

AMENDED  
BYLAWS  
OF  
MARATHON COUNTY AOD  
PARTNERSHIP COUNCIL, INC.

## TABLE OF CONTENTS

	Page
BYLAW I. IDENTIFICATION.....	1
Section 1.1 Name.....	1
Section 1.2 Principal Office.....	1
Section 1.3 Registered Agent And Office.....	1
BYLAW II. MEMBERS.....	1
Section 2.1 Membership .....	1
Section 2.2 Qualification For Membership.....	1
Section 2.3 Annual Meeting .....	2
Section 2.4 Special Meetings.....	2
Section 2.5 Place Of Meeting .....	2
Section 2.6 Notice Of Meeting .....	2
Section 2.7 Quorum .....	3
Section 2.8 Conduct Of Meetings.....	3
Section 2.9 Voting .....	3
Section 2.10 Waiver Of Notice Of Members.....	3
Section 2.11 Action By Written Consent.....	3
BYLAW III. STATEMENT OF PURPOSE .....	4
BYLAW IV. BOARD OF DIRECTORS .....	4
Section 4.1 General Powers And Number .....	4
Section 4.2 Titles And Responsibilities.....	4
Section 4.3 Terms Of Service .....	6
Section 4.4 Nomination Of Directors .....	6
Section 4.5 Qualification For Office.....	6
Section 4.6 Removal From Office .....	6
Section 4.7 Resignation Of Office.....	7
Section 4.8 Annual Meeting .....	7
Section 4.9 Regular Meetings .....	7
Section 4.10 Special Meetings.....	8
Section 4.11 Waiver Of Notice Of Meeting .....	8
Section 4.12 Quorum .....	8
Section 4.13 Manner Of Acting.....	8
Section 4.14 Conduct Of Meetings.....	8
Section 4.15 Vacancies .....	9
Section 4.16 Compensation .....	9
Section 4.17 Presumption Of Assent .....	9

Section 4.18	Action Without Meeting .....	9
Section 4.19	Committees .....	9
BYLAW V. OFFICERS .....		10
Section 5.1	General Powers And Number .....	10
Section 5.2	Election And Term Of Office .....	11
Section 5.3	Removal From Office .....	11
Section 5.4	Resignation Of Office .....	11
Section 5.5	Vacancies .....	11
Section 5.6	Compensation .....	12
BYLAW VI. CONFLICTS OF INTEREST .....		12
Section 6.1	Conflict Defined.....	12
Section 6.2	Disclosure Required.....	12
Section 6.3	Abstinance From Vote .....	12
Section 6.4	Absence From Discussion.....	12
Section 6.5	Minutes .....	12
Section 6.6	Annual Review.....	12
BYLAW VII. LIABILITY AND INDEMNIFICATION .....		13
Section 7.1	Mandatory Indemnification .....	13
Section 7.2	Right To Indemnification; How Determined .....	14
Section 7.3	Termination Of An Action Is Nonconclusive.....	16
Section 7.4	Advance Payment .....	16
Section 7.5	Partial Indemnification; Interest .....	16
Section 7.6	Limitation Of Derivative Actions And Release Of Derivative Claims 16	
Section 7.7	Nonexclusivity Of Bylaw VI .....	17
Section 7.8	Insurance .....	17
Section 7.9	Witness Expenses.....	18
Section 7.10	Contribution .....	18
Section 7.11	Bond .....	18
Section 7.12	Severability .....	19
Section 7.13	Amendment.....	19
BYLAW VIII. FEES, CONTRACTS, LOANS, CHECKS, AND DEPOSITS .....		19
Section 8.1	Annual Fees .....	19
Section 8.2	Contracts .....	19
Section 8.3	Loans.....	19
Section 8.4	Checks, Drafts, Etc .....	20
Section 8.5	Deposits.....	20
BYLAW IX. TAX EXEMPTION AND DISSOLUTION .....		20
Section 9.1	Tax Exemption Considerations.....	20
Section 9.2	Corporation Dissolution.....	20

BYLAW X. FISCAL YEAR .....	20
BYLAW XI. SEAL.....	20
BYLAW XII. NONDISCRIMINATION .....	21
BYLAW XIII. AMENDMENTS.....	21
Section 13.1 By Members.....	21
Section 13.2 By Directors .....	21
Section 13.3 Implied Amendments.....	21

A M E N D E D  
B Y L A W S  
O F  
M A R A T H O N C O U N T Y A O D  
P A R T N E R S H I P C O U N C I L , I N C .

BYLAW I. IDENTIFICATION

Section 1.1 Name. The name of this corporation is Marathon County AOD Partnership Council, Inc. (the “corporation”).

Section 1.2 Principal Office. The principal office of the corporation shall be located in the City of Wausau, County of Marathon, State of Wisconsin. The corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 1.3 Registered Agent And Office. The registered office of the corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the corporation, by the Board of Directors, or by the registered agent. The business office of the registered agent of the corporation shall be identical to such registered office.

BYLAW II. MEMBERS

Section 2.1 Membership. There shall be one class of members. All memberships shall be governed by these Bylaws and any membership rules established by the Board of Directors.

Section 2.2 Qualification For Membership. Membership in the corporation shall be limited to natural persons. Any individual who represents a business organization, governmental unit, or other organization, or any individual who has a personal interest in the purposes of the corporation shall be eligible for membership in the corporation. If an individual is eligible for membership in the corporation, such individual may deliver his or her written statement of interest, either personally or mailed or given by telegram or telephone or email to the Chair, Vice Chair, Secretary, or Treasurer at his or her business address or at such other address as such director shall have designated in writing filed with the Secretary, or to the corporation at the

registered office of the corporation. The delivery of such statement to the corporation shall constitute an expression of such individual's acceptance of the corporation's mission, goals, and these Bylaws. Such individual shall become a member of the corporation upon (a) the affirmative vote of two-thirds (2/3) or more of the Board of Directors, and (b) the payment by such individual of the annual fee, if any, as from time to time prescribed by the Board of Directors in accordance with the provisions of Section 7.1.

Section 2.3 Annual Meeting. The annual meeting of the members of the corporation shall be held in the month of December of each year, at such time and place as may be designated by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting; provided, however, that if not so designated, the annual meeting shall be held on the first Tuesday of December of each year, except when such day is a legal holiday in the State of Wisconsin, in which case the meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day herein designated for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

Section 2.4 Special Meetings. Special meetings of members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chair or the Board of Directors or by the person designated in the written request of not less one-third (1/3) of all the members entitled to vote at the meeting. No business shall be transacted at any special meetings, except as may be designated in the notice thereof. Only business within the purpose described in the special meeting notice shall be conducted at a special members' meeting.

Section 2.5 Place Of Meeting. The Board of Directors may designate any place, either within or without the State of Wisconsin, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of Wisconsin, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal business office of the corporation in the State of Wisconsin or such other suitable place in the county of such principal office as may be designated by the person calling such meeting, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the members represented at such meeting. A member may waive notice in an email correspondence electronically signed by the member.

Section 2.6 Notice Of Meeting. Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days (unless a longer period is required by law) nor more than thirty (30) days before the date of the meeting, either personally or mailed or given by telegram or telephone or email to each director at his or her business address or at such other address as such director shall have designated in writing filed with the Secretary, and to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be

delivered when deposited in the United States mail, addressed to the director or member at his or her address as it appears in the records of the corporation, with postage thereon prepaid. If notice is given by telegram or telephone or email, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company or when the telephone call or email is received.

Section 2.7 Quorum. Except as otherwise provided in the Articles of Incorporation, a majority of the members of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members unless the vote of a greater number is required by law or the Articles of Incorporation. Though less than a quorum of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2.8 Conduct Of Meetings. The Chair, and in the Chair's absence, the Vice Chair, and in the Vice Chair's absence, the Past Chair, and in the Past Chair's absence, any person chosen by the members present, shall call the meeting of the members to order and shall act as Chairman of the meeting. The Secretary of the corporation shall act as secretary of all meetings of the members, but, in the Secretary's absence, the Chair may appoint any other person to act as Secretary of the meeting. All meetings of the members shall be conducted in accordance with Robert's Rules of Order.

Section 2.9 Voting. Each member shall be entitled to one vote upon each matter submitted to a vote of the members.

Section 2.10 Waiver Of Notice Of Members. Whenever any notice is required to be given to any member of the corporation under these Bylaws, the Articles of Incorporation, or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the member entitled to such notice and delivered to the corporation for inclusion in the minutes or filing with the corporate records, shall be deemed equivalent to the giving of such notice, provided that such waiver in respect to any matter of which notice is required under any provision of the Wisconsin Nonstock Corporation Law, shall contain the same information as would have been required to be included in such notice except the time and place of meeting. The member may waive any notice in an email correspondence including the electronic signature of the member.

Section 2.11 Action By Written Consent. Any action required or permitted by these Bylaws, the Articles of Incorporation, or any provision of law to be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote on the matter. A member may consent to any action in an email correspondence including the electronic signature of the member.

### BYLAW III. STATEMENT OF PURPOSE

This corporation is organized and shall be operated for any and all lawful purposes authorized by Chapter 181 of the Wisconsin Statutes. The corporation is organized exclusively for charitable, educational, religious, scientific or literary purposes or for testing for public safety, fostering national or international sports competition, or the prevention of cruelty to children or animals within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. Charitable purposes shall include the making of distributions to organizations qualifying as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. In particular, the purposes for which the corporation is organized include but are not limited to the following: (a) to promote positive attitudes, behaviors, and norms within Marathon County; (b) to improve the quality of life and help people reach their full potential through collaboration of a variety of community members (including youth, parents, clergy, elders, and other citizens; and (c) to reduce the cost of destructive behaviors as related to business, government, and the community. In fulfillment of such purposes, the corporation may exercise any and all powers not incompatible with such purposes granted to a corporation under the Wisconsin Nonstock Corporation Law. The organization shall be organized and operated as a tax-exempt entity under federal and Wisconsin income, gift and estate tax laws.

### BYLAW IV. BOARD OF DIRECTORS

Section 4.1 General Powers And Number. The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have the power and authority to make any rule or regulation not inconsistent with the Articles of Incorporation, these Bylaws, or the statutes of the State of Wisconsin. The number of directors of the corporation shall be not more than fifteen (15) nor less than nine (9).

Section 4.2 Titles And Responsibilities. The members of the Board of Directors of the corporation shall include a Chair, a Vice Chair, a Past Chair, a Secretary, a Treasurer, and not more than ten (10) Members at Large.

(a) Chair. The Chair shall be the principal director of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation. The Chair shall, when present, preside at all meetings of the directors and all meetings of the members. The Chair shall have authority to sign, execute, and acknowledge, on behalf of the corporation, certificates evidencing membership in the corporation, contracts, or other 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; and, except as otherwise provided by law or the Board of Directors, the Chair may authorize the Vice Chair, the Past Chair, or any other director or agent of the corporation to sign, execute, and acknowledge such documents or instruments in the Chair's place and stead. The Chair shall, in general, perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.



(b) Vice Chair. In the absence of the Chair or in the event of the Chair's death, resignation, removal, disqualification, inability or refusal to act, or in the event for any reason it shall be impracticable for the Chair to act personally, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties and have such authority as from time to time may be delegated or assigned to the Vice Chair by the Chair or by the Board of Directors. The execution of any instrument of the corporation by any Vice Chair shall be conclusive evidence, as to third parties, of the Vice Chair's authority to act in the stead of the Chair.

(c) Past Chair. In the absence of the Chair and the Vice Chair or in the event of the Chair's and the Vice Chair's death, resignation, removal, disqualification, inability or refusal to act, or in the event for any reason it shall be impracticable for the Chair and the Vice Chair to act personally, the Past Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Past Chair shall perform such other duties and have such authority as from time to time may be delegated or assigned to the Past Chair by the Chair or by the Board of Directors. The execution of any instrument of the corporation by any Past Chair shall be conclusive evidence, as to third parties, of the Past Chair's authority to act in the stead of the Chair.

(d) Secretary. The Secretary shall: (a) keep the minutes of the meeting of the members and of the Board of Directors in one or more books or electronic media provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep or arrange for the keeping of a register of the post office address of each member which shall be furnished to the Secretary by such member; (e) sign, as Secretary, documents and instruments authorized by the Board of Directors; and (f) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to the Secretary by the Chair or by the Board of Directors.

(e) Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, financial institutions, trust companies or other depositories as shall be selected in accordance with the provisions of Bylaw VII; (c) make and file in the principal office of the corporation a statement and abstract of the assets and liabilities of the corporation, its financial transactions for the previous year, and its disbursements for each class of objects and purposes, along with the Treasurer's affidavit, on an annual basis within sixty (60) days after the close of the fiscal year; (d) timely file Internal Revenue Service Form 990, Return of Organization Exempt From Income Tax, on an annual basis; and (e) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to the Treasurer by the Chair or by the Board of Directors. If required by the Board of

Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

(f) Members at Large. Each Member at Large shall perform such duties and have such authority as from time to time may be delegated or assigned to the Member by the Chair or by the Board of Directors.

Section 4.3 Terms Of Service. The terms of service of the members of the Board of Directors shall be staggered to ensure the continuity of operations of the corporation. A member of the Board of Directors shall be elected for the following terms of service, based upon the position for which a member is elected:

(a) The Chair shall be elected for a three-year term, the first year of which the member has the title and responsibilities of Vice Chair, the second year of which the member has the title and responsibilities of Chair, and the third year of which the member has the title and responsibilities of Past Chair.

(b) The Secretary shall be elected for a two-year term, which term shall be staggered with the term of the Treasurer.

(c) The Treasurer shall be elected for a two-year term, which term shall be staggered with the term of the Secretary.

(d) Each Member at Large shall be elected for a two-year term.

Members of the Board of Directors may be re-elected to serve an unlimited number of consecutive terms of service.

Section 4.4 Nomination Of Directors. At the annual meeting of the Board of Directors, the members of the corporation shall meet for the purpose of electing successors to the members of the Board of Directors whose terms are then to expire, and for the purpose of electing new directors. Nominations for directors shall be made by the Nominating Committee. Nominations may also be made by any member of the Board of Directors who is present, in person.

Section 4.5 Qualification For Office. Each director shall be an individual who represents a business organization, governmental unit, or other organization that is a member of the corporation, or an individual who is an individual member of the corporation because of the individual's personal interest in the purposes of the corporation. Directors need not be residents of the State of Wisconsin.

Section 4.6 Removal From Office. A director may be removed from office by affirmative vote of a majority of the members entitled to vote for the election of such director, such vote to be taken at a special meeting of the members called for that purpose.

Section 4.7 Resignation Of Office. A director may resign at any time by delivering his or her written resignation, either personally or mailed or given by telegram or telephone or email to the Chair, Vice Chair, Secretary, or Treasurer at his or her business address or at such other address as such director shall have designated in writing filed with the Secretary, or to the corporation at the registered office of the corporation. If mailed, such resignation shall be effective when deposited in the United States mail, addressed to the director at his or her address as it appears in the records of the corporation, with postage thereon prepaid. If the resignation is given by telegram or telephone or email, such resignation shall be deemed to be delivered when the telegram is delivered to the telegraph company or when the telephone call or email is received.

Section 4.8 Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of November of each year, at such time and place as may be designated by the Chair of the Board of Directors, for the purpose of considering the accomplishments of the past year and developing a vision for the ensuing year, and for the transaction of such other business as may come before the meeting; provided, however, that if not so designated, the annual meeting shall be held on the third Tuesday of November of each year, except when such day is a legal holiday in the State of Wisconsin, in which case the meeting shall be held on the next succeeding business day. Written notice stating the place, day, and hour of the meeting shall be delivered not less than ten (10) days (unless a longer period is required by law) nor more than thirty (30) days before the date of the meeting, either personally or mailed or given by telegram or telephone or email to each director at his or her business address or at such other address as such director shall have designated in writing filed with the Secretary. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to the director at his or her address as it appears in the records of the corporation, with postage thereon prepaid. If notice is given by telegram or telephone or email, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company or when the telephone call or email is received.

Section 4.9 Regular Meetings. Regular meetings of the Board of Directors shall be called by the Chair at least five (5) times per year. The Chair may fix any place, either within or without the State of Wisconsin, as the place for holding any regular meeting of the Board of Directors, and, if no other place is fixed, the place of meeting shall be the principal business office of the corporation as stated in Section 1.2. Written notice stating the place, day, and hour of the meeting shall be delivered not less than two (2) days (unless a longer period is required by law) nor more than twenty (20) days before the date of the meeting, either personally or mailed or given by telegram or telephone or email to each director at his or her business address or at such other address as such director shall have designated in writing filed with the Secretary. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to the director at his or her address as it appears in the records of the corporation, with postage thereon prepaid. If notice is given by telegram or telephone or email, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company or when the telephone call or email is received.

Section 4.10 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair, Secretary, or a majority of the members of the Board of Directors. The Chair or Secretary calling any special meeting of the Board of Directors may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them, and, if no other place is fixed, the place of meeting shall be the principal business office of the corporation as stated in Section 1.2. Written notice stating the place, day, and hour of the meeting shall be delivered not less than two (2) days (unless a longer period is required by law) nor more than twenty (20) days before the date of the meeting, either personally or mailed or given by telegram or telephone or email to each director at his or her business address or at such other address as such director shall have designated in writing filed with the Secretary. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to the director at his or her address as it appears in the records of the corporation, with postage thereon prepaid. If notice is given by telegram or telephone or email, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company or when the telephone call or email is received.

Section 4.11 Waiver Of Notice Of Meeting. Whenever any notice whatever is required to be given to any director of the corporation under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing signed at any time, whether before or after the time of meeting, by the director entitled to such notice and filed with the minutes or the corporate records, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects at such meeting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular, or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. A director may waive notice of a meeting in an email correspondence including the director's electronic signature.

Section 4.12 Quorum. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, a majority of the number of directors set forth in Section 4.1, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 4.13 Manner Of Acting. If a quorum is present, the affirmative vote of the majority of the directors present at the meeting shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by the Articles of Incorporation or these Bylaws.

Section 4.14 Conduct Of Meetings. The Chair, and in his or her absence, any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as Chairman of the meeting. The Secretary of the corporation shall act as Secretary of all

meetings of the Board of Directors, but in the absence of the Secretary, the Chair may appoint any director or other person present to act as Secretary of the meeting. All meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order.

Section 4.15 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 the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors; provided that, in case of a vacancy created by the removal of a director by a vote of the members, the members shall have the right to fill such vacancy at the same meeting or any adjournment thereof by an affirmative vote of the majority of the members represented at the meeting and entitled to vote.

Section 4.16 Compensation. The Board of Directors shall serve without compensation for their services as directors; however, by resolution of the Board of Directors, directors may receive a fixed sum and the expenses of attendance at any meeting. A director may seek reimbursement for such expenses by submission of records detailing such expenses to the Chair or Treasurer. Notwithstanding the foregoing, a director may serve the corporation in some capacity other than as a member of the Board of Directors and may receive compensation for such other service.

Section 4.17 Presumption Of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof of which he/she is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 4.18 Action Without Meeting. Any action required or permitted by the Articles of Incorporation or these Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors then in office. A director may consent in an email correspondence including the electronic signature of the director.

Section 4.19 Committees. The Board of Directors of the corporation shall create an Executive Committee, an Audit Committee, a Nominating Committee, and such other committees as the Board of Directors deems necessary.

(a) Executive Committee. The Chair of the Board of Directors shall be the Chair of the Executive Committee, and such committee shall consist of the Chair, the Vice Chair, the Past Chair, the Secretary, and the Treasurer of the corporation. The Executive Committee shall be responsible for administering the policies of the corporation during periods of time during which it is not convenient to call a meeting of the Board of Directors. The Executive Committee shall have the power and authority to act in all matters on behalf of the Board of

Directors consistent with the policies adopted by the Board of Directors and with the provisions of the Articles of Incorporation and these Bylaws. Any actions by the Executive Committee must be reported to and ratified by the Board of Directors at the next meeting of the Board of Directors. The Secretary shall provide minutes of the meetings of the Executive Committee to the Board of Directors at the next meeting of the Board of Directors, and the Board of Directors shall receive and approve such minutes and enter such minutes into the permanent record of the Board of Directors immediately following the next meeting of the Board of Directors.

(b) Audit Committee. The Chair of the Board of Directors shall appoint three (3) members of the corporation, who are not members of the Board of Directors, to the Audit Committee at the end of each fiscal year to serve for the ensuing year. The Audit Committee shall report its findings to the Board of Directors of the corporation at the annual meeting in December of each year.

(c) Nominating Committee. The Past Chair shall serve as the Chair of the Nominating Committee, and the Chair of the Board of Directors shall appoint two (2) other members of the Board of Directors to serve on the Nominating Committee. The Nominating Committee shall identify members of the corporation, who are not members of the Board of Directors, as candidates to be members of the Board of Directors for the ensuing term of service. The Nominating Committee shall present such candidates to the members for election at the annual meeting in December of each year.

(d) Other Committees. The Board of Directors may appoint members of the Board of Directors or members of the corporation as members of one or more other committees as the needs of the corporation may require. Such committees may include but are not limited to standing committees, special committees, ad hoc committees, and Short-Term Action Teams (STATs). The purposes of such committees include but are not limited to conducting investigations, studies, and inquiries, making recommendations, and carrying out such activities as the Board of Directors may delegate to such committees. The designation of a committee and the delegation of authority to it does not relieve the Board of Directors or any director of any responsibility imposed upon the Board of Directors or director by law. No action by a committee shall be binding upon the corporation until such action has been approved or ratified by the Board of Directors.

## BYLAW V. OFFICERS

Section 5.1 General Powers And Number. The Board of Directors may elect or appoint such other officers as may be deemed necessary. The Board of Directors also shall have the power to appoint any person to act as assistant to any officer, or as agent for the corporation in his or her stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all the 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. Each officer, assistant officer, acting officer, or other agent shall perform such duties and have

such authority as from time to time may be delegated or assigned to him or her by the Chair or by the Board of Directors.

Section 5.2 Election And Term Of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at their annual meeting. If the election of officers shall not be held at such meeting, such election shall be held at a special meeting of the Board of Directors to be scheduled as soon thereafter as may be convenient. Each officer shall hold office until such officer's successor shall have been duly elected or until such officer's death, resignation, or removal.

Section 5.3 Removal From Office. Any officer or agent may be removed from office for cause by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors. As used in these Bylaws, "for cause" means an officer's willful failure to perform the officer's duties; the officer's willful engagement in dishonesty, illegal conduct, or gross misconduct, which is materially injurious to the corporation; the officer's embezzlement, misappropriation, or fraud, whether or not related to the officer's service to the corporation; the officer's conviction of or plea of guilty or nolo contendere to a crime that constitutes a felony (or state law equivalent) or a crime that constitutes a misdemeanor involving moral turpitude, if such felony or other crime is related to the officer's service to the corporation, materially impairs the officer's ability to perform the officer's duties for the corporation, or results in material harm to the corporation; the officer's willful failure to comply with any valid and legal directive of the Board of Directors or any member of the Board of Directors of the corporation; the officer's violation of a material policy of the corporation; any material failure by the officer to comply with the corporation's written policies or rules, as they may be in effect from time to time, if such failure causes material harm to the corporation; or the officer's material breach of any material obligation under these Bylaws or any written agreement between the officer and the corporation. For purposes of these Bylaws, no act or failure to act shall be considered "willful" unless it is done, or omitted to be done, by the officer in bad faith or without reasonable belief that the action or omission was in the best interests of the corporation.

Section 5.4 Resignation Of Office. Any officer may resign at any time by delivering his or her written resignation, either personally or mailed or given by telegram or telephone or email to the Chair, Vice Chair, Secretary, or Treasurer at his or her business address or at such other address as such director shall have designated in writing filed with the Secretary, or to the corporation at the registered office of the corporation. If mailed, such resignation shall be effective when deposited in the United States mail, addressed to the director at his or her address as it appears in the records of the corporation, with postage thereon prepaid. If the resignation is given by telegram or telephone or email, such resignation shall be deemed to be delivered when the telegram is delivered to the telegraph company or when the telephone call or email is received. Any such resignation shall take effect at the time the notice of resignation is delivered, unless the notice specifies a later effective date.

Section 5.5 Vacancies. A vacancy in any office, as created under Section 5.1, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of

Directors for the unexpired portion of the term. An officer elected to fill any vacancy in any office pursuant to this Section 5.5 shall be elected for the unexpired term of his or her predecessor in office and until the election of his or her successor.

Section 5.6 Compensation. All officers of the corporation shall serve without compensation for their services as officers; however, by resolution of the Board of Directors, officers may be reimbursed for the actual expenses incurred in connection with performing services as an officer. An officer may seek reimbursement for such expenses by submission of records detailing such expenses to the Chair or Treasurer. Notwithstanding the foregoing, an officer may serve the corporation in some capacity other than as an officer and may receive compensation for such other service.

## BYLAW VI. CONFLICTS OF INTEREST

Section 6.1 Conflict Defined. A conflict of interest may exist when the interests or activities of any director, officer, or employee may be seen as competing with the interests or activities of the corporation, or the director, officer, or employee derives a financial or other material gain as a result of a direct or indirect relationship.

Section 6.2 Disclosure Required. Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned, if that person is a director or the Chair of the corporation, or to the Chair, or to such person or persons as he or she may designate, if the person is an employee.

Section 6.3 Abstinance From Vote. When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided, however, any director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors.

Section 6.4 Absence From Discussion. Unless requested to remain present during the meeting, the person having a conflict shall retire from the room in which the Board of Directors is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board of Directors with any and all relevant information.

Section 6.5 Minutes. The minutes of the meeting of the Board of Directors shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person concerning whose situation the doubt has arisen.

Section 6.6 Annual Review. A copy of this Bylaw VI shall be furnished to each director, officer, and senior employee who is presently serving the corporation, or who may hereafter become associated with the corporation. This policy shall be reviewed annually for the



information and guidance of directors, officers, and employees. Any new directors, officers, or employees shall be advised of this policy upon undertaking the duties of such office.

## BYLAW VII. LIABILITY AND INDEMNIFICATION

### Section 7.1 Mandatory Indemnification.

(a) Subject to the conditions and limitations of this Bylaw VI and the corporation's Articles of Incorporation, the corporation shall, to the fullest extent permitted by the Wisconsin Nonstock Corporation Law as it may then be in effect, indemnify and hold harmless each person (and the heirs and legal representatives of such person) who is or was a director or officer of the corporation, or of any other corporation or other enterprise which has served in any capacity at the request of the corporation (the "executive"), against any and all liability and expense actually and reasonably incurred by him or her in connection with the result from any claim, action, arbitration, suit or proceeding (whether brought by or in the right of the corporation or such other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, or in connection with an appeal relating thereto, including, without limitation, actions brought under and/or predicated upon the Securities Act of 1933, as amended, and/or the Securities Exchange Act of 1934, as amended, and/or the Investment Company Act of 1940, as amended, and/or their respective state counterparts and/or any rule or regulation promulgated thereunder, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been such executive, or by reason of any past or future action or omission or alleged action or omission (including those antedating the adoption of this Bylaw VI) by him or her in such capacity, whether or not he or she continues to be such at the time such liability or expense is incurred, either:

(1) To the extent he or she is successful on the merits or otherwise in the defense of a proceeding, or

(2) To the extent he or she is not successful on the merits or otherwise in the defense of a proceeding, unless it is determined pursuant to Section 6.2 that liability was incurred because the executive breached or failed to perform a duty he or she owed to the corporation and the breach or failure to perform constituted:

(A) A willful failure to deal fairly with the corporation or its members in connection with a matter in which the executive had a material conflict of interest;

(B) A violation of criminal law, unless the executive had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful;

(C) A transaction from which the executive derived an improper personal profit; or

(D) Willful misconduct.

(b) In the event the executive is or was serving as an executive, trustee, fiduciary, administrator, employee, or agent of an employee benefit plan sponsored by or otherwise associated with the corporation and incurs expenses or amounts in settlement, judgments, fines, penalties, or other amounts, including, without limitation, any excise tax or penalty assessed with respect to the employee benefit plan by reason of an action having been brought, or having been threatened, against such executive because of his or her status as an executive, trustee, fiduciary, administrator, employee, or agent of such plan, or by reason of his or her performing duties in any such capacities, the corporation shall indemnify and hold harmless the executive against any and all of such reasonable amounts subject to the provisions of Section 6.2(a).

(c) The corporation may agree to indemnify and allow reasonable expenses for an employee or agent of the corporation who is not an executive by general or specific action of the Board of Directors, or by contract or agreement.

#### Section 7.2 Right To Indemnification; How Determined.

(a) An executive's indemnification under this Section 7.2 shall be determined pursuant to one of the following means (the "Authority") as may be selected by the executive seeking such indemnification:

(1) By a majority vote of a quorum of the Board of Directors consisting of directors not at the time parties to the same or related proceedings. If a quorum of disinterested directors cannot be obtained, by a majority vote of a committee duly appointed by the Board of Directors and consisting of two or more directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of the members of the committee.

(2) By independent legal counsel selected by a quorum of the Board of Directors or its committee in the manner prescribed in part (1) above or, if unable to obtain such quorum or committee, by majority vote of the full Board of Directors, including directors who are parties to the same or related proceedings.

(3) By a panel of three arbitrators consisting of one arbitrator selected by those directors entitled under part (2) above to select independent legal counsel, one arbitrator selected by the executive seeking indemnification, and one arbitrator selected by the two arbitrators previously selected.

(4) By an affirmative vote of the members of the corporation as set forth in Section 2.9; provided, however, membership rights owned by, or voted under the control of, persons who are at the time parties to the same or related proceedings, whether as plaintiffs or defendants or in any other capacity, may not be voted in making the determination.

(5) By a court pursuant to the Wisconsin Nonstock Corporation Law as it may then be in effect.

(6) By any other method provided for by the Articles of Incorporation of the corporation, contract, or agreement.

In any such determination there shall exist a rebuttable presumption that the executive has met such standard(s) of conduct and is therefore entitled to indemnification pursuant to this Section 7.2. The burden of rebutting such presumption by clear and convincing evidence shall be on the corporation.

The Authority shall make a determination within sixty (60) days of being selected and shall simultaneously submit a written opinion of its conclusions to both the corporation and the executive and, if the Authority determines that the executive is entitled to be indemnified for any amounts pursuant to this Section 7.2, the corporation shall pay such amounts (net of all amounts, if any, previously advanced to the executive pursuant to Section 7.4), including interest thereon as provided in Section 7.5(c), to the executive (or to such other person or entity as he or she may designate in writing to the corporation) within ten (10) days of receipt of such opinion.

(b) Any executive may, either before or within two (2) years after a determination, if any, has been made by the Authority, petition the appropriate circuit court of the State of Wisconsin or any other court of competent jurisdiction to determine whether the executive is entitled to indemnification under this Bylaw VII, and such court shall have the exclusive authority to make such determination unless and until such court dismisses or otherwise terminates such proceeding without having made such determination.

The court shall, as petitioned, make an independent determination of whether the executive is entitled to indemnification as provided under this Bylaw VII, irrespective of any prior determination made by the Authority; provided, however, that there shall exist a rebuttable presumption that the executive has met the applicable standard(s) of conduct and is therefore entitled to indemnification pursuant to this Bylaw VII. The burden of rebutting such presumption by clear and convincing evidence shall be on the corporation.

If the court determines that the executive is entitled to be indemnified for any amounts pursuant to this Bylaw VII, unless otherwise ordered by such court, the corporation shall pay such amounts (net of all amounts, if any, previously advanced to the executive pursuant to Section 7.4), including interest thereon as provided in Section 7.5(c), to the executive (or to such other person or entity as the executive may designate in writing to the corporation) within ten (10) days of the rendering of such determination.

An executive shall pay all expenses incurred by the executive in connection with the judicial determination provided in this Section 7.2(b), and any subsequent appeal thereof, unless it shall ultimately be determined by the court that he or she is entitled to be indemnified, in whole or in part, by the corporation as authorized in this Bylaw VII.

(c) Except as otherwise set forth in this Section 7.2, the expenses associated with the indemnification process set forth in this Section 7.2, including, without limitation, the expenses of the Authority selected hereunder, shall be paid by the corporation.

Section 7.3 Termination Of An Action Is Nonconclusive. The termination of any action, no matter by whom brought, including, without limitation, Securities Law Actions, by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the executive has not met the applicable standard(s) of conduct set forth in Section 7.1.

Section 7.4 Advance Payment.

(a) Upon written request, the corporation shall advance expenses to, or where appropriate, at its expense, undertake the defense of, every such person prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he or she is entitled to indemnification under this Bylaw VII together with a written affirmation of his or her good faith and belief that he or she has not breached or failed to perform his or her duties to the corporation.

(b) In the event the corporation makes an advance of expenses to the executive pursuant to this Section 7.4, the corporation shall be subrogated to each and every right of recovery the executive may have against any insurance carrier from whom the corporation has purchased insurance for such purpose, if any.

Section 7.5 Partial Indemnification; Interest.

(a) If it is determined pursuant to this Bylaw VII that an executive is entitled to indemnification as to some claims, issues, or matters, but not as to other claims, issues, or matters, involved in any action, no matter by whom brought, including, without limitation, Securities Law Actions, the Authority (or the court) shall authorize the reasonable proration (and payment by the corporation) of such expenses and liabilities with respect to which indemnification is sought by the executive, among such claims, issues, or matters as the Authority (or the court) shall deem appropriate in light of all of the circumstances of such action.

(b) If it is determined pursuant to this Bylaw VII that certain amounts incurred by an executive, are for whatever reason, unreasonable in amount, the Authority (or the court) shall authorize indemnification to be paid by the corporation to the executive for only such amounts as the Authority (or the court) shall deem reasonable in light of all of the circumstances of such action.

(c) To the extent deemed appropriate by the Authority pursuant to this Bylaw VII, or by the court before which such action was brought, interest shall be paid by the corporation to an executive, at a reasonable interest rate, for amounts for which the corporation indemnifies the executive.

Section 7.6 Limitation Of Derivative Actions And Release Of Derivative Claims. No action shall be brought and no cause of action shall be asserted, including, without limitation, Securities Law Actions, by or in the right of the corporation, against the executive, his or her spouse, heirs, executors, or administrators after the expiration of two (2) years from the date the

executive ceases, for any reason whatsoever, to serve as an executive of the corporation and/or of an affiliate unless asserted by the filing of an appropriate action within such two-year period.

The provisions of any federal, state, or local law or statute providing in substance that releases shall not extend to claims, demands, injuries, or damages which are unknown or unsuspected to exist at the time to the person or entity executing such release are hereby expressly waived by the corporation and its members.

Section 7.7 Nonexclusivity Of Bylaw VII. The right to indemnification provided to an executive by this Bylaw VII shall not be deemed exclusive of any other rights to indemnification or the advancement of expenses to which he or she may be entitled under any charter provision, contract, agreement, resolution, vote of the members or disinterested directors of the corporation, or otherwise, including, without limitation, under Federal law or Wisconsin Nonstock Corporation Law as it may then be in effect, both as to acts in his or her official capacity as an executive or other employee or agent of the corporation or of an affiliate or as to acts in any other capacity while holding such office or position, and the terms and provisions of this Bylaw VII shall continue as to the executive if he or she ceases to be an executive or other employee or agent of the corporation or of an affiliate, and such terms and provisions shall inure to the benefit of the heirs, executors, and administrators of the executive.

Section 7.8 Insurance.

(a) The corporation may purchase and maintain insurance on behalf of an executive, agent, or employee against any liability asserted against him or her or incurred by or on behalf of him or her in such capacity as an executive or other employee or agent of the corporation or of an affiliate, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Bylaw VII or under Wisconsin Nonstock Corporation Law as it may then be in effect. The purchase and maintenance of such insurance shall not in any way limit or affect the rights and obligations of the corporation or the executive under this Bylaw VII and the execution and delivery of this Bylaw VII by the corporation and the executive shall not in any way limit or affect the rights and obligations of the corporation or of the other party or parties thereto under any such policy or agreement of insurance.

(b) If an executive shall receive payment from any insurance carrier or from the plaintiff in any action against the executive in respect of indemnified amounts after payments on account of all or part of such indemnified amounts have been made by the corporation pursuant to this Bylaw VII, the executive shall promptly reimburse the corporation for the amount, if any, by which the sum of such payment by such insurance carrier or such plaintiff and payments by the corporation to the executive exceeds such indemnified amounts; provided, however, that such portions, if any, of such insurance proceeds that are required to be reimbursed to the insurance carrier under the terms of its insurance policy, such as deductible or co insurance payments, shall not be deemed to be payments to the executive hereunder.

In addition, upon payment of indemnified amounts under this Bylaw VII, the corporation shall be subrogated to an executive's rights against any insurance carrier in respect of such indemnified amounts and the executive shall execute and deliver any and all instruments and/or documents and perform any and all other acts or deeds which the corporation deems necessary or advisable to secure such rights. The executive shall do nothing to prejudice such rights of recovery or subrogation.

Section 7.9 Witness Expenses. Upon the executive's written request, the corporation shall pay (in advance or otherwise) or reimburse any and all expenses reasonably incurred by him or her in connection with his or her appearance as a witness in any action at a time when he or she has not been formally named a defendant or respondent to such an action.

Section 7.10 Contribution.

(a) In the event the indemnity provided for in Section 7.1 is unavailable to the executive for any reason whatsoever, the corporation, in lieu of indemnifying the executive, shall contribute to the amount reasonably incurred by or on behalf of the executive, whether for judgments, fines, penalties, amounts incurred in settlement, and/or for expenses in connection with any action, no matter by whom brought, including without limitation, Securities Law Actions, in such proportion as is deemed fair and reasonable by the Authority pursuant to Section 7.2, or by the court before which such action was brought, taking into account all of the circumstances of such action, in order to reflect:

(1) The relative benefits received by the corporation and the executive as a result of the event(s) and/or transaction(s) giving cause to such action; and/or

(2) The relative fault of the corporation (and its other executives, employees, and/or agents) and the executive in connection with such event(s) and/or transaction(s).

(b) The executive shall not be entitled to contribution from the corporation under this Section 7.10 if it is determined by the Authority pursuant to Section 7.2, or by the court before which such action was brought, that the executive, in the performance of his or her duty to the corporation or otherwise, violated the provisions of Section 7.1.

(c) The corporation's payment of, and the executive's right to, contribution under this Section 7.10 shall be made and determined in accordance with Section 7.2 relating to the corporation's payment of, and the executive's right to, indemnification under this Bylaw VII.

Section 7.11 Bond. The Board of Directors may require all or any executive of the corporation to be bonded from time to time in such sum and with such sureties as may be satisfactory to the Board of Directors. Any such bond furnished by an executive shall be collectible by the corporation for cause, as defined in Section 5.3.

Section 7.12 Severability. In the event that any provision of this Bylaw VII shall be deemed invalid or inoperative, or in the event that a court of competent jurisdiction determines that any of the provisions of these Bylaws contravene public policy, this Bylaw VII shall be construed so that the remaining provisions shall not be affected, but shall remain in full force and effect, and any such provisions which are invalid or inoperative or which contravene public policy shall be deemed, without further action or deed on the part of any person, to be modified, amended, and/or limited, but only to the extent necessary to render the same valid and enforceable, and the corporation shall indemnify the executive as to reasonable expenses, judgments, fines, and amounts incurred in settlement with respect to any action, no matter by whom brought, including Securities Law Actions, to the full extent permitted by any applicable provision of this Bylaw VII that shall not have been invalidated and to the full extent otherwise permitted by the Wisconsin Nonstock Corporation Law as it may then be in effect.

Section 7.13 Amendment. This Bylaw VII may only be altered, amended, or repealed by the affirmative vote of two-thirds (2/3) or more of the members of the corporation so entitled to vote; provided, however, that member approval shall not be required if any such alteration or amendment:

(a) Is made in order to conform to any amendment or revision of the Wisconsin Nonstock Corporation Law which expands an executive's rights to indemnification thereunder or is otherwise beneficial to the executive, or

(b) In the sole judgment and discretion of the Board, does not materially adversely affect the rights and protections of the members of the corporation.

#### BYLAW VIII. FEES, CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 8.1 Annual Fees. The Board of Directors may prescribe an annual fee to be collected from each of the members of the corporation for the purpose of making payment for the administrative expenses of the corporation. Such annual fee shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 8.2 Contracts. The Board of Directors may authorize any director or directors, officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages, and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the Chair and by the Secretary or the Treasurer; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing director or directors.

Section 8.3 Loans. No indebtedness for borrowed money shall be contracted on behalf of the corporation 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. Such authorization may be general or confined to specific instances.

Section 8.4 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such director or directors, officer or officers, or agent or agents of the corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 8.5 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, financial institutions, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

#### BYLAW IX. TAX EXEMPTION AND DISSOLUTION

Section 9.1 Tax Exemption Considerations. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private individuals, 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 in Bylaw III and Article 3 of its Articles of Incorporation. No substantial part of the activities of the corporation shall consist of direct or indirect participation or intervention in political campaigns on behalf of, or in opposition to, any candidate for public office or carrying on propaganda or otherwise attempting to influence legislation. Notwithstanding any other provisions of these Bylaws, the corporation 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, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

Section 9.2 Corporation Dissolution. In the event of voluntary or involuntary dissolution or liquidation of the corporation, any remaining assets of the corporation shall be distributed to, or for the benefit of, such organization or organizations designated by the Board of Directors as are then qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to a state or local government for public purposes. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said court shall determine which are organized or operated exclusively for such purposes.

#### BYLAW X. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

#### BYLAW XI. SEAL

The corporation shall not have a corporate seal.



## BYLAW XII. NONDISCRIMINATION

The corporation shall not discriminate on the basis of race, color, and national and ethnic origin in administration of its purposes as set forth in Bylaw III and Article 3 of its Articles of Incorporation.

## BYLAW XIII. AMENDMENTS

Section 13.1 By Members. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the members by affirmative vote of not less than a majority of the members present or represented at any annual or special meeting of the members at which a quorum is in attendance.

Section 13.2 By Directors. These Bylaws may also be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors by affirmative vote of two-thirds (2/3) of the Board of Directors in good standing present in person or represented by proxy at any meeting at which a quorum is in attendance; but no Bylaws adopted by the members shall be amended or repealed by the Board of Directors if the Bylaw so adopted so provides.

Section 13.3 Implied Amendments. Any action taken or authorized by the members or by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by an affirmative vote of not less than the number of members or the number of directors required to alter, amend, or repeal the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily altered, amended, repealed, or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

CERTIFICATION

These Amended Bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on the 15th day of October, 2013.

By: \_\_\_\_\_  
As: Secretary