. Classes of Membership. The Articles of Incorporation set forth two classes of membership: Active and Emeritus. Each member of each class is entitled to one vote on the matters set forth in paragraph 3.19 herein.

Section 3.02. Active Members. There shall be five categories of active membership, each consisting of persons who meet the following standards:

A. Trust. Members shall consist of officers of trust companies, or banks maintaining Trust Departments, who are actively engaged in trust or estate operations and administration;

B. Insurance and Financial Planning. Members shall consist of chartered life underwriters and certified financial planners who actively practice in estate planning as part of their insurance and/or financial planning profession;

C. **Law.** Members shall consist of attorneys who actively practice in estate planning as part of their legal profession;

D. **Accounting.** Members shall consist of certified public accountants who actively practice in estate planning as part of their accounting profession;

E. **Other.** Such other persons who do not actively practice in the above professions, but whose active occupation demonstrates to the Board of Directors a legitimate professional focus on estate planning and whose membership would assist the Corporation in fulfilling its purposes.

Section 3.03. Nomination. The nomination of any proposed new active member must be sponsored by a current member by letter to the President. The nomination shall set forth the facts supporting the eligibility of the nominee. Delivery of a written nomination to the Board of Directors shall constitute a certification that the nominee, to the best of the sponsor's personal knowledge, meets all eligibility requirements, and shall also stand as the sponsor's personal endorsement of the nominee as an ethical estate planning professional. If there is not an opening for that category per Section 3.04, the Board of Directors shall place that person on the waiting list for that category. When a vacancy for that category arises, the board shall first vote on the persons on the waiting list, before considering other nominations.

Section 3.04. Eligibility Requirements. Each active member must actively practice estate planning or related subjects primarily in the Fox Valley region of northeast Wisconsin. Designations and licenses held for professions other than the member's current estate planning practice shall not qualify. For example, an attorney who is not practicing law, but who is a life insurance professional, will not qualify unless that person also is a chartered life underwriter. Each

active member must at all times be in good-standing with the governing body of his or her active profession.

Section 3.05. Limitations. Except as provided in Section 3.06:

A. The maximum number of active members from each of professions of Trust Officer, Insurance, Accounting and Other shall be twenty-five (25) per category;

B. The maximum number of active members for the Law category shall be thirty-five (35); and

C. No firm, including branches, divisions, subsidiaries and related organizations, may be represented by more than four (4) members.

Section 3.06. Exceptions:

A. **Merger.** If due to a merger of two firms that have existing members in the Corporation, the total number of active members from the merged entities exceeds four, then the two merged entities will each be allowed to continue to have four active members, provided they are in two different physical locations, and each serves a different geographical market. If the geographical market exception does not apply, then the existing members of the merged entity may continue to be members on a grand fathered basis until their membership terminates, but upon termination no new member may replace the terminated member until the membership from the new merged entity becomes less than four.

B. **Change of Career.** If a current active member of the Corporation changes careers to another estate planning profession, then the membership requirements of that category must be met in order to continue membership. If the member states to the Board that he or she is diligently working towards satisfying those requirements, the member will be temporarily placed among the “Other” category of members (and the limitations set forth in Section 3.05 shall not

apply) until the requirements of the new category have been satisfied, in which case the member shall be transferred to that Membership category if there is a vacancy, and if not, shall be placed on the waiting list for that category and may remain in the “Other” category until a vacancy opens. The Board of Directors shall monitor the member’s progress concerning compliance with the requirements of the new category, and if it determines that effort is lacking or compliance is not likely, or if compliance is not achieved within three (3) years, then membership shall be terminated.

C. Lateral Change. If a current active member changes firms and the new firm already has four members, the member shall be grandfathered, however upon the termination of membership of any of the firm’s other members, the grandfathered member shall be transferred to that slot and the firm may not fill the vacancy with another person.

Section 3.07. Emeritus Members. Emeritus status shall be conferred upon those members who meet all of the following eligibility requirements:

- A.** The candidate shall be an active member in good standing;
- B.** The candidate shall have been an active member for a minimum of ten consecutive years;
- C.** The candidate shall be retired or semi-retired from the profession in which he or she is categorized as a member. Semi-retired shall mean less than full-time employment and shall be determined by the Board of Directors on a case-by-case basis;
- D.** Nominations for reclassification to Emeritus status shall be made in writing to the Board of Directors; and
- E.** Reclassification shall require the approval of a majority vote of the Board of Directors.

Section 3.08. Exemption: Emeritus Members are not subject to the requirements or limitations set forth in Section 3.05 and 3.06 for active members.

Section 3.09. Obligations of Membership: As a condition to continuing as a member, each member must:

A. Attend a minimum of three (3) corporation meetings per fiscal year. This shall not apply to members elected after the beginning of a fiscal year; nor shall it apply to Emeritus members;

B. Present or sponsor a program when asked. This shall not apply during the first year of membership, nor shall it apply to Emeritus members;

C. Pay annual dues as the Board may from time to time determine, to the Treasurer on or before the first meeting of each year (thirty (30) days after notification of election in the case of new members); and

D. Dues shall be prorated during the first year of membership for any new member whose application for membership has been accepted by the Board of Directors with an effective date after January 1st of the corporation's fiscal year. The prorated amount in such event shall be one-half of the then current annual dues. Any new member whose application is accepted by the Board of Directors effective prior to January 1st of the corporation's fiscal year shall be responsible for the full current annual dues for such year.

The Board of Directors shall meet prior to the first meeting of each fiscal year to review each member's compliance with these obligations. The Treasurer shall contact members about failure to pay dues. The Vice President shall contact members as to problems with attendance and programs. If the responsible officer is satisfied with the member's explanation of any deficiencies, the member will not be dropped from membership, but will be expected to show interest and not

repeat the violation. If obligations are not met two years in a row, the member shall be dropped and will need to be re-nominated in the same manner as any other proposed new member, without any priority preference.

Section 3.10. Termination. A member shall remain as such until the member resigns or dies, or until expelled by two-thirds vote of the Board of Directors upon a determination that the member no longer meets the applicable eligibility requirements, or the member has failed to fulfill the obligations of membership. That upon the termination of an individual's membership, regardless of the reason for such termination, there shall be no refund of any portion of the membership dues that have been paid for the fiscal year of that member's departure. Any member whose membership is terminated and who has not yet paid annual dues for the fiscal year of termination shall be obligated to pay dues equivalent to the meal charge for each meeting attended during that fiscal year prior to the termination of such membership.

Section 3.11. Membership Roster: The Vice President shall maintain a current Membership Roster containing the names and addresses of each member, and shall deliver the dated certified copy thereof to the Secretary for insertion in the corporate minute book, as changes are made. As soon as practicable following the beginning of each fiscal year, the vice President shall provide a copy of the then current Membership Roster to each member.

Section 3.12. Transfers. No member may transfer membership or any rights arising therefrom. Yet, notwithstanding Bylaw Article 3.10 as amended, should any member terminate his or her membership and simultaneously there is a request for substitution of the terminating member with another individual from the same firm or business organization of the terminating member, and if such termination and acceptance of new membership is acceptable to the Board of Directors, and if the new member accepts any obligations of the terminating member, then in that event, the new

member shall be given full credit for membership dues previously paid by the terminating member for the current fiscal year or if such membership dues have not been paid in full by the terminating member, the terminating member will be excused from such liability if the new member agrees to assume such liability and such new member shall then not be required to pay the full and separate membership dues or prorated dues for the current fiscal year that otherwise would be due under Bylaw Article 3.09, as amended.

Section 3.13. Certificates. There shall be no membership certificates. Membership shall be solely evidenced by inclusion in the then Current Membership Roster.

Section 3.14. Regular Meeting. The members shall regularly meet at noon on the second Friday of each month from September through May. The Board of Directors may change a regular meeting date for convenience of the members (e.g. if the scheduled meeting falls on a holiday) or to replace a regular meeting with a special meeting (e.g. evening meeting or special event).

Section 3.15. Annual Meeting. The membership shall receive the official reports of the officers, conduct such other business as may properly come before the meeting, and elect members of the Board of Directors, during the first regular meeting of each fiscal year.

Section 3.16. Location of Meeting. Meetings will be held in the Fox Valley at such places as designated by the Board of Directors from time to time.

Section 3.17. Notice of Meetings. The notice shall state the place, day, and hour of the meeting, and any known business to be voted upon, and the program speaker and topic, and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

Section 3.18. Notice of Meetings; Waiver of Notice. Notice of each Members' meeting, except meetings pursuant to Section 3.15 of these bylaws, shall be delivered to each Member at his or her business address or at such other address as the Member shall have designated in writing and

listed on the then current Membership Roster. Notice may be given orally, communicated in person, by telephone, telegraph, teletype, facsimile, email, or other form of wire or wireless communication, private carrier, or in any other manner provided by ch. 181. Notice shall be given not less than 48 hours before the meeting being noticed, or 72 hours before the meeting being noticed if the notice is given by mail or private carrier. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Oral notice is effective when communicated. A Member may waive notice required under this section or by law at any time, whether before or after the time of the meeting. The waiver must be in writing, signed by the Member, and retained in the corporate record book. The Member's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the Member at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special Members' meeting need be specified in the notice or waiver of notice of the meeting. Members are expected to inform the Vice President in advance of each meeting whether or not the member will be attending, and if attending, whether or not he or she will be eating at the meeting, as well as similar information for any guests.

Section 3.19. Quorum and Procedure. All members who are present at any duly called meeting shall constitute a quorum for the transaction of business, regardless of the number thereof. Meetings shall be conducted so that the sense of the members may be determined, and so that any member present may have a reasonable opportunity to be heard, but strict adherence to parliamentary rules is not required. Voting by proxy shall not be permitted.

Section 3.20. Continuing Education Credits. The President or other delegate shall apply for continuing legal education (CLE) credits, if required, and otherwise retain on file the required documentation, (or presentations that appear to meet the requirements of the appropriate professional organization, and shall notify members accordingly. Continuing education credits other than CLE credits are the responsibility of the individual members.

Section 3.21. Guests. Meetings are not open to the general public. Members are invited to bring guests who are interested in the educational topic of the day, however the presiding officer has the right to ask non-members to leave the room during business discussions.

Section 3.22 Limitations. The management of this Corporation is vested in the Board of Directors. The members shall only be entitled to vote upon the following matters: (A) amendment to Articles of Incorporation; (B) amendment to these Restated Bylaws; and (C) dissolution of the Corporation.

ARTICLE 4

Board of Directors

Section 4.01. General Powers. The Corporation's powers shall be exercised by or under the authority of, and its business and affairs shall be managed under the direction of, its Board of Directors, subject to any limitation set forth in the articles of incorporation.

Section 4.02. Number, Tenure, and Qualifications. The number of Directors of the Corporation shall consist of five (5) Ex-officio members: President, Vice President, Secretary/Treasurer, immediate past President, and second immediate past President.

Section 4.03 Annual Meetings. An annual meeting of the Board of Directors shall be held on the third Friday in June, or at such time or place as may be designated by the President or Secretary/Treasurer of the Corporation, 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 in any year during the months herein provided therefor, 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 as valid and effectual as if had or transacted at the annual meeting during the months herein provided.

Section 4.04. Regular Meetings. The Board of Directors may provide, by resolution, the time and place, for the holding of additional regular meetings, without other notice than such resolution.

Section 4.05. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary/Treasurer, or any two Directors. The person or persons authorized to call special Board of Directors' meetings may fix any place for holding any special Board meeting called by them.

Section 4.06. Meetings by Electronic Means of Communication. To the extent provided in these Bylaws, the Board of Directors, or any committee of the Board, may, in addition to conducting meetings in which each Director participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided (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. Before the commencement of any

business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 4.07. Notice of Meetings; Waiver of Notice. Notice of each Board of Directors' meeting, except meetings pursuant to Section 4.03 of these bylaws, shall be delivered to each Director at his or her business address or at such other address as the Director shall have designated in writing and filed with the Secretary/Treasurer. Notice may be given orally or communicated in person, by telephone, telegraph, teletype, facsimile, email, or other form of wire or wireless communication, private carrier, or in any other manner provided by ch. 181. Notice shall be given not less than 48 hours before the meeting being noticed, or 72 hours before the meeting being noticed if the notice is given by mail or private carrier. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Oral notice is effective when communicated. A Director may waive notice required under this section or by law at any time, whether before or after the time of the meeting. The waiver must be in writing, signed by the Director, and retained in the corporate record book. The Director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the Director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special Board of Directors' meeting need be specified in the notice or waiver of notice of the meeting.

Section 4.08. Quorum Requirement. Except as otherwise provided in the Articles of Incorporation or these Bylaws, a majority of the number of Directors as required in Section 4.02 of these Bylaws shall constitute a quorum for the transaction of business at any Board of Directors'

meeting, but a majority of the Directors present, though less than such quorum, may adjourn the meeting to another time without further notice. A majority of the number of Directors appointed to serve on a committee as authorized in Section 4.12 of these Bylaws shall constitute a quorum for the transaction of business at any committee meeting.

Section 4.09. Voting Requirement. The affirmative vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors or a committee of the Board of Directors. This provision shall not, however, apply to any action taken by the Board of Directors in the event the affirmative vote of a greater number of Directors is required by law, the Articles of Incorporation, or any other provision of these Bylaws.

Section 4.10. Conduct of Meetings. The President, or in the absence of the President, the Vice President, and in their absence, any Director chosen by the Directors present, shall call Board of Directors' meetings to order and shall act as Chairperson of the meeting. The Corporation's Secretary/Treasurer shall act as secretary of all Board of Directors' meetings, but in the Secretary/Treasurer's absence, the presiding Officer may appoint another person present to act as secretary of the meeting. The Chairperson of the meeting shall determine if minutes of the meeting are to be prepared, and if minutes are to be prepared, shall assign a person to do so.

Section 4.11. Election and Vacancies. Directors of the Corporation shall be elected by an affirmative vote of the majority of the members at the Members Annual Meeting. Any vacancy occurring on the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled until the next succeeding Annual Meeting by an affirmative vote of a majority of the Directors then in office, though less than a quorum of the Board of Directors.

Section 4.12. Committees. The corporation shall have such committees as the President may establish from time to time in order to further the purposes of the corporation. The President

shall appoint, from among the members, the Chair and members of each committee. The members of each committee shall serve until the end of the Corporation's fiscal year following their appointment, if the term is not specifically set forth by the President. All committees shall be deemed advisory and shall make recommendation to the Board of Directors.

Section 4.13. Action Without a Meeting. Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Board of Directors at a Board meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all of the Directors entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written consent shall be effective when the last Director signs the consent or upon such other effective date as is specified in the consent.

ARTICLE 5

Officers

Section 5.01. Number and Titles. The Corporation's Principal Officers shall be a President, one or more Vice-Presidents periodically determined by the Board of Directors, a Secretary/Treasurer, each of whom shall be elected by the Board of Directors. No member may hold more than one office at any time, except the Secretary and Treasurer. The presidency shall rotate each year among the membership categories of law, other, trust, insurance, and accounting, in that order, provided that the Board shall have the discretion to skip a membership category with fewer than ten (10) members.

Section 5.02. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors from among the active members of the Corporation at their Annual Meeting, or to the extent authorized in these bylaws, by another duly appointed Officer. Each Officer shall hold office for one (1) fiscal year of the Corporation, and until such officer's successor shall have been duly elected and qualified, or the officer's prior death, resignation, or removal as provided in these Bylaws. No officer, other than the Secretary/Treasurer, may serve for more than one consecutive term in that office.

Section 5.03. Additional Officers, Agents, etc. In addition to the Officers referred to in Section 5.01 of these Bylaws, the Corporation may have such other Officers, Assistants to Officers, Acting Officers, and Agents as the Board of Directors may deem necessary and may appoint. Each such person shall act under his or her appointment for such period, have such authority, and perform such duties as may be provided in these Bylaws, or as the Board may from time to time determine. The Board of Directors may delegate to any Officer the power to appoint any subordinate Officers, Assistants to Officers, Acting Officers, or Agents. In the absence of any Officer, or for any other reason the Board of Directors may deem sufficient, the Board may delegate, for such time as the Board may determine, any or all of an Officer's powers and duties to any other Officer or to any Director.

Section 5.04. Removal. The Board of Directors may remove any Officer or Agent, elected or appointed, whenever in its judgment the best interest of the Corporation will be served thereby, but the removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment shall not of itself create contract rights. An Officer may remove, with or without cause, any Officer or Assistant Officer who was appointed by that Officer.

Section 5.05. Resignations. Any Officer may resign at any time by giving written notice to the Corporation, the Board of Directors, the President, or the Secretary/Treasurer. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the Corporation accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 5.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or other reason shall be filled for the unexpired portion of the term of said office by the action of a majority of Directors then in office, although less than a quorum. .

Section 5.07. Powers, Authority, and Duties. Officers of the Corporation shall have the powers and authority conferred and the duties prescribed by the Board of Directors or the Officer who appointed them in addition to and to the extent not inconsistent with those specified in other sections of this Article 5.

Section 5.08. The President. The President shall be the Corporation's Chief Executive Officer and, subject to the Board of Directors' control, shall:

1. superintend and manage the Corporation's business;
2. be designated as the Chairperson of the Board of Directors, and shall preside at all Directors meetings at which he or she is present;
3. coordinate and supervise the work of its other Officers;
4. employ agents, professional advisors, and consultants;
5. perform all functions of a general manager of the Corporation's business;
6. have authority to sign, execute, and deliver in the Corporation's name all instruments either when specifically authorized by the Board of Directors or when required or deemed

necessary or advisable by the president in the ordinary conduct of the Corporation's normal business, except in cases where the signing and execution of the instruments shall be expressly delegated by these Bylaws or by the Board to some other Officer(s) or Agent(s) of the Corporation or shall be required by law or otherwise to be signed or executed by some other Officer or Agent; and

7. in general, perform all duties incident to the Office of the President and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 5.09. The Vice-Presidents. In the President's absence, or in the event of his or her death or inability or refusal to act, or if for any reason it shall be impractical for the President to act personally, the Vice-President (or if there is more than one vice-president, the Vice-Presidents in the order designated by the Board of Directors, or in the absence of any designation, in the order of their appointment) 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. Each Vice-President shall perform such other 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. The execution of any instrument of the Corporation by any Vice-President shall be conclusive evidence, as to third parties, of his or her authority to act in the President's place.

Section 5.10. The Secretary/Treasurer. The Treasurer shall have the custody of all funds and property of the Corporation. The Treasurer shall deposit all funds, in the name of the Corporation, in an account with a bank affiliated with a member Trust Department, from which the Treasurer shall pay all obligations of the Corporation. All withdrawals of such funds shall be on checks signed by the Treasurer or other officer. The Treasurer shall prepare and submit a statement of the financial condition of the Corporation to the Board of Directors at its annual meeting. The

Treasurer shall perform the duties of the President in the absence of both the President and Vice President. The Treasurer shall have such other duties, responsibilities and powers as may be described in these Bylaws or by the Board of Directors. The Treasurer shall be the Secretary of the Corporation and shall keep written minutes of all business meetings of the members, and all Board meetings, and shall have custody of the Articles of Incorporation, Bylaws and corporate minute book.

Section 5.11. Compensation. No officer shall receive compensation for services, but each officer shall be entitled to reimbursement for reasonable expenses incurred on behalf of the Corporation.

ARTICLE 6

Contracts, Loans, Checks, Deposits and Audits

Section 6.01. Contracts. The Board of Directors may authorize any Officer or Officers, or Agent or Agents, to enter into any contract or execute or deliver any instrument in the Corporation's name and on its behalf. The authorization may be general or confined to specific instruments. When an instrument is so executed, no other party to the instrument or any third party shall be required to make any inquiry into the authority of the signing Officer or Officers, or Agent or Agents.

Section 6.02. Loans. No indebtedness for borrowed money shall be contracted on the Corporation's behalf and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. The authorization may be general or confined to specific instances.

Section 6.03. Checks, Drafts, Notes, etc. All checks, drafts, or other orders for the payment of money, or notes or other evidences of indebtedness issued in the Corporation's name, shall be co-signed by the President and Treasurer, except as otherwise determined by or under the authority of a resolution of the Board of Directors.

Section 6.04. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the Corporation's credit in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

Section 6.05. Corporate Audit. The corporate financial records and books of account shall be audited by a certified public accountant not less than every second year, or whenever a new Treasurer takes office, or as otherwise requested by the Board of Directors.

ARTICLE 7

Indemnification

The Corporation shall, to the fullest extent authorized by section 181.0872 of the Wisconsin Statutes or the corresponding provision of any future Wisconsin nonstock corporation law, indemnify any Director or Officer of the Corporation against reasonable expenses and against liability incurred by a Director or Officer in a proceeding in which he or she was a party because he or she was a Director or Officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Director or Officer may otherwise be entitled. The Corporation may, to the fullest extent authorized by ch. 181, indemnify, reimburse, or advance expenses of Directors or Officers. Further, indemnification or reimbursement shall not be granted to a Director, Officer, or another who has been found liable for willful misconduct in the performance of corporate duties. The

Board of Directors may authorize the Corporation to purchase such insurance as the Board deems necessary or appropriate to insure its Directors, Officers and employees against liability of any kind.

ARTICLE 8

Amendments

The Board of Directors may alter, amend or repeal these Bylaws or adopt new Bylaws at any Annual, Regular or Special Meeting of the Board of Directors. These Bylaws shall be reviewed by a select committee of the Board of Directors not less than every three (3) years for the purpose of suggesting any amendments which may be necessary or appropriate.

ARTICLE 9

Seal

The Corporation shall not have a corporate seal, and all formal corporate documents shall carry the designation No Seal along with the signature of the Corporation's Officer or Officers.

ARTICLE 10

Fiscal year

The fiscal year of the Corporation shall begin on the 1st day of September and end on the 31st day of August of each year.

ARTICLE 11

Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race,

religion, national origin, and sexual orientation. It is the policy of the Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.