

**RESTATED BYLAWS OF
NORTH AMERICAN HAND PAPERMAKERS, INC,**

(A Wisconsin Nonstock Corporation)

Approved and adopted October 20, 2016. Amended September 20, 2019 (name change).
Amended October 9, 2022 (Sections 4.14 and 5.02; amend Article 12 [mistakenly called Article
13]).

_____, _____

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Table of Contents

Page i

Article 1 Purpose	1
Article 2 Identification	1
Section 2.01 Name	1
Section 2.02 Principal and Business Offices.....	1
Section 2.03 Registered Agent and Office.....	1
Section 2.04 Place of Keeping Corporate Records.....	1
Article 3 Members	2
Section 3.01 Membership	2
Section 3.02 Annual Meeting	2
Section 3.03 Special Meetings.....	2
Section 3.04 Notice of Meetings.....	2
Section 3.05 Manner of Notice	2
Section 3.06 Eligibility to Vote.....	2
Section 3.07 Notice Delivery.....	2
Section 3.08 Eligibility to Vote.....	3
Section 3.09 Quorum	3
Section 3.10 Manner of Acting.....	3
Section 3.11 Proxies.....	3
Section 3.12 Voting by Mail.....	3
Article 4 Board of Directors	3
Section 4.01 General Powers.....	3
Section 4.02 Number, Tenure, and Qualifications.....	3
Section 4.03 Annual and Regular Meetings.....	3
Section 4.04 Special Meetings.....	4
Section 4.05 Meetings by Electronic Means of Communication.....	4
Section 4.06 Notice of Meetings; Waiver of Notice	4
Section 4.07 Quorum Requirement	5
Section 4.08 Voting Requirement.....	5
Section 4.09 Conduct of Meetings.....	5
Section 4.10 Action Without a Meeting	5
Section 4.11 Compensation of Members.....	5
Section 4.12 Presumption of Assent.....	6
Section 4.13 Election and Vacancies.....	6

Section 4.14 Working Committees.....	7
6 (a) Committees.....	
6 (b) Authority.....	
6 (c) Tenure	
6 (d) Election and Tenure	
6 (e) Chairpersons.....	
6 (f) Chairpersons-Resignations.....	
6 (g) Miscellaneous.....	7
Section 4.15 Advisors.....	7
Article 5 Officers.....	7
Section 5.01 Number and Titles.....	7
Section 5.02 Election and Term of Office	7
Section 5.03 Additional Officers, Agents, etc.	7
Section 5.04 Removal	8
Section 5.05 Resignations.....	8
Section 5.06 Vacancies.....	8
Section 5.07 Powers, Authority, and Duties.....	8
Section 5.08 The President.....	8
Section 5.09 The Vice-Presidents.....	9
Section 5.10 The Secretary.....	9
Section 5.11 The Treasurer.....	9
Article 6 Contracts, Loans, Checks, and Deposits.....	10
Section 6.01 Contracts	10
Section 6.02 Loans.....	10
Section 6.03 Checks, Drafts, Notes, etc.....	10
Section 6.04 Deposits.....	11
Section 6.05 Corporate Audit	11
Article 7 Indemnification	11
Section 7.01 Mandatory Indemnification	12
Section 7.02 Determination of Right to Indemnification.....	12
Section 7.03 Allowance of Expenses as Incurred.....	13
Section 7.04 Partial Indemnification.....	13
Section 7.05 Indemnification of Employees and Agents	13
Section 7.06 Limited Liability of Directors and Officers.....	13
Section 7.07 Severability of Provisions.....	14
Section 7.08 Nonexclusivity of Rights.....	14
Section 7.09 Purchase of Insurance	14
Section 7.10 Limited Liability of Volunteers.....	15
Section 7.11 Benefit.....	15
Section 7.12 Amendment.....	15
Article 8 Amendments.....	15

Article 9 Seal..... 16

Article 10 Fiscal year 16

Article 11 Nondiscrimination policy..... 16

Article 12 Procedure and Interpretation..... 16

Article 13 Dissolution..... 17

ARTICLE 1

Purpose

The purposes of NORTH AMERICAN HAND PAPERMAKERS, INC. (the “Corporation”) are to be organized and operated exclusively for, and its activities shall be limited to, charitable, scientific, literary and/or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. To the extent consistent with the above general purposes, the specific purposes of the Corporation shall be as follows: The Corporation is organized and shall be operated exclusively for charitable and educational purposes. The Corporation may carry out its purposes directly or by making distributions to other qualifying organizations. Such purposes may include, but are not limited to, the promotion of the economic welfare and development of the Dard Hunter Collection by preserving and expanding the present collection. The Dard Hunter Collection, which is a collection of artifacts, books, archives, and other materials, now forms the core collection of the Robert C. Williams Museum of Papermaking of the Renewable Bioproducts Institute of the Georgia Institute of Technology, in Atlanta, Georgia. The Corporation shall engage in development activities and shall provide and promote educational programs to encourage development of the collection and to promote and encourage the continued and creative practice of hand papermaking, allied paper arts, the book arts, and other arts practiced by Dard Hunter. In carrying out the purposes of the Corporation, no distinction shall be made among the recipients of any amounts to be disbursed on account of race, creed or political affiliation.

ARTICLE 2

Identification

Section 2.01. Name. The name of the Corporation is: NORTH AMERICAN HAND PAPERMAKERS, INC.

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

Section 2.03. Registered Agent and Office. The Corporation’s Registered Agent may be changed from time to time by or under the authority of the Board of Directors. The address of the Corporation’s registered office may be changed from time to time by or under the authority of the Board of Directors, or by the Registered Agent. The business office of the Corporation’s Registered Agent shall be identical to the registered office. The Corporation’s registered office may be, but need not be, identical with the Corporation’s principal office in the state of Wisconsin.

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

ARTICLE 3

Members

Section 3.01. Membership. Any person who is interested in the mission of the Corporation may become a member upon acceptance by the Board of Directors and payment of annual dues, if any. Dues will be set by the Board of Directors with the approval of the members at the annual meeting.

Section 3.02. Annual Meeting. There shall be held annually in the first two weeks in the month of October at such place, day and hour as may be designated by the Board of Directors, a meeting of the members, or on such date within six (6) months thereof. The membership shall receive the official reports of the officers, conduct such other business as may properly come before the meeting, and elect members of the Board of Directors.

Section 3.03. Special Meetings. Special meetings of the members may be called by the President or by the Board of Directors. Special meetings may also be called by not less than twenty-five percent (25%) of the membership.

Section 3.04. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

Section 3.05. Notice of Meetings. The notice shall state the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

Section 3.06. Meetings by Electronic Means of Communication. To the extent provided in these Bylaws, the Members may, in addition to conducting meetings in which each Member participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided (1) all participating Members may simultaneously hear each other during the meeting, or (2) all communication during the meeting is immediately transmitted to each participating Member, and each participating Member is able to immediately send messages to all other participating Members. Before the commencement of any business at a meeting at which any Members do not participate in person, all participating Members shall be informed that a meeting is taking place at which official business may be transacted.

Section 3.07. Notice Delivery. Notice of each Members' meeting shall be delivered to each Member at his or her business address or at such other address as the Member shall have designated in writing and filed with the secretary. Notice may be given orally, communicated in person, by telephone, telegraph, teletype, facsimile, email, or other form of wire or wireless communication, private carrier, or in any other manner provided by ch. 181. Notice shall be given not less than four (4) months before the annual meeting, or thirty (30) days before any special meeting. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Oral notice is effective when communicated. A Member may waive notice required under this

section or by law at any time, whether before or after the time of the meeting. The waiver must be in writing, signed by the Member, and retained in the corporate record book. The Member's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the Member at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special Members' meeting need be specified in the notice or waiver of notice of the meeting.

Section 3.08. Eligibility to Vote. Each member of the Corporation, who is present at a meeting of the members may vote.

Section 3.09. Quorum. Except as otherwise provided by law, the Articles of Incorporation (as amended or restated), or by these Restated Bylaws, ten percent (10%) of the Members shall constitute a quorum for the transaction of business at any meeting of the Members, but ten percent (10%) of the Members (though less than such quorum) may adjourn the meeting from time to time without further notice.

Section 3.10. Manner of Acting. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members, unless a greater number is required by law or by the Articles of Incorporation (as amended or restated) or these Restated Bylaws.

Section 3.11 Proxies. At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member. Such proxy can be sent by facsimile, email, or other form of wire or wireless communication, private carrier. In the event that proxies are used in lieu of a special meeting, at least two-thirds majority of all votes must vote for the action to be approved.

Section 3.12 Voting by Mail. Where officers or directors are to be elected by Members, the election may be conducted by mail in a manner that the Board of Directors shall determine.

ARTICLE 4 Board of Directors

Section 4.01. General Powers. The Corporation's powers shall be exercised by or under the authority of, and its business and affairs shall be managed under the direction of, its Board of Directors (which may also periodically act as and be referred to as the Executive Council; the Executive Council shall operate subject to the same rules governing the Board of Directors, except for the voting rules provided in Section 4.08 of these Restated Bylaws), subject to any limitation set forth in the articles of incorporation (as amended and restated from time to time).

Section 4.02. Number, Tenure, and Qualifications. The number of Directors of the Corporation shall not be less than five (5) nor more than nineteen (19). The Directors shall be selected as specified elsewhere in these bylaws. Directors shall serve terms of two (2) years each. No Director shall serve more than two (2) consecutive terms in office. Each Director shall hold

office until the next annual directors' meeting and until his or her successor shall have been elected or until his or her prior death, resignation, or removal as provided in these Bylaws. The Executive Director shall be appointed at the discretion of the Board of Directors and if so appointed, shall be a nonvoting member and serve on the Board for a term of three (3) years, which may be renewed at the discretion of the Board. A Director may be removed from office by an affirmative vote of a majority of the Directors at a special meeting of the Directors called for that purpose, provided that a quorum is present. A Director may resign at any time by delivering his or her written resignation to the Board of Directors, the chairperson of the Board of Directors, or the Secretary of the Corporation. No person shall be eligible to serve as a Director unless such person is a member in good standing of the Corporation.

Section 4.03. Regular Meetings. A regular meeting of the Board of Directors may be held annually, at such time and place as may be fixed by the Board of Directors. The Board of Directors may provide, by resolution, the time and place, for the holding of additional regular meetings, without other notice than such resolution.

Section 4.04. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary, or any two Directors. The person or persons authorized to call special Board of Directors' meetings may fix any place for holding any special Board meeting called by them.

Section 4.05. Meetings by Electronic Means of Communication. To the extent provided in these Bylaws, the Board of Directors, or any committee of the Board, may, in addition to conducting meetings in which each Director participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided (1) all participating Directors may simultaneously hear each other during the meeting, or (2) all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 4.06. Notice of Meetings; Waiver of Notice. Notice of each Board of Directors' meeting, except meetings pursuant to Section 4.04 of these bylaws, shall be delivered to each Director at his or her business address or at such other address as the Director shall have designated in writing and filed with the secretary. Notice may be given orally or communicated in person, by telephone, telegraph, teletype, facsimile, email, or other form of wire or wireless communication, private carrier, or in any other manner provided by ch. 181. Notice shall be given not less than five (5) days before any monthly, annual or special meeting, or 24 hours minimum notice in the case of a special meeting held to react to an emergency situation. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Oral notice is effective when communicated. A Director may waive notice required under this section or by law at any time, whether before or after the time of the meeting. The waiver must be in writing, signed by the Director, and retained in the corporate record book. The Director's attendance at or participation in a meeting shall constitute a

waiver of notice of the meeting, unless the Director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special Board of Directors' meeting need be specified in the notice or waiver of notice of the meeting.

Section 4.07. Quorum Requirement. Except as otherwise provided in the Articles of Incorporation or these Bylaws, a majority of the then current Directors shall constitute a quorum for the transaction of business at any Board of Directors' meeting, but a majority of the Directors present, though less than such quorum, may adjourn the meeting to another time without further notice. In the event that a vote of the Directors ends in a tie, the deciding vote shall be cast by the immediate past president. If the immediate past president is unable or unwilling to vote, the deciding vote shall be cast by the Chairperson of the Nominating Committee. In the event the Chairperson of the Nominating Committee is unable or unwilling to vote, such tied vote shall be considered as not having been approved. A majority of the number of Directors appointed to serve on a committee as authorized in Section 4.13 of these Bylaws shall constitute a quorum for the transaction of business at any committee meeting.

Section 4.08. Voting Requirement. The affirmative vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors or a committee of the Board of Directors. This provision shall not, however, apply to any action taken by the Board of Directors in the event the affirmative vote of a greater number of Directors is required by law, the Articles of Incorporation, or any other provision of these Bylaws.

Section 4.09. Conduct of Meetings. The Chairperson of the Board of Directors, and in his or her absence, a vice-president in the order provided under Section 5.09 of these bylaws, and in their absence, any Director chosen by the Directors present, shall call Board of Directors' meetings to order and shall act as Chairperson of the meeting. The Corporation's Secretary shall act as secretary of all Board of Directors' meetings, but in the Secretary's absence, the presiding Officer may appoint any Director, or other person present to act as secretary of the meeting. The Chairperson of the meeting shall determine if minutes of the meeting are to be prepared, and if minutes are to be prepared, shall assign a person to do so.

Section 4.10. Action Without a Meeting. Any action required or permitted by the Articles of Incorporation, these Restated Bylaws, or any provision of law to be taken by the Board of Directors at a Board meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all of the Directors entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written consent shall be effective when the last Director signs the consent or upon such other effective date as is specified in the consent.

Section 4.11. Compensation of Members. The Board of Directors shall have the power, in its discretion, to contract for and to pay to Members of the Corporation rendering unusual or exceptional services to the Corporation, compensation commensurate to the value of such services.

Section 4.12. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his 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 4.13. Election and Vacancies. Directors of the Corporation shall be elected by an affirmative vote of the majority of the members at the Members Annual Meeting. Any vacancy occurring on the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled until the next succeeding Annual Meeting by an affirmative vote of a majority of the Directors then in office, though less than a quorum of the Board of Directors.

Section 4.14. Working Committees.

(a) **Committees.** The Corporation shall have the following working committees: Advisory Board, Nominating Committee, Financial Committee, Membership Committee, Publications Committee, and Annual Meetings Committee, and such other committees as may be established by the Board of Directors.

(b) **Authority.** The working committees shall perform functions as periodically established by the Board of Directors. Such committees shall not have any powers of the Board of Directors in the management of the business and affairs of the Corporation.

(c) **Tenure.** Any Member can be a member of any working committee as long as such member is a member in good standing.

(d) **Election and Tenure.** The Board of Directors shall appoint committee members to all committees except the Nominating Committee. The Nominating Committee shall be elected at the members' annual meeting by a majority of member votes. The Chairperson of of the Nominating Committee shall either be elected or appointed..

(e) **Chairpersons.** Each committee shall have one (1) Chairperson. The relevant Officer shall serve as Chairperson of the relevant working committee unless the Board of Directors shall appoint or the Committee shall elect such Chairperson for a term established by the Board of Directors.

(f) **Chairpersons-Resignations.** Any Chairperson may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein. If a time is not specified, it shall take effect on the date of its receipt by the Secretary of the Corporation, who shall record such resignation, noting such date. The acceptance of a

resignation shall not be necessary to make it effective. In the event of a resignation, the President shall appoint a Chairperson until the committee elects a Chairperson or until the Board of Directors elects a new Chairperson.

(g) **Miscellaneous.** The Board of Directors shall fix the rules governing the conduct of each working committee's activities. Each working committee shall make reports to the members or to the Board of Directors of its activities as the Board of Directors may require. Each working committee shall consist of any number of members as periodically established by the Board of Directors, provided that each committee shall have at least three (3) members.

Section 4.15. Advisors. The Board of Directors may select such person or person as it may see fit to advise the Board of Directors upon request of the Board with respect to the projects and activities of the Corporation in aid of its purposes. Compensation, if any, of any such advisor shall be determined by the Board of Directors.

ARTICLE 5

Officers

Section 5.01. Number and Titles. The Corporation's Principal Officers shall be a President, one or more Vice-Presidents periodically determined by the Board of Directors, a Secretary, and a Treasurer, each of whom shall be elected by the Members. If there is more than one vice-president, the Board may establish designations for the vice-presidencies to identify their functions or their order.

Section 5.02. Election and Term of Office. The Officers of the Corporation shall be elected every two (2) years by the Members. Each Officer shall hold office until his or her successor shall have been duly elected or until the Officer's prior death, resignation, or removal as provided in these Bylaws. The nominating committee shall select one or more candidates for each office and such selections, together with a description of the office and statements by the candidates, shall be mailed to members no less than one (1) calendar month before the annual meeting. Each officer shall hold office for a period of two (2) years from the date of the annual meeting in which he or she was elected or until resignation, removal, death or incapacity. Immediate past officers shall serve as informal advisors to their successors for a period of one (1) year. The Executive Director is appointed by the Board for a three (3) year term, renewable at the Board's discretion. No officer shall serve for more than two (2) consecutive terms.

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

subordinate Officers, Assistants to Officers, Acting Officers, or Agents. In the absence of any Officer, or for any other reason the Board of Directors may deem sufficient, the Board may delegate, for such time as the Board may determine, any or all of an Officer's powers and duties to any other Officer or to any Director.

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

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

Section 5.06. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the President until the next meeting of the Board of Directors. At that time, the Board of Directors shall approve of the appointment or shall appoint another person to serve. In the event the office of the President is vacant, the Vice-President in charge of Annual Meetings will fill the office of President until the next meeting of the Board of Directors. All appointees shall serve for the unexpired term of the former officer, unless earlier removed.

Section 5.07. Powers, Authority, and Duties. Officers of the Corporation shall have the powers and authority conferred and the duties prescribed by the Board of Directors or the Officer who appointed them in addition to and to the extent not inconsistent with those specified in other sections of this Article 5. The Board of Directors shall describe such duties and responsibilities in an Operating Procedure Manual to be prepared and/or reviewed every two (2) years.

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

1. superintend and manage the Corporation's business;
2. be designated as the Chairperson of the Board of Directors, and shall preside at all Directors meetings at which he or she is present;
3. coordinate and supervise the work of its other Officers;
4. employ agents, professional advisors, and consultants;
5. perform all functions of a general manager of the Corporation's business;

6. have authority to sign, execute, and deliver in the Corporation's name all instruments either when specifically authorized by the Board of Directors or when required or deemed necessary or advisable by the president in the ordinary conduct of the Corporation's normal business, except in cases where the signing and execution of the instruments shall be expressly delegated by these Bylaws or by the Board to some other Officer(s) or Agent(s) of the Corporation or shall be required by law or otherwise to be signed or executed by some other Officer or Agent; and
7. in general, perform all duties incident to the Office of the President and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 5.09. The Vice-Presidents. In the President's absence, or in the event of his or her death or inability or refusal to act, or if for any reason it shall be impractical for the President to act personally, the Vice-President (or if there is more than one vice-president, the Vice-Presidents in the order designated by the Board of Directors, or in the absence of any designation, in the order of their appointment) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Each Vice-President shall perform such other duties and have such authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Directors. The execution of any instrument of the Corporation by any Vice-President shall be conclusive evidence, as to third parties, of his or her authority to act in the President's place.

Section 5.10. The Secretary. The Secretary shall:

1. keep any minutes of meetings of the Board of Directors and its committees in one or more books provided for that purpose;
2. see that all notices are duly given in accordance with these Bylaws or as required by law;
3. be custodian of the Corporation's corporate records or oversee an appointed custodian and see that the books, reports, statements and all other documents and records required by law are properly kept and filed;
4. in general, perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

Section 5.11. The Treasurer. The Treasurer shall:

1. oversee or perform the receiving and giving of receipts for monies due and payable to the Corporation from any source whatsoever; oversee or perform depositing all such monies in the Corporation's name in such banks, financial institutions, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; cause such funds to be disbursed by checks or drafts on the Corporation's authorized depositories,

signed as the Board of Directors may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all monies disbursed;

2. have the right to require from time to time reports or statements giving such information as he or she may desire with respect to any and all of the Corporation's financial transactions from the Officers, Employees, or Agents transacting the same;

3. keep or cause to be kept, at the Corporation's principal office or such other office or offices as the Board of Directors shall from time to time designate, correct records of the Corporation's funds, business, and transactions, and exhibit those records to any Director of the Corporation upon request at that Office;

4. deliver to the Board of Directors or the President whenever requested an account of the Corporation's financial condition and of all his or her transactions as Treasurer, and as soon as possible after the close of each fiscal year, make or cause to be made and submit to the Board a like report for that fiscal year;

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

If required by the Board of Directors, the treasurer shall furnish a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

ARTICLE 6

Contracts, Loans, Checks, Deposits and Audits

Section 6.01. 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, and the Treasurer; the Secretary, when necessary or required, may 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.

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

Section 6.03. Checks, Drafts, Notes, etc. All checks, drafts or other orders for the payment or 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 as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

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

Section 6.05. Corporate Audit. The Board of Directors may require an audit of the Corporation's financial records and books of account by a certified public accountant as deemed necessary.

ARTICLE 7 Indemnification

(a) The rights of directors, officers and, where applicable, volunteers of the Corporation provided in this ARTICLE 7 shall extend to the fullest extent permitted by the Wisconsin Nonstock Corporation Law and other applicable laws as are in effect from time to time.

(b) For purposes of this ARTICLE 7, "director or officer" means a natural person who is or was a director or officer of the Corporation or who, while a director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another corporation or foreign corporation, partnership, joint venture, trust or other enterprise or who, while a director or officer of the Corporation, is or was serving an employee benefit plan because his or her duties to the Corporation also imposed duties on, or otherwise involved services by, the person to the plan or to participants in or beneficiaries of the plan, and, unless the context requires otherwise, the estate or personal representative of a director or officer.

(c) For purposes of this ARTICLE 7, "volunteer" means a natural person, other than an employee of the Corporation, who provides services to or on behalf of the Corporation without compensation.

(d) For purposes of this ARTICLE 7, "proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law (including federal or state securities laws) and which is brought by or in the right of the Corporation or by any other person.

(e) For purposes of this ARTICLE 7, "expenses" means fees, costs, charges, disbursements, attorneys' fees and any other expenses incurred in connection with a proceeding, including a proceeding in which a director or officer asserts his or her rights under this ARTICLE 7, and, if the context requires, liabilities, including the obligation to pay a judgment, settlement, penalty, assessment, forfeiture of in, including any excise tax assessed with respect to an employee benefit plan.

Section 7.01. Mandatory Indemnification.

(a) To the extent that a director or officer has been successful on the merits or otherwise in the defense of any proceeding (including, without limitation, the settlement, dismissal, abandonment or withdrawal of any action where he or she does not pay or assume any material liability) , or in connection with any claim, issue or matter therein, he or she shall be indemnified by the Corporation against expenses actually and reasonably incurred by him or her in connection therewith to the extent that he or she was a party to the proceeding because he or she is or was a director or officer.

(b) In cases not included under Section 7.01(a), the Corporation shall indemnify any director or officer against expenses actually and reasonably incurred by the director or officer in a proceeding to which the director or officer was a party because he or she is or was a director or officer, unless liability was incurred because the director or officer breached or failed to perform a duty he or she owed to the Corporation and the breach or failure to perform constituted any of the following: (i) a willful failure to deal fairly with the Corporation or its members in connection with a matter in which the director or officer had a material conflict of interest; (ii) 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; (iii) a transaction from which the director or officer derived an improper personal profit; or (iv) willful misconduct. The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the director or officer is not required under this subsection.

(c) Indemnification under this section is not required to the extent that the director or officer has previously received indemnification or allowance of expenses from any person, including the Corporation, in connection with the same proceeding.

Section 7.02. Determination of Right to Indemnification. Unless otherwise provided by written agreement between the director or officer and the Corporation, the director or officer seeking indemnification under Section 7.01 of this ARTICLE 7 shall make a written request for indemnification which shall designate one of the following means for determining his or her right to indemnification: (a) by a majority vote of a quorum of the Board of Directors or a committee of directors consisting of directors not at the time parties to the same or related proceedings; (b) by independent legal counsel selected by a quorum of the board of Directors or its committee in the manner prescribed in Section 7.02(a) or, if unable to obtain such a quorum or committee, by a majority vote of the full Board of directors, including directors who are parties to the same or related proceedings; or (c) by arbitration.

Any determination hereunder shall be made pursuant to procedures consistent with the Wisconsin Nonstock Corporation Law unless otherwise agreed by the Corporation and the person seeking indemnification. Such determination shall be completed, and eligible expenses, if any, shall be paid to the person requesting indemnification hereunder within 60 days of the

Corporation's receipt of the written request required hereunder.

Section 7.03. Allowance of Expenses as Incurred. Within 30 days of a written request by a director or officer who is a party to a proceeding because he or she is or was a director or officer, the Corporation shall pay or reimburse his or her reasonable expenses as incurred if the director or officer provides the Corporation with all of the following : (a) a written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the Corporation; and (b) a written undertaking, executed personally or on his or her behalf , to repay the allowance and, if required by the Corporation, to pay reasonable interest on the allowance to the extent that it is ultimately determined under Section 7.02 of this ARTICLE 7 that indemnification under Section 7.0 of this ARTICLE 7 is not required and indemnification is otherwise not ordered by a court. The undertaking under this section shall be an unlimited general obligation of the director or officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

Section 7.04. Partial Indemnification.

(a) If it is determined pursuant to Section 7.02 of this ARTICLE 7 that a director or officer is entitled to indemnification as to some claims, issues or matters in connection with any proceeding, but not as to other claims, issues or matters, the person or persons making such determination shall reasonably determine and indemnify the director or officer for those expenses which are the result of claims, issues or matters that are a proper subject for indemnification hereunder in light of all of the circumstances.

(b) If it is determined pursuant to Section 7.02 of this ARTICLE 7 that certain expenses (other than liabilities) incurred by a director or officer are for any reason unreasonable in amount in light of all the circumstances, the person or persons making such determination shall authorize the indemnification of the director or officer for only such amounts as he or they shall deem reasonable.

Section 7.05. Indemnification of Employees and Agents. The Board of Directors, may, in its sole discretion, provide indemnification and/or allowance of expenses in advance of a final determination of any proceeding to an employee or agent of the Corporation who is not a director or officer in connection with any proceeding in which the employee or agent was a defendant because of his or her actions as an employee or agent of the Corporation; provided, however, that prior to such indemnification or allowance of expenses, the Board of Directors shall first determine that the employee or agent acted in good faith and in a manner he or she reasonably believed to be in and not opposed to the best interests of the Corporation.

Section 7.06. Limited Liability of Directors and Officers.

(a) Except as provided in Sections 7.06(b) and 7.06(c), a director or officer is not liable to the Corporation, its members or creditors, or any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or

failure to perform, any duty resulting solely from his or her status as a director or officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the acts of misconduct listed in Section 7.01 (b) of this ARTICLE 7.

(b) Except as provided in Section 7.06(c), this section does not apply to any of the following: (i) a civil or criminal proceeding brought by or on behalf of any governmental unit, authority or agency; (ii) a proceeding brought by any person for a violation of state or federal law where the proceeding is brought pursuant to an express private right of action created by state or federal statute; or (iii) the liability of a director under Wisconsin Statutes Section 181.29.

(c) Sections 7.06(b)(i) and (ii) do not apply to a proceeding brought by a governmental unit, authority or agency in its capacity as a private party or contractor.

Section 7.07. Severability of Provisions. The provisions of this ARTICLE 7 and the several rights to indemnification, advancement of expenses and limitation of liability created hereby are independent and severable and, in the event that any such provision and/or right shall be held by a court of competent jurisdiction in which a proceeding relating to such provisions and/or rights is brought to be against public policy or otherwise to be unenforceable, the other provisions of this ARTICLE 7 shall remain enforceable and in full effect.

Section 7.08. Nonexclusivity of Rights. The rights to indemnification and advancement of expenses provided for in this ARTICLE 7 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement authorized by the Board of Directors, any By-Law of the Corporation, any vote of the members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Notwithstanding the foregoing, the Corporation may not indemnify a director or officer, or permit a director or officer to retain any allowance of expenses, pursuant to any such additional rights unless it is determined by or on behalf of the Corporation that the director or officer did not breach or fail to perform a duty he or she owes to the Corporation which constitutes conduct under Section 7.01(b) of this ARTICLE 7. A director or officer who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this section.

Section 7.09. Purchase of Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, to the extent that such director or officer is insurable and such insurance coverage can be secured by the Corporation at rates, and in amounts and subject to such terms and conditions as shall be determined in good faith to be reasonable and appropriate by the Board of Directors of the Corporation, and whose determination shall be conclusive, against liability asserted against or incurred by him or her in any such capacity 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 ARTICLE 7.

Section 7.10. Limited Liability of Volunteers.

(a) Except as provided in Section 7.10(b), a volunteer is not liable to any person for damages, settlements, fees, fines, penalties or others monetary liabilities arising from any act or omission as a volunteer, unless the person asserting liability proves that the act or omission constitutes any of the following: (i) a violation of criminal law, unless the volunteer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful; (ii) willful misconduct; (iii) if the volunteer is a director or officer of the Corporation, an act or omission within the scope of the volunteer's duties as a director or officer; or (iv) an act or omission for which the volunteer received compensation or any thing of substantial value in lieu of compensation.

(b) Exceptions.

(i) Except as provided in Section 7.10(b) (ii), this section does not apply to any of the following: [a] a civil or criminal proceeding brought by or on behalf of any governmental unit, authority or agency; [b] a proceeding brought by any person for a violation of state or federal law where the proceeding is brought pursuant to an express private right of action created by state or federal statute; [c] claims arising from the negligent operation of an automobile, truck, train, airplane or other vehicle by a volunteer; [d] a proceeding against a volunteer who is licensed, certified, permitted or registered under state law and which is based upon an act or omission within the scope of practice under the volunteer's license, certificate, permit or registration; or [e] proceedings based upon a cause of action for which the volunteer is immune from liability under Wisconsin Statutes Section 146.31(2) and (3), 146.37, 895.44, 895.48, 895.51 or 895.52.

(ii) Section 7.10(b)(i) does not apply to a proceeding brought by or on behalf of a governmental unit, authority or agency in its capacity as a contractor.

Section 7.11. Benefit. The rights to indemnification and advancement of expenses provided by, or granted pursuant to, this ARTICLE 7 shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7.12. Amendment. No amendment or repeal of this ARTICLE 7 shall be effective to reduce the obligations of the Corporation under this ARTICLE 7 with respect to any proceeding based upon occurrences which take place prior to such amendment or repeal.

ARTICLE 8 Amendments

These Bylaws may be altered, amended, restated or repealed and new Bylaws may be adopted by the Members by affirmative vote of at least two-thirds (2/3) of the number of

Members present at any meeting of the Members. Any proposed amendments to the Bylaws shall be sent to all Members at least one (1) month prior to the annual meeting.

ARTICLE 9

Seal

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the State of Incorporation and the words "Corporate Seal."

ARTICLE 10

Fiscal year

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

ARTICLE 11

Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE 12

Procedure and Interpretation

Section 13.1 Procedure. In any parliamentary question not determined by these Bylaws, the latest edition of Robert's Rules of Order will govern. Otherwise proper actions taken by the Corporation will not be invalidated by minor infractions of procedural rules in these Bylaws unless an intention to deprive members of substantial rights is proven.

Section 13.2 Interpretation. Interpretation of the Corporation's Certificate of Incorporation and of these Bylaws is the responsibility of the Board of Directors. Members may submit appeals of any such an interpretation by the Board to the membership at the Annual Meeting, provided that written notice of the intention to appeal is filed with the Secretary at least two (2) calendar months before the Annual Meeting.

ARTICLE 13

Dissolution

If the Corporation proves unable to carry out the purpose for which it was created, the Corporation shall be dissolved in accordance with law, provided, however, that dissolution of the Corporation must be approved by a three-fourths (3/4) majority vote of members and the resolution proposing dissolution must be approved by a two-thirds (2/3) majority vote of the Board of Directors. In the event of the dissolution of the Corporation, all of its assets, after payment of its debts and liabilities, shall be disposed of exclusively for the purposes of the Corporation to such organization or organizations as the Board of Directors shall select, which organizations are organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor statute thereto).