

**CONSENT RESOLUTION OF BOARD OF DIRECTORS
OF
MUSIC THAT MATTERS, INC.**

The undersigned being all of the directors of MUSIC THAT MATTERS, INC. a Delaware nonstock corporation (the "Corporation"), acting pursuant to Title 8, Chapter 1, Subchapter IV, Section 141(f) of the Delaware Code, unanimously adopt the following resolutions:

WHEREAS, Article II, Section 2.01 of the Bylaws of the Corporation provides as follows:

Section 2.01. Purposes. The Corporation is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, and including the following specific purposes:

(a) To own and operate Beta Test radio stations; to research the influence of music on the morality and behavior of people and communicate the results of this research in an effective manner; and to develop and broadcast radio broadcast programming that provides a positive platform that helps all people find God and live His ultimate Truth in life.

In fulfilling this purpose, the Corporation recognizes and acknowledges that:

(1) all people struggle with a hunger and thirst for true contentment, which ultimately is a deeper, more complete understanding of the absolute Truth, which is God;

(2) in the frenetic, overworked, and overscheduled society in which we exist, most people recognize that they have this "hunger and thirst" for something more, but often do not recognize that which they are seeking;

(3) these same people often reach out in a world that has worked hard to roundly reject the very Truth they seek and to eliminate it from their reach, often leading them down a path toward a modern mentality and various other lifestyles; and

(4) that the lack of substance in these modern mentalities and lifestyles ultimately increase the hunger for Truth in these people causing

them to wander about looking for answers that continue to seem out of reach.

In recognition of these unique conditions, the corporation provides a researched music and talk format for radio that can serve as a primer to reintroduce God and His omnipotent influence into the everyday lives of people in a subtle, effective and entertaining way. The Corporation will adhere to the following principles in carrying out its purposes:

(1) *Spread the Good News.* In fidelity to God, the Corporation will create, promote and endorse programming in accordance with the Universal Christian Faith for the benefit of all people. Given the personal and emotive nature of music, the corporation will provide outstanding programming that addresses man's innermost need.

(2) *Relevant and Contemporary Programming.* The Corporation's radio programming will play a crucial role in helping all people integrate a Christian perspective into their daily lives and guide them in asking the fundamental questions about the meaning of life. Through personal listener-interactive programs that focus on current issues and events, the corporation seeks to incorporate Christian beliefs into music and dialogue that lead to maturation of faith.

The corporation will present fundamental elements of Christian beliefs in a manner that can satisfy all Christians, and all who sincerely seek the Truth that makes life meaningful.

The programming format will incorporate a principle long accepted universally, but ignored in recent times, that God can be found everywhere and in all things, especially art. The corporation will utilize modern media tools – such as modern hit music, HD radio, and talk radio formats – as a bridge to communicate the universal nature of God by demonstrating His presence in so-called “mainstream programming.” On-air hosts will share information on the music, particularly its lyrics, to demonstrate its relevance to their lives and their daily routines in an effort to help them discover that God speaks to us in many ways, even through hit music.

(b) To exercise any, all and every power that a nonprofit corporation organized under the provisions of the Delaware Code for charitable, educational, religious and scientific purposes, all for the public welfare, can be authorized to exercise by not any other purpose. Any gifts, grants scholarships and other rewards made by the Corporation shall be given or awarded in such manner as does not violate the restrictions under Code section 501 (c)(3).

WHEREAS, it is deemed to be in the best interest of the Corporation to amend the above-quoted Bylaw in order to emphasize the educational nature of the Corporation's mission.

NOW, THEREFORE, BE IT RESOLVED, that Article II, Section 2.01 of the Bylaws of the Corporation be and hereby is amended so as to read as follows:

Section 2.01. Purposes. The Corporation is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, and including the following specific purposes:

(a) To own and operate Beta Test radio stations; to research the influence of music on the morality and behavior of people, and communicate the results of this research in an effective manner; to educate the stations' audiences, through music programs, music analysis, and interactive and non-interactive talk programs concerning the teachings of the Christian Faith, and how listeners to such programs can integrate the teachings of the Faith in their individual and family lives, their communities and workplaces; and to develop and broadcast radio programming which provides a positive platform that helps all people find God and live His ultimate Truth in life.

In fulfilling this purpose, the Corporation recognizes and acknowledges that:

(1) all people struggle with a hunger and thirst for true contentment, which ultimately is a deeper, more complete understanding of the absolute Truth, which is God;

(2) in the frenetic, overworked, and overscheduled society in which we exist, most people recognize that they have this "hunger and thirst" for something more, but often do not recognize that which they are seeking;

(3) these same people often reach out in a world that has worked hard to roundly reject the very Truth they seek and to eliminate it from their reach, often leading them down a path toward a modern mentality and various other lifestyles; and

(4) that the lack of substance in these modern mentalities and lifestyles ultimately increase the hunger for Truth in these people causing them to wander about looking for answers that continue to seem out of reach.

In recognition of these unique conditions, the corporation provides a researched music and talk format for radio that can serve as a primer to reintroduce God and His omnipotent influence into the everyday lives of people in

a subtle, effective and entertaining way. The Corporation will adhere to the following principles in carrying out its purposes:

(1) *Spread the Good News.* In fidelity to God, the Corporation will create, promote and endorse programming in accordance with the Universal Christian Faith for the benefit of all people. Given the personal and emotive nature of music, the corporation will provide outstanding programming that addresses man's innermost need.

(2) *Relevant and Contemporary Programming.* The Corporation's radio programming will play a crucial role in helping all people integrate a Christian perspective into their daily lives and guide them in asking the fundamental questions about the meaning of life. Through personal listener-interactive programs that focus on current issues and events, the corporation seeks to incorporate Christian beliefs into music and dialogue that lead to maturation of faith.

The corporation will present fundamental elements of Christian beliefs in a manner that can satisfy all Christians, and all who sincerely seek the Truth that makes life meaningful.

The programming format will incorporate a principle long accepted universally, but ignored in recent times, that God can be found everywhere and in all things, especially art. The corporation will utilize modern media tools – such as modern hit music, HD radio, and talk radio formats – as a bridge to communicate the universal nature of God by demonstrating His presence in so-called “mainstream programming.” On-air hosts will share information on the music, particularly its lyrics, to demonstrate its relevance to their lives and their daily routines in an effort to help them discover that God speaks to us in many ways, even through hit music.

(b) To exercise any, all and every power that a nonprofit corporation organized under the provisions of the Delaware Code for charitable, educational, religious and scientific purposes, all for the public welfare, can be authorized to exercise by not any other purpose. Any gifts, grants scholarships and other rewards made by the Corporation shall be given or awarded in such manner as does not violate the restrictions under Code section 501 (c)(3).

FURTHER RESOLVED, that the undersigned are authorized to and hereby do certify that the foregoing resolutions and that the provisions thereof are in conformity with the Certificate of Incorporation and Bylaws of the Company.

FURTHER RESOLVED, the exchange of copies of this Consent Resolution and of signatures by facsimile transmission shall constitute effective execution and delivery of this Consent Resolution as to the parties and may be used in lieu of the original Consent Resolution

for all purposes. Signatures of the parties transmitted by facsimile shall be deemed to be their original signatures for all purposes.

IN WITNESS WHEREOF, the undersigned, hereby being all of the members of the board of directors of Music That Matters, Inc., a Delaware nonstock corporation, have executed this Consent Resolution on the date or dates indicated below.

Dated this 18th day of June, 2008.

BOARD OF DIRECTORS:



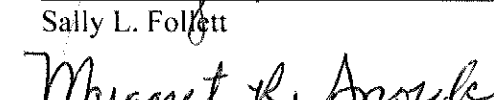
Mark C. Follett



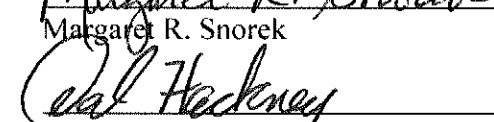
Joseph R. Giganti



Sally L. Follett



Margaret R. Snorek

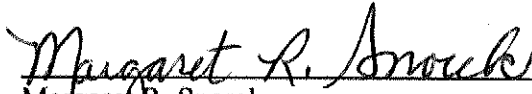


David Hackney

**SECRETARY'S CERTIFICATE OF TRUE COPY
OF BYLAWS**

I, the undersigned, MARGARET R. SNOREK, hereby certify that I am the duly elected and acting Secretary of MUSIC THAT MATTERS, INC., a nonstock corporation, incorporated and existing under the laws of the State of Delaware, and in that capacity have access to its company documents and records and have to certify to such documents and records, and I do hereby certify that the attached document is a complete and correct copy of the Bylaws of MUSIC THAT MATTERS, INC., and all amendments thereto, as it is in effect on this date.

IN WITNESS WHEREOF, I have executed this Certificate on June 18, 2008.



Margaret R. Snorek
Secretary of MUSIC THAT MATTERS, INC.

BYLAWS

BYLAWS
OF
MUSIC THAT MATTERS, INC.

REFERENCE TABLE
TO
BYLAWS
OF
MUSIC THAT MATTERS, INC.

<u>Section</u>	<u>Subject Matter</u>	<u>Page</u>
I.	<u>OFFICES</u>	1
II.	<u>PURPOSES AND LIMITATIONS</u>	1
	2.01. Purposes	1
	2.02. Earnings Limitation	3
	2.03. Lobbying Limitation	3
	2.04. General Limitation	3
	2.05. Grant Limitation	3
III.	<u>BOARD OF DIRECTORS</u>	3
	3.01. General Powers and Number	3
	3.02. Tenure and Qualifications	3
	3.03. Resignation	4
	3.04. Annual Meeting	4
	3.05. Special Meetings	4
	3.06. Notice; Waiver	4
	3.07. Quorum	5
	3.08. Manner of Acting	5
	3.09. Methods of Conducting Meetings	5
	3.10. Action by Written Consent	5
	3.11. Presumption of Assent	5
	3.12. Vacancies	6
	3.13. Committees	6
IV.	<u>EXECUTIVE COMMITTEE</u>	7
	4.01. Appointment	7
	4.02. Authority	7
	4.03. Tenure	7
	4.04. Meetings	7
	4.05. Quorum	7
	4.06. Action Without A Meeting	7
	4.07. Vacancies	7
	4.08. Resignations and Removals	7
	4.09. Procedure	8

V.	<u>OFFICERS</u>	8
	5.01. Number	8
	5.02. Election and Term of Office	8
	5.03. Removal.....	8
	5.04. Vacancies.....	8
	5.05. Chairperson.....	8
	5.06. Vice Chairperson	8
	5.07. President	9
	5.08. Vice President.....	9
	5.09. Secretary	9
	5.10. Treasurer	9
VI.	<u>CONTRACTS BETWEEN CORPORATION AND RELATED PERSONS</u>	9
VII.	<u>INVESTMENT MANAGEMENT POLICY</u>	10
	7.01. Investment Policy	10
	7.02. Appointment of Investment Advisor	10
	7.03. Distributions.	10
VIII.	<u>CONFLICT OF INTEREST POLICY</u>	10
	8.01. Conflict of Interest Policy.....	10
	8.02. Annual Statements	10
IX.	<u>CONTRACTS, LOANS, CHECKS AND DEPOSITS:</u> <u>SPECIAL CORPORATE ACTS</u>	11
	9.01. Contracts.....	11
	9.02. Loans.....	11
	9.03. Checks, Drafts, Etc.	11
	9.04. Deposits	11
	9.05. Gifts	11
X.	<u>INDEMNIFICATION</u>	11
XI.	<u>GENERAL</u>	12
	11.01. Fiscal Year	12
	11.02. Corporate Seal	12
	11.03. Amendment of Bylaws	12
	11.04. Dissolution.....	12
	11.05. Procedure	12

**BYLAWS
OF
MUSIC THAT MATTERS, INC.**

**ARTICLE I
OFFICES**

The principal office of the Corporation shall be located in the Village of Ashwaubenon, County of Brown, and State of Wisconsin. The Corporation may have such other office or offices, either within or without the State of Wisconsin, as the Board of Directors may from time to time designate or as the purposes of the Corporation may require from time to time.

**ARTICLE II
PURPOSES AND LIMITATIONS**

Section 2.01. Purposes. The Corporation is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, and including the following specific purposes:

(a) To own and operate Beta Test radio stations; to research the influence of music on the morality and behavior of people, and communicate the results of this research in an effective manner; to educate the stations' audiences, through music programs, music analysis, and interactive and non-interactive talk programs concerning the teachings of the Christian Faith, and how listeners to such programs can integrate the teachings of the Faith in their individual and family lives, their communities and workplaces; and to develop and broadcast radio programming which provides a positive platform that helps all people find God and live His ultimate Truth in life.¹

In fulfilling this purpose, the Corporation recognizes and acknowledges that:

(1) all people struggle with a hunger and thirst for true contentment, which ultimately is a deeper, more complete understanding of the absolute Truth, which is God;

(2) in the frenetic, overworked, and overscheduled society in which we exist, most people recognize that they have this "hunger and thirst" for something more, but often do not recognize that which they are seeking;

¹ Paragraph amended by Consent Resolution of Board of Directors dated June 18, 2008.

(3) these same people often reach out in a world that has worked hard to roundly reject the very Truth they seek and to eliminate it from their reach, often leading them down a path toward a modern mentality and various other lifestyles; and

(4) that the lack of substance in these modern mentalities and lifestyles ultimately increase the hunger for Truth in these people causing them to wander about looking for answers that continue to seem out of reach.

In recognition of these unique conditions, the corporation provides a researched music and talk format for radio that can serve as a primer to reintroduce God and His omnipotent influence into the everyday lives of people in a subtle, effective and entertaining way. The Corporation will adhere to the following principles in carrying out its purposes:

(1) *Spread the Good News.* In fidelity to God, the Corporation will create, promote and endorse programming in accordance with the Universal Christian Faith for the benefit of all people. Given the personal and emotive nature of music, the corporation will provide outstanding programming that addresses man's innermost need.

(2) *Relevant and Contemporary Programming.* The Corporation's radio programming will play a crucial role in helping all people integrate a Christian perspective into their daily lives and guide them in asking the fundamental questions about the meaning of life. Through personal listener-interactive programs that focus on current issues and events, the corporation seeks to incorporate Christian beliefs into music and dialogue that lead to maturation of faith.

The corporation will present fundamental elements of Christian beliefs in a manner that can satisfy all Christians, and all who sincerely seek the Truth that makes life meaningful.

The programming format will incorporate a principle long accepted universally, but ignored in recent times, that God can be found everywhere and in all things, especially art. The corporation will utilize modern media tools – such as modern hit music, HD radio, and talk radio formats – as a bridge to communicate the universal nature of God by demonstrating His presence in so-called “mainstream programming.” On-air hosts will share information on the music, particularly its lyrics, to demonstrate its relevance to their lives and their daily routines in an effort to help them discover that God speaks to us in many ways, even through hit music.

(b) To exercise any, all and every power that a nonprofit corporation organized under the provisions of the Delaware Code for charitable, educational, religious and scientific purposes, all for the public welfare, can be authorized to exercise by not any

any other purpose. Any gifts, grants scholarships and other rewards made by the Corporation shall be given or awarded in such manner as does not violate the restrictions under Code section 501 (c)(3).

Section 2.02. Earnings Limitation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.01.

Section 2.03. Lobbying Limitation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Neither the Corporation nor its officers or directors shall, in their capacity as officers or directors of the Corporation, contribute to or otherwise support or assist any political party or candidate for elective public office.

Section 2.04. General Limitation. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

Section 2.05. Grant Limitation. Any gifts, grants, scholarships and other awards made by the Corporation shall be given or awarded in such manner as does not violate the restrictions under Code section 501(c)(3).

ARTICLE III BOARD OF DIRECTORS

Section 3.01. General Powers and Number. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall exercise its full authority as granted by the Certificate of Incorporation, by these Bylaws and by operation of law in establishing and maintaining such policies as are consistent with the purposes of the Corporation.

The Board of Directors of the Corporation shall initially be comprised of those individuals designated by the incorporator. The full, complete Board of Directors of the Corporation shall be not less than three (3) in number and shall be no more than nine (9) in number; the President of the Corporation shall serve as a voting *ex officio* member of the Board of Directors.

Section 3.02. Tenure and Qualifications. Each director shall serve for a term of three years, whose terms shall be staggered so that approximately one-third of the directors shall be

elected each year to three-year terms at the annual meeting of the Board of Directors. Additional directors appointed to expand the number of directors will be appointed to first year terms in a manner that conforms to the one-third rule. No person shall be eligible to serve more than three consecutive full three-year terms as a director of the Corporation. Directors need not be residents of the State of Wisconsin.

Section 3.03. Resignation. Any director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein. If no time is 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.

Section 3.04. Annual Meeting. An annual meeting of the Board of Directors shall be held on the 19th of March of each year, or at such other time and date within thirty (30) days thereof as may be authorized by the Board of Directors and set forth in the notice of meeting, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Wisconsin, such meeting shall be held on the next succeeding business day. If the election of officers shall not be held on the day designated herein for any annual meeting of the Board of Directors, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Board of Directors as soon thereafter as convenient.

Section 3.05. Special Meetings. Special meetings of the Board of Directors may be called at any time and for any purpose or purposes by the Chairperson or the President. A special meeting shall also be called by the Secretary of the Corporation upon the oral or written request of any two directors. Any such meeting shall be held at the time and place designated in the notice thereof to be given as provided in section 3.06.

Section 3.06. Notice; Waiver. Written notice of the date, time and place of all meetings of the Board of Directors, annual or special, shall be given by the Secretary of the Corporation to each director. Such notice shall either be delivered personally or mailed to each director at his or her business address or at such other address as such director shall have designated in writing and filed with the Secretary, in each case not less than 72 hours before said meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Whenever any notice whatever is required to be given to any director of the Corporation under the Certificate of Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereat 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.

Section 3.07. Quorum. A majority of the number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

Section 3.08. Manner of Acting. The act 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, unless the act of a greater number is required by law, the Certificate of Incorporation or these Bylaws.

Section 3.09. Methods of Conducting Meetings. Any and all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or may conduct the meeting through the use of, any means of communications by which either of the following occurs:

(a) All participating directors may simultaneously hear each other during the meeting; or

(b) 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. If a meeting is to be conducted through the use of any of the means described in this section, all participating directors shall be informed that a meeting is taking place at which time official business may be transacted. A director participating in a meeting by any means described in this section is considered to be present in person at the meeting. If requested by a director, minutes of the meeting shall be prepared and distributed to each director.

Section 3.10. Action by Written Consent. An action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action is signed by two-thirds of the directors then in office. A consent under this section shall have the same force and effect as a vote of the Board of Directors taken at a meeting. If written action is taken under this section by all directors, the written action shall be effective when signed by all directors, unless a different effective date and time are specified in the written consent. If written action is taken under this section by less than all directors, all directors shall be notified immediately of the text of the written consent and of its effective date and time. Failure to provide notice under this section shall not invalidate the action taken by written consent under this section. A director who does not sign or consent to the action taken by written consent shall not be liable for the action. If written notice is required, the written action shall be effective on the date specified in the written consent or on the tenth day after the date on which notice is given, whichever is later.

Section 3.11. 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 or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof

or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.12. Vacancies. Except as otherwise provided herein, any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled by the Board of Directors until the next succeeding annual election by the Board of Directors.

Section 3.13. Committees.

(a) Executive Committee. When the Board of Directors is not in session, an Executive Committee as described in Article V shall have and may exercise all of the authority of the Board of Directors, except to the extent, if any, that such authority shall be limited by the Board of Directors.

(b) Finance Committee. The Finance Committee shall consist of the Chairperson, President, Treasurer, Secretary, and two (2) members of the Board of Directors who shall be appointed by the Chairperson of the Corporation. The Finance Committee shall recommend to the Board of Directors the fiscal policy of the Corporation and shall, under the direction of the Board of Directors, manage the assets and supervise the various insurance programs of the Corporation.

(c) Nominating Committee. The Nominating Committee shall consist of two (2) members of the Board of Directors who shall be appointed by the Chairperson of the Corporation at least sixty (60) days in advance of the annual meeting of the Board of Directors. The Nominating Committee shall prepare the slate of candidates for election as directors and officers of the Corporation. The Board of Directors are not required to adhere to the Nominating Committee's slate of candidates in electing directors and officers of the Corporation. Rather, the Nominating Committee's slate of candidates is intended to provide the Board of Directors with guidance in electing directors and officers of the Corporation.

(d) Other Committees. The Board of Directors by resolution adopted by the affirmative vote of a majority of the directors, may designate one or more committees, each committee to consist of three or more members of the Board of Directors who shall be appointed by the Chairperson of the Corporation to exercise, when the Board of Directors is not in session, the powers the Board of Directors delegates to such committee or committees. The Chairperson may also appoint one or more members of the Board of Directors as alternate members of any committee who may take the place of any absent member or members at any meeting of such committee, upon request by the Chairperson or the Chair of such committee. Each committee shall 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.

ARTICLE IV EXECUTIVE COMMITTEE

Section 4.01. Appointment. The Chairperson, President, Treasurer and Secretary of the Corporation shall constitute the Executive Committee upon his or her election as an officer of the Corporation. The Board of Directors shall appoint at least two directors to serve as members of the Executive Committee.

Section 4.02. Authority. When the Board of Directors is not in session, the Executive Committee shall have and may exercise all of the authority of the Board of Directors, except to the extent, if any, that such authority shall be limited by the Board of Directors.

Section 4.03. Tenure. Each member of the Executive Committee shall hold office until the next regular annual meeting of the Board of Directors following his or her designation and until his or her successor is designated as a member of the Committee and is elected and qualified.

Section 4.04. Meetings. Regular meetings of the Executive Committee may be held without notice at such times and places as the Executive Committee may affix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof following the same notice procedure set forth in Section 3.06. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. Any or all members of the Executive Committee may participate in a regular or special meeting of the Committee by, or may conduct the meeting through the use of, any means of communication described in Section 3.09. Participation in a meeting pursuant to such communications shall constitute presence in person at such meeting.

Section 4.05. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof. Action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at the meeting at which a quorum is present.

Section 4.06. Action Without A Meeting. Any Executive Committee action may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the voting members of the Executive Committee.

Section 4.07. Vacancies. Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the full Board of Directors.

Section 4.08. Resignations and Removals. Any member of the Executive Committee may be removed at any time, with or without cause, by resolution adopted by a majority of the Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the Chairperson or to the Secretary of the

Corporation, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.09. Procedure. The Chairperson shall, when present, preside at all meetings of the Executive Committee. The Executive Committee may fix its own rules and procedures which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the first meeting of the Board of Directors following the Executive Committee meeting.

ARTICLE V OFFICERS

Section 5.01. Number. The principal officers of the Corporation (to the extent determined necessary by the Board of Directors) shall be a Chairperson, one or more Vice Chairpersons, President, one or more Vice Presidents, a Treasurer and Secretary, such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President.

Section 5.02. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at their annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. The Chairperson, any Vice Chairpersons, Treasurer and Secretary must be elected from among the Board of Directors; other officers need not be members of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected or until his or her prior death, incapacity, resignation or removal.

Section 5.03. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. Election or appointment shall not of itself create contract rights.

Section 5.04. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5.05. Chairperson. The Chairperson shall (a) preside at all meetings of the Board of Directors; (b) serve ex officio on all committees of the Board of Directors; (c) serve as a liaison between the Board of Directors and the President; and (d) have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business or which shall be authorized by resolutions of the Board of Directors, except as otherwise provided by law.

Section 5.06. Vice Chairperson. The Vice Chairperson of the Board of Directors shall have authority in the absence of the Chairperson or in the event of his or her removal, death or

refusal to act to perform the duties of the Chairperson. He or she shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors or the Chairperson.

Section 5.07. President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall, in general (a) administer all of the business and affairs of the Corporation; (b) have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Corporation (except the Chaplain), as the President shall deem necessary, to prescribe their powers, duties, terms and compensation and to delegate authority to them; (c) have authority to sign, execute and acknowledge, on behalf of the Corporation, reports and other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolutions of the Board of Directors; (d) report to the Chairperson; and (e) perform all duties incident to the office of President.

Section 5.08. Vice President. One or more Vice Presidents shall perform such duties as the President or the Board of Directors may from time to time specify.

Section 5.09. Secretary. The Secretary shall (a) keep the minutes of the Board of Directors meetings; (b) give all notices in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the Corporation's records and of the seal of the Corporation and affix the seal to all documents the execution of which, on behalf of the Corporation and under its seal, is duly authorized; (d) keep a register of the post office address of each member; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson or the Board of Directors.

Section 5.10. Treasurer. The Treasurer shall see that a true and correct accounting of the financial transactions of the Corporation is made and that reports of such transactions are presented to the Board of Directors. The Treasurer shall have the care and custody of the funds of the Corporation, and shall cause the same to be deposited in such manner in such banks as the Board of Directors may direct.

ARTICLE VI CONTRACTS BETWEEN CORPORATION AND RELATED PERSONS

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 he, she or 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 he, she or they are interested, shall be valid for all purposes, notwithstanding the presence of such director or 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, her 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

the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This ARTICLE VI 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 VII INVESTMENT MANAGEMENT POLICY

Section 7.01. Investment Policy. The Board of Directors shall adopt a formal investment policy (the "Investment Policy") with respect to the management of the Corporation's investment portfolio. At least annually, the Board of Directors shall (a) review the Corporation's investments and applicable prudence, liquidity and diversification standards; and (b) examine actual investments and investment alternatives in depth by (i) comparing actual investment results to the results reported for alternative investments; (ii) comparing the characteristics of alternative investments and investment vehicles; and (iii) examining and reconsidering the Investment Policy.

Section 7.02. Appointment of Investment Advisor. The Board of Directors may appoint one or more investment managers to supervise and direct the investment and reinvestment of all or any portion of the Corporation's investment assets. Any investment manager so appointed shall be an investment advisor registered under the Investment Advisors Act of 1940, a bank defined in such act or an insurance company which is qualified to manage the assets of employee benefit plans under the laws of the State of Wisconsin. As a condition to his, her or its appointment, an investment manager shall acknowledge in writing that he, she or it is a fiduciary with respect to the Corporation. The Board of Directors shall furnish the investment manager with the written Investment Policy for investment, which guidelines may include directions with respect to the diversification of the investments. The Corporation may pay such compensation to any investment manager as the Board of Directors shall deem reasonable.

Section 7.03. Distributions. The Corporation may make distributions of unrestricted funds in furtherance of its tax-exempt purposes in the manner determined by the Board of Directors.

ARTICLE VIII CONFLICT OF INTEREST POLICY

Section 8.01. Conflict of Interest Policy. The Board of Directors shall adopt a formal conflict of interest policy (the "Conflict of Interest Policy") to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. At least annually, the Board of Directors shall examine and reconsider the Conflict of Interest Policy.

Section 8.02. Annual Statements. Each director, officer and member of a committee with

with Board of Directors delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the Conflict of Interest Policy; (b) has read and understands the Conflict of Interest Policy; (c) has agreed to comply with the Conflict of Interest Policy; and (d) understands the Corporation is a charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE IX CONTRACTS, LOANS, CHECKS AND DEPOSITS: SPECIAL CORPORATE ACTS

Section 9.01. 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 Chairperson or President and by the Secretary or Assistant Secretary 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 9.02. Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 9.03. 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 as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 9.04. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

Section 9.05. Gifts. Contributions offered to the Corporation may be refused by the Directors if found to be inconsistent with the purposes of the Corporation or impractical to administer as a part thereof. Notwithstanding any other provisions of these Bylaws, the Corporation shall not accept any contribution which is required to be administered or invested, in any manner that would jeopardize the tax-exempt status of the Corporation.

ARTICLE X INDEMNIFICATION

The Board of Directors and any of its members shall not be liable for any misapplication of

of funds provided that such application shall have been made in good faith and not in willful violation of these Bylaws, nor for any acts, neglects or defaults of any employee, agent or representative selected by the Board of Directors with reasonable care, nor for anything which such Board of Directors or any of its members may do or refrain from doing in good faith, including an error in judgment, act done or amended on advice of counsel, or any mistake of fact or law if done in good faith. Directors shall be entitled to indemnification for actions as directors to the extent permitted by Delaware or Wisconsin law. To satisfy said requirement, the Board of Directors is authorized to purchase liability insurance for the directors of the Corporation.

ARTICLE XI GENERAL

Section 11.01. Fiscal Year. The fiscal year of the Corporation shall be the year ending December 31st.

Section 11.02. Corporate 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."

Section 11.03. Amendment of Bylaws. The Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by the affirmative vote of the directors then in office; provided, however, no such amendment shall change the general purposes hereof so that such purposes will not be among those permissible for a tax-exempt corporation under Section 501(c)(3) of the Code.

Section 11.04. 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. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations, as the Board of Directors shall select, which are organized and operated exclusively for charitable, religious, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. If the Board of Directors proves unable to agree upon the disposition of the Corporation's assets, all residual assets shall be surrendered to the circuit court in the county in which the Corporation's principal office is located for disposition by the court for the benefit of other organizations that are exempt under Section 501(c)(3) of the Code.

Section 11.05. Procedure. If the Bylaws are silent as to any procedural aspect of any action or meeting hereunder, the procedures of the latest edition of *Roberts Rules of Order* shall control such procedure.