

Downtown Neighbors' Association
Minutes of the First Meeting of the Initial Directors
Named in the Articles of Incorporation
October 3, 2011



The meeting was called to order by Claude Krawczyk at 4:00p.m. at Claude's office located at 111 East Wisconsin Avenue, Suite 1400, Milwaukee.

In Attendance

Don Arenson, Stacie Callies, Claude Krawczyk and Nancy O'Keefe attended in person and Fred Tabak joined via teleconference. Kim Morris was excused.

Articles of Incorporation

Claude Krawczyk opened the meeting and gave a brief overview of the proposed Articles of Incorporation, which he drafted. Following a discussion of the association's boundaries and other issues, Don made a motion, which Nancy seconded, authorizing Claude to act as Incorporator and file the proposed Articles of Incorporation with the Wisconsin Department of Financial Institutions in the format attached hereto as Exhibit A. The motion carried unanimously.

By-laws

The draft by-laws were discussed next. Following a discussion of the size of the board, committee structure and other issues, Stacie made a motion, which Fred seconded, adopting the by-laws in the format attached hereto as Exhibit B. The motion carried unanimously.

Officers

Nancy made a motion, which Stacie seconded, to elect the following officers:

Claude Krawczyk – President
Don Arenson – Vice President
Stacie Callies – Treasurer
Nancy O'Keefe – Secretary

The motion carried unanimously.

Adjournment

Motion to adjourn was made at 5:20pm and was passed unanimously.

Next Meeting-Inaugural Members Meeting

The inaugural annual members' meeting was set for Tuesday, October 25, 2011 at 7pm at the Milwaukee Public Market. Board meetings will be held quarterly in January, April, July, and October on the fourth Tuesday of the month.

EXHIBIT A

ARTICLES OF INCORPORATION

DOWNTOWN NEIGHBORS ASSOCIATION OF MILWAUKEE, INC.

The undersigned, Claude J. Krawczyk, is an adult resident of the State of Wisconsin, is acting as incorporator under the Wisconsin Non-Stock Corporation Law, Chapter 181 of the Wisconsin Statutes, and hereby adopts the following Articles of Incorporation.

ARTICLE I—NAME

The name of the Corporation shall be Downtown Neighbors Association of Milwaukee, Inc.

**ARTICLE II—REGISTERED AGENT
AND OFFICE, PRINCIPAL OFFICE AND INCORPORATOR**

The name and address of the registered agent and registered office, the address of the principal office and the name and address of the incorporator of the Corporation are:

Claude J. Krawczyk
O’Neil, Cannon, Hollman, DeJong & Laing S.C.
111 East Wisconsin Avenue, Suite 1400
Milwaukee, Wisconsin 53202-4803

ARTICLE III—EXISTENCE

The period of existence of the Corporation shall be perpetual.

ARTICLE IV—PURPOSE

The Corporation is organized generally to engage in any lawful activity permitted under Chapter 181 of the Wisconsin Statutes, provided that such activities are conducted exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future Internal Revenue Law of the United States and the regulations promulgated thereunder (the “Code”). In particular, the Corporation is organized to promote pride and participation in our downtown Milwaukee community by residents and business owners alike, with the goal of maintaining the stability of the downtown business and residential communities and improving resident and business relations.

ARTICLE V—AREA OF ACTIVITY

The area of activity of the Corporation consists of the following three adjacent downtown districts in the City of Milwaukee, Wisconsin: (a) the area bounded by Lake Michigan on the east, the Milwaukee River on the west, I-794 on the south and Lyons Street/Franklin Place/Ogden Avenue on the north (“East Town”); (b) the area bounded by the Milwaukee River on the east, I-43 on the west, the Menomonee River on the south and McKinley Avenue/Highway 145 on the north (“Westown”); and (c)

the area bounded by Lake Michigan on the east, the Milwaukee River on the west and south and I-794 on the north ("Third Ward").

ARTICLE VI—MEMBERS

The Corporation shall have members of the number of classes and having such qualifications as provided in the by-laws of the Corporation.

ARTICLE VII—DIRECTORS

The number of initial directors of the Corporation shall be six (6), consisting of one resident and one business representative from each of the East Town, Westtown and Third Ward districts. Thereafter, the number and the manner of election of directors shall be as provided in the by-laws of the Corporation. The initial directors are:

Donald S. Arenson—East Town Resident
608 North Broadway
Milwaukee, Wisconsin 53202

Claude J. Krawczyk—Westtown Resident
730 North Plankinton Avenue, Unit # 9D
Milwaukee, Wisconsin 53203

Fred N. Tabak—Third Ward Resident
236 North Water Street, Unit # 2
Milwaukee, Wisconsin 53202

Kim Morris—East Town Business Representative
East-Town Association, Inc.
770 North Jefferson Street
Milwaukee, Wisconsin 53202

Stacie Callies—Westtown Business Representative
The Westtown Association of Milwaukee, Inc.
633 W. Wisconsin Ave. Suite 409
Milwaukee, Wisconsin 53203

Nancy O'Keefe—Third Ward Business Representative
Historic Third Ward Association, Inc.
219 North Milwaukee Street
Milwaukee, Wisconsin 53202

ARTICLE VIII—INUREMENT OF INCOME

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for goods or services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles IV and X herein.

ARTICLE IX—LEGISLATIVE OR POLITICAL ACTIVITIES

No substantial part of the activities of the Corporation shall include the distribution or dissemination of propaganda or any other attempt to influence state or federal legislation (except as expressly permitted under the Code). The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE X—DISTRIBUTIONS/OPERATIONAL LIMITATIONS

In addition to the purposes set forth in Article IV herein, the Corporation may also undertake charitable and educational endeavors, including raising funds and making donations to other domestic entities which engage in non-profit activities, as well as distributions under Section 181.1302(4) of the Wisconsin Statutes, as authorized by the Board of Directors. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities or make any payments which are not permitted: (a) by a corporation exempt from federal income tax under the Code; (b) by a corporation, contributions, to which are deductible under Section 170(c)(2) of the Code; or (c) by a corporation organized under Chapter 181, Wisconsin Statutes.

ARTICLE XI—DISSOLUTION

The Corporation may be dissolved only upon a vote of the Board of Directors. Upon the affirmative vote for dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes set forth in Article X herein, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed by the Milwaukee County Circuit Court, exclusively for the charitable, religious or educational purposes, to such qualified organization or organizations as the Court shall determine.

ARTICLE XII—AMENDMENT

These Articles may be amended in the manner authorized by law at the time of amendment.

Executed in duplicate this 3rd day of October, 2011.

Claude J. Krawczyk, Incorporator

THIS INSTRUMENT WAS DRAFTED BY
AND SHOULD BE RETURNED TO:

Claude J. Krawczyk
O’Neil, Cannon, Hollman, DeJong & Laing S.C.
111 East Wisconsin Avenue, Suite 1400
Milwaukee, Wisconsin 53202-4803
(414) 276-5000

EXHIBIT B

BY-LAWS

OF

DOWNTOWN NEIGHBORS ASSOCIATION OF MILWAUKEE, INC.

A WISCONSIN NON-STOCK, NON-PROFIT CORPORATION

APPROVED:

Nancy O'Keefe, Secretary

This 3rd day of October, 2011

ARTICLE I—PURPOSE AND DEDICATION OF ASSETS

1.01 Purpose. The corporation is organized generally to engage in any lawful activity permitted under Chapter 181 of the Wisconsin Statutes, provided that such activities are conducted exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future Internal Revenue Law of the United States and the regulations promulgated thereunder (the "Code"). In particular, the Corporation is organized to promote pride and participation in our downtown Milwaukee community by residents and business owners alike, with the goal of maintaining the stability of the downtown business and residential communities and improving resident and business relations.

1.02 Dedication. The properties and assets of this non-profit Corporation are irrevocably dedicated to the charitable purpose set forth in Section 1.01. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any Director or Officer of this Corporation or any other private person or individual. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over in accordance with Articles X and XI of the Corporation's Articles of Organization.

ARTICLE II—AREA OF ACTIVITY AND OFFICES

2.01 Area of Activity. The area of activity of the Corporation consists of the following three adjacent downtown districts in the City of Milwaukee, Wisconsin: (a) the area bounded by Lake Michigan on the east, the Milwaukee River on the west, I-794 on the south and Lyons Street/Franklin Place/Ogden Avenue on the north ("East Town"); (b) the area bounded by the Milwaukee River on the east, I-43 on the west, the Menomonee River on the south and McKinley Avenue/Highway 145 on the north ("Westown"); and (c) the area bounded by Lake Michigan on the east, the Milwaukee River on the west and south and I-794 on the north ("Third Ward").

2.02 Principal and Business Offices. The address of the initial principal office of the Corporation is 111 East Wisconsin Avenue, Suite 1400, Milwaukee, Wisconsin 53202-4803. The Corporation may have such additional or alternative offices within downtown Milwaukee as the Board of Directors may designate or as the Corporation may require from time to time in order to fulfill its purposes.

2.03 Registered Agent and Office. The name and address of the initial registered agent and registered office of the corporation are:

Claude J. Krawczyk
O'Neil, Cannon, Hollman, DeJong & Laing S.C.
111 East Wisconsin Avenue, Suite 1400
Milwaukee, Wisconsin 53202-4803

ARTICLE III—MEMBERS

3.01 Members. Membership in the Corporation shall be available to any interested individual or family who reside in, or any business entity having an office or retail location in, East Town, Westown or the Third Ward (the "Members"). Membership shall be granted upon completion and filing with the Corporation of a membership application and, if required by the Board of Directors, the payment of

annual dues, in an amount as established from time to time by the Board of Directors. For voting purposes, each Member (whether an individual, family or business) shall be entitled to one vote.

3.02 Suspension. Any Member in default of annual dues obligations may be suspended from all privileges of membership, including voting rights, without notice from the Corporation.

3.03 Meetings of Members. The initial annual meeting of the Members shall be held on Tuesday October 25, 2011, for the sole purpose of electing the Board of Directors. Thereafter, unless some other date is designated by the Board of Directors, an annual meeting of the Members shall be held at 7:00 p.m. on the fourth Tuesday of each January beginning in 2013, for the purpose of electing the Board of Directors and for any other purpose set forth on an agenda adopted by the Board of Directors. All Members are entitled to vote at the annual meeting, provided that they have paid their annual dues, if required, at the annual meeting or within ninety (90) days prior to the annual meeting. The Members shall elect directors from a slate of candidates presented by the existing Board of Directors or its nominating committee.

3.04 Special Meetings. Special meetings of the Members of the Corporation may be held from time to time for any purpose deemed necessary by the President, any two (2) or more Directors or any five (5) or more Members of the Corporation.

3.05 Notification of Meetings. Notification of the annual and all special meetings of the Members of the Corporation shall be given to each Member by written notice delivered by US mail to such post office address on file with the Secretary of the Corporation for such Member, at least ten (10) days before but not more than fifty (50) days before the date set for such meeting. The notice shall state the date, time and place of the meeting and, if a special meeting, the purpose or purposes of the meeting. In addition, notice of meetings of the Members may also be e-mailed to each Member at any e-mail address on file with the Secretary of the Corporation for such Member. The agenda, time, date and location of all meetings of the Members shall also be posted on the Corporation's website at least ten (10) days before the meeting.

3.06 Place of Meetings. The President, Directors or Members calling the annual or any special meeting of the Members may fix any place within downtown Milwaukee as the place for holding such annual or special meeting. If no other place is set, the meeting shall be held at the Milwaukee Public Market, at Water Street and St. Paul Avenue.

3.07 Quorum; Manner of Acting. The presence of ten percent (10%) of the qualified Members of the Corporation shall constitute a quorum. The act of the majority of the Members present at a meeting at which time there is a quorum shall be the act of the membership.

ARTICLE IV—BOARD OF DIRECTORS

4.01 Number. The Corporation shall have a minimum of six (6) and a maximum of nineteen (19) Directors who shall collectively be known as the Board of Directors or the Board. The Board of Directors shall at all times consist of: (a) one (1) representative appointed by each of the East Town Association, Inc., The Westown Association of Milwaukee, Inc. and the Historic Third Ward Association, Inc., who shall each be current staff or board members of such associations; (b) one (1) representative appointed by Milwaukee Downtown, Inc./BID #21, who shall be a current staff or board member of Milwaukee Downtown; (c) not more than one (1) business owner from each of the East Town,

Westown and Third Ward districts; and (d) at least one (1), but not more than five (5), residents from each of the East Town, Westown and Third Ward districts. The Members may, from time to time, expand or reduce the number of Directors within these parameters by adoption of a duly authorized resolution of the Members, approved in accordance with the provisions of these By-Laws at an annual or special meeting of the Members. The initial Board of Directors shall consist of:

Donald S. Arenson—East Town Resident
608 North Broadway
Milwaukee, Wisconsin 53202

Claude J. Krawczyk—Westown Resident
730 North Plankinton Avenue, Unit # 9D
Milwaukee, Wisconsin 53203

Fred N. Tabak—Third Ward Resident
236 North Water Street, Unit # 2
Milwaukee, Wisconsin 53202

Kim Morris—East Town Business Representative
East-Town Association, Inc.
770 North Jefferson Street
Milwaukee, Wisconsin 53202

Stacie Callies—Westown Business Representative
The Westown Association of Milwaukee, Inc.
633 W. Wisconsin Ave. Suite 409
Milwaukee, Wisconsin 53203

Nancy O’Keefe—Third Ward Business Representative
Historic Third Ward Association, Inc.
219 North Milwaukee Street
Milwaukee, Wisconsin 53202

4.02 Election. Directors shall be elected at the annual meeting by a majority of the Members present. Only Members of the Corporation may be elected to serve on the Board of Directors.

4.03 Compensation. Directors shall not be entitled to any compensation for their services.

4.04 Removal/Vacancies.

(a) **Vacancy.** Vacancies in the Board of Directors shall exist: (1) on the death, incapacity, removal or resignation of any Director; or (2) whenever the number of authorized Directors is increased within the parameters of Section 4.01, above.

(b) **Removal.** The Board of Directors may declare vacant the office of a Director: (1) if such Director is declared of unsound mind by an order of Court or convicted of any felony; (2) if, within ninety (90) days after notice of selection such Director does not accept the office either in writing or by attending a meeting of the Board; or (3) if not less than two-thirds (2/3) of the Directors (not counting

for this purpose the Director being considered for removal) determine that a particular Director should be removed in the best interest of the Corporation.

(c) Replacement. Milwaukee Downtown, Inc./BID #21, East-Town Association, Inc., The Westtown Association of Milwaukee, Inc. and Historic Third Ward Association, Inc., as applicable, shall appoint a new Director to fill any vacancy created by the resignation or removal of its designated Director. By the affirmative vote of the majority of Directors then in office, the Board of Directors may fill any other Board vacancy until the next annual meeting of the Members, but only if the number of Directors would fall below six (6) or if no resident of East Town, Westtown or the Third Ward would serve on the Board as a result of such vacancy.

4.05 Reduction. A reduction of the number of authorized Directors shall not result in the removal of any Director.

4.06 Directors to Control. The Board shall have control and management of the affairs and property of the Corporation and, except as otherwise provided in Sections 4.09 and 4.10 of the By-Laws, may act only at a duly constituted meeting. The Board shall appoint such agents (which may be either persons or corporations), and officers as the business of the Corporation requires, and shall employ such persons as may be necessary in the conduct of its affairs. The compensation of such persons shall be as fixed from time to time by resolution of the Board.

4.07 Meetings.

(a) Annual Meeting. An annual meeting of the Board shall be held each year immediately following the annual meeting of the Members as stated in the notice of the meeting.

(b) Quarterly Regular Meetings. Three (3) additional regular meetings of the Board of Directors shall be held at 7:00 p.m. on the fourth Tuesday of April, July and October each year. The date and time of regular meetings shall not be changed without written notice to all Members, sent by e-mail or US mail at least ten (10) days prior to the rescheduled meeting date.

(c) Special Meetings. Special meetings of the Board of Directors may also be called for any purpose by or at the request of the President, the Secretary or any two (2) Directors.

(d) Place of Meetings. The President, Secretary or Directors calling any regular or special meeting of the Board of Directors may fix any place within downtown Milwaukee as the place for holding any special meeting of the Board of Directors. If no other place is set, each meeting shall be held at the Milwaukee Public Market, at Water Street and St. Paul Avenue.

(e) Notice of Meetings. Unless otherwise provided in the Articles, the Secretary or the person or persons calling a meeting of the Board of Directors shall give each Director notice of the date, time and place of such annual, regular or special meeting by written notice delivered personally or mailed or e-mailed to such post office or e-mail address as the Director shall have designated in a written statement filed with the Secretary not less than seven (7) days nor more than thirty (30) days prior to the meeting. If mailed, such notice shall be deemed to be delivered twenty-four (24) hours after the time deposited in the United States mail so addressed, with postage thereon prepaid. In addition, the time, date and location of all annual, regular and special meetings of the Board of Directors shall be posted on the Corporation's website at least seven (7) days prior to each meeting.

(f) Waiver of Notice. Whenever any notice whatever is required to be given to any Director of the Corporation under the Articles of Incorporation or By-Laws 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, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall also constitute a waiver of notice of such meeting, except in the case of a Director who is in attendance at a meeting and objects at that 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 regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

(g) Quorum. A majority of the number of Directors currently serving on the Board pursuant to Section 4.01 shall constitute a quorum for the transaction of business. Except as otherwise expressly provided in these By-Laws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present from time to time at such meeting may without further notice adjourn the meeting from time to time until its business is completed.

(h) Effect of Action. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum of the Directors is present is the act of the Board of Directors, unless the law, the Articles of Incorporation of this Corporation or these By-Laws require a greater number.

(i) Presiding Officer. Board Meetings shall be presided over by the President or in his or her absence by the Vice President, or in the absence of both, by a Chairperson chosen by a majority of the Directors present. The Secretary of the Corporation shall act as Secretary of the Board. In case the Secretary is absent from any such meeting, the presiding officer may appoint any Director present to act as Secretary for the meeting.

(j) Dissent. A Director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof of which such Director is a Member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forwards such dissent by registered or certified 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.

(k) Member Participation. As set forth in subsection (e), above, notice of the agenda, time, date and place of each annual, regular and special meeting of the Board of Directors shall be posted on the Corporation's website. Members shall be permitted to attend all meeting of the Board of Directors, but may not participate in deliberations or votes. However, a standing agenda item at all meetings shall be concerns and comments from Members to the Board of Directors.

4.08 Committees. The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of Directors determined pursuant to Section 4.01 may designate one or more committees. Each committee shall have the authority designated by resolution of the Board of

Directors and shall meet at least twice each year and shall otherwise fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request. Each committee created under this provision shall be composed of a chairperson, who shall be a Director of the Corporation and shall be appointed by the Board of Directors, and such additional volunteer Members as may be appointed by the Board of Directors. The chairperson of each committee shall preside over all meetings of the committees and shall be responsible for reporting on the activities of the committee to, and seeking the approval of, the Board of Directors as necessary. Committees shall not elect any officers, other than a secretary to record minutes of each meeting.

4.09 Consent Resolution by E-mail or Without Special Meeting. In the event that a special meeting is not practical for any reason, any action required or permitted by the Articles of Incorporation or By-Laws or any provision of law to be taken by the Board of Directors or any committee thereof at a special meeting may instead be taken: (a) by a written consent resolution without a meeting, setting forth the action so taken, signed by all of the Directors or Members of such committee entitled to vote with respect to such action; or (b) via e-mail correspondence among all members of the Board of Directors or committee .

4.10 Telephone Participation in Meetings. Directors may participate in regular or special meetings by means of a conference telephone or by similar communications arrangements by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the sole and express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE V—OFFICERS

5.01 Number. The principal officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, a Chairperson of the Board (who shall be considered a principal officer) one or more Assistant Secretaries, one or more Assistant Treasurers and such other officers as may be elected or appointed by the Directors. Any number of offices may be held by the same person, except that the President may not serve concurrently as either the Vice President or Secretary.

5.02 Election. Officers shall be elected or appointed at each annual meeting of the Board of Directors from the current Directors. Each officer shall hold office until he or she resigns or is removed, but in no event longer than three (3) consecutive years.

5.03 Removal. The Board of Directors may remove any officer, at any time, for any reason, upon the vote of not less than fifty-one percent (51%) of the Directors then in office.

5.04 Vacancies. Any vacancy in any office caused by death, resignation, removal or otherwise shall be filled by the Board of Directors.

5.05 President. The President shall be the chief executive officer of the Corporation and shall, in general, subject to the control of the Board of Directors, supervise and control all of the business and affairs of the Corporation. The President shall perform all duties incident to such office and such other duties as may be assigned from time to time by the Board of Directors.

5.06 Vice Presidents. Vice Presidents shall, in the absence of or disability of the President and in the order of rank as fixed by the Board of Directors, perform all the duties of the President and, when so acting, shall have the powers of, and be subject to the restrictions on, the President. They shall have such other powers and perform such other duties as may be imposed by law, by the Articles of Incorporation of this Corporation, or by the By-Laws or as may be prescribed from time to time by the Board of Directors or the President.

5.07 Secretary. The Secretary shall:

(a) By-laws and Minutes. Certify and keep at the principal office of the Corporation or at such other place as the Board of Directors may designate, the original or a copy of these By-Laws as amended or otherwise altered to date. Keep at the principal office of the Corporation or at such other place as the Board of Directors may order, a book of the minutes of all meetings of the Directors and the Executive Committee, recording therein the time and place of holding, whether regular or special, and how authorized, the notice given, the names of those present and the proceedings thereof.

(b) Notices. Provide all meeting notices as required by these By-Laws or by law.

(c) Custodian of Corporate Records. Be custodian of the records and of the seal of the Corporation. Post on the Corporation's website the Corporation's Articles of Incorporation, By-Laws, minutes of all meetings of the Members, Board of Directors and duly authorized committees, as well as any other permanent records of the Corporation.

(d) General. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors.

5.08 Treasurer. The Treasurer, subject to the provisions of Article VII of the By-Laws shall:

(a) Custodian of Funds. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. Receive, and give receipt for, moneys due and payable to the Corporation from any source whatever. Disburse or cause to be disbursed the funds of the Corporation as may be directed by or under authority of the Board of Directors, taking proper vouchers for such disbursements.

(b) Custodian of Financial Records. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Render to the President and Directors, whenever they so request, an account of any or all transactions as Treasurer and of the financial condition of the Corporation. Post on the Corporation's website financial statements of the Corporation, on not less than a quarterly basis.

(c) Surety. If required by the Board of Directors, give a bond for the faithful discharge of such Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine, at the expense of the Corporation.

(d) General. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors.

5.09 Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

5.10 Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the Corporation in such officer's 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 is so appointed to be assistant, or as to which he is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

ARTICLE VI—CONFLICT OF INTEREST

6.01 Conflict of Interest. No Director, officer or employee of the Corporation shall have or acquire any interests, direct or indirect, in any project which the Corporation is operating or promoting or in any contact relating to any such project of the Corporation without making written disclosure to the Corporation of the nature and extent of his or her interest. No Director who has such interest shall vote on any matter relating to it nor be present during the final deliberations and vote on the matter. Further, no Director, officer, or employee of the Corporation shall violate the conflict of interest regulations as established by funding sources or as established by or contrary to Wisconsin Statutes Section 181.225 or their successors.

ARTICLE VII—INDEMNITY

7.01 Liability of Directors and Officers. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as a Director or officer of the Corporation, or of any other corporation when he or she serves as a Director or officer at the request of the Corporation, unless such act or omission constitutes or results in: (a) a willful failure to deal fairly with the Corporation in connection with a matter in which the Director or officer has a material conflict of interest; or (b) a violation of criminal law, unless the Director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful; or (c) a transaction from which the Director or officer derived an improper profit; or (d) willful misconduct. The foregoing shall not be construed as a limitation on the immunity provided to Directors or officers and pursuant to Section 181.287 of the Wisconsin Statutes nor shall it be deemed exclusive of any other rights and defenses which such Director or officer may be entitled under any other statute, agreement or otherwise.

7.02 Indemnity of Directors and Officers. Every person who is or was a Director or officer of the Corporation and any person who may have served at its specific request as a director or officer of another corporation in which the Corporation owns shares of capital stock or of which it is a creditor, shall (together with the heirs, executors and administrators and guardians and conservators of any deceased or former Director or officer or other person who himself or herself would have been entitled

to indemnification) be indemnified by the Corporation against all costs, damages and expenses asserted against, incurred by or imposed upon him or her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he or she is made or threatened to be made a party by reason of his or her being or having been such Director or officer to the extent that he or she has been successful on the merits or otherwise in the defense of the Proceedings. In cases where the Director or officer is unsuccessful in his or her defense, in cases where the proceeding was settled in exchange for a payment from the Director or officer, or in criminal cases terminated by a plea of no contest or an equivalent plea the Corporation shall also indemnify the Director or officer to the extent set forth above unless the Director or officer breached or failed to perform a duty he or she owes to the Corporation and the breach or failure to perform constitutes or results in (a) a willful failure to deal fairly with the Corporation in connection with a matter in which the Director or officer has a material conflict of interest; or (b) a violation of criminal law, unless the Director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful; or (c) a transaction from which the Director or officer derived an improper personal profit; or (d) willful misconduct. This indemnity shall include reimbursement of all reasonable amounts and expenses incurred and paid in settling any such claim, action, suit or proceedings. A determination as to whether a person is entitled to indemnification shall be made in accordance with Section 181.043 of the Wisconsin Statutes. Upon compliance with the requirements of Section 181.044 of the Wisconsin Statutes, the Corporation may pay or reimburse any Director's, officer's, employer's or agent's reasonable expenses incurred in such proceeding as such expenses are incurred. The Corporation, by its Board of Directors, may indemnify in like manner, or with any limitations, any employee, former employee, agent or former agent of the Corporation with respect to any action taken or not taken in his or her capacity as an employee or agent. Such rights or indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or officer may be entitled under any statute, agreement, or otherwise.

7.03 Transactions with the Corporation. Unless otherwise invalid under the Wisconsin Non-Stock Corporation Law, any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are Members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, Members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director of Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VIII—EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

8.01 Contracts. The Board of Directors may authorize any 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 President or one of the Vice Presidents and by the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer; the Secretary or an Assistant Secretary, when necessary or required, shall affix the corporate seal thereto; 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 officer or officers.

8.02 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

8.03 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.

ARTICLE IX—GIFTS

The terms and conditions under which bequests, donations and gifts will be accepted, and the manner in which they shall be administered, shall be determined from time to time by the Board of Directors; provided that such acceptance and such manner of administration shall be consistent with the general and specific purposes and the powers of this Corporation as provided by law, the Articles of Incorporation of this Corporation and these By-Laws.

ARTICLE X—FISCAL YEAR

The fiscal year of the Corporation shall end on December 31.

ARTICLE XI—AMENDMENTS

11.01 Effective Date. These By-Laws shall become effective immediately upon their adoption. Amendments to these By-Laws shall become effective immediately upon their adoption unless a later time is specified in the amendment. Nothing in these By-Laws shall be deemed to contradict any requirement or right provided for non-profit corporations by the Wisconsin Non-Stock Corporation Law.

11.02 Amendment. These By-Laws may be amended or repealed and new By-Laws adopted by the Board of Directors at any time at any annual, regular or special meeting called for such purpose. .

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