

**Wisconsin Economic Development Corporation
Resolution of the Board of Directors**

July 14, 2016

Re: Resolution on Fifth Amended & Restated Bylaws

The following resolution of the Board of Directors of the Wisconsin Economic Development Corporation (WEDC), a public body corporate and politic, is adopted at a meeting of the Board of Directors held on the date set forth above, following the required notice and with quorum of the Board of Directors present pursuant to Chapter 238 of the Wisconsin Statutes:

WHEREAS, § 238.04(1) of the Wisconsin Statutes permits the Board of Directors to adopt, amend, and repeal any bylaws, policies, and procedures for regulating its affairs and the conduct of its business.

WHEREAS, Now, THE BOARD OF DIRECTORS RESOLVES:

RESOLVED, the Fifth Amended and Restated Bylaws of the Corporation, attached as Exhibit A, are approved and adopted as the Fifth Amended and Restated Bylaws of the Corporation.

RESOLVED, the Board of Directors of WEDC authorizes and approves the CEO or his designee, to do or cause to be done all other actions, and to execute all documents necessary or convenient in order to accomplish the intent and objectives of the foregoing resolutions.

This Resolution shall take effect immediately upon its adoption on July 14, 2016

WISCONSIN ECONOMIC DEVELOPMENT CORPORATION

FIFTH AMENDED & RESTATED BYLAWS

Effective July 14, 2016

ARTICLE I

Purposes of the Corporation

The purposes of Wisconsin Economic Development Corporation, a public body corporate and politic (the "Corporation"), shall be as set forth in Chapter 238 of the Wisconsin Statutes (the "Authorizing Statute"). These Bylaws specify various matters affecting the operations and governance of the Corporation.

ARTICLE II

Members

The Corporation shall have no members but shall be managed by its Board of Directors as set forth in Article III of these Bylaws and the Authorizing Statute.

ARTICLE III

Directors

Section 1. Powers. Subject to the limitations of the Authorizing Statute and these Bylaws, the affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number, Qualification & Term.

(a) The number of Directors of the Corporation shall be fifteen, thirteen of which shall be voting and two of which shall be nonvoting.

(b) The Governor of the State of Wisconsin (the "Governor") shall nominate, and with the advice and consent of the Wisconsin Senate (the "Senate"), appoint six Directors of the Corporation (each a "Governor Appointed Director" and collectively, the "Governor Appointed Directors"). The Governor Appointed Directors shall serve at the pleasure of the Governor. The Governor Appointed Directors shall serve staggered four-year terms or until such Governor Appointed Director's death or resignation.

(c) The Speaker of the Wisconsin Assembly (the "Assembly") shall appoint three Directors of the Corporation (each a "Speaker Appointed Director" and collectively, the "Speaker Appointed Directors"). The Speaker Appointed Directors shall consist of: one Representative to the Assembly from the Speaker's party; one Representative to the Assembly from the minority party (or, if there is more than one minority party, then from the largest party other than the Speaker's party); and one person who is not directly employed by a governmental agency or authority. Each of the Representatives who shall serve as Speaker Appointed Directors shall be chosen in the same manner in which Representatives of the Assembly are appointed to standing committees in the Assembly. The Speaker Appointed Directors shall serve at the pleasure of the Speaker of the Assembly or until such Speaker Appointed Director's death or resignation, except that the Speaker Appointed Director who is a Representative in the

minority party in the Assembly shall serve at the pleasure of the Minority Leader of the Assembly or until such Director's death or resignation.

(d) The Majority Leader of the Senate shall appoint three Directors of the Corporation (each a "Majority Leader Appointed Director" and collectively, the "Majority Leader Appointed Directors"). The Majority Leader Appointed Directors shall consist of: one Wisconsin state Senator from the Majority Leader's party; one Wisconsin state Senator from the minority party (or, if there is more than one minority party, then from the largest party other than the Majority Leader's party); and one person who is not directly employed by a governmental agency or authority. Each of the Wisconsin state Senators who serve as Directors shall be chosen in the same manner in which Wisconsin state Senators are appointed to standing committees in the Senate. The Majority Leader Appointed Directors shall serve at the pleasure of the Majority Leader of the Senate or until such Majority Leader Appointed Director's death or resignation, except that the Majority Leader Appointed Director who is a Senator in the minority party in the Senate shall serve at the pleasure of the Minority Leader of the Senate or until such Director's death or resignation.

(e) The Secretary of Administration for the State of Wisconsin and the Secretary of Revenue for the State of Wisconsin shall each serve as nonvoting Directors of the Corporation, commencing on the date of each Secretary's term and terminating when each Director no longer serves as a Secretary of the departments set forth herein, at which time the succeeding Secretary shall become a non-voting Director.

Section 3. Resignation. A Director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. This section shall not apply to the Secretary of Administration, or the Secretary of Revenue, who may not resign from the Corporation so long as he or she holds the office giving rise to his or her position as a Director of the Corporation. In the event one of the public officials who serves as a Director by virtue of holding such office (i.e., Representative, Senator, Secretary of Administration, or Secretary of Revenue) ceases to serve in the public office that gave rise to his or her appointment as a Director of the Corporation, such public official shall be deemed to tender his or her resignation when he or she is no longer serving in the public office that gave rise to his or her appointment. For example, if a Speaker Appointed Director who is a Representative ceases to be a Representative, that Speaker Appointed Director shall be deemed to have resigned.

Section 4. Removal. Any Governor Appointed Director may be removed from office at any time, with or without cause, by the Governor. Any Speaker Appointed Director may be removed from office, at any time, with or without cause, by the Speaker. Any Majority Leader Appointed Director may be removed from office at any time, with or without cause, by the Majority Leader.

Section 5. Vacancies. A vacancy or vacancies in the Board of Directors occurring for any reason may be filled by the individual who has the authority to appoint a

Director to the vacated seat, under the same terms and provisions as set forth in this ARTICLE III. Each Director so appointed shall hold office until such Director's successor is elected and qualified, or until such Director's death, resignation or removal.

Section 6. Meetings.

(a) Annual Meeting. A regular meeting of the Board of Directors, designated as the annual meeting, shall be held each year at such time and place as may be designated by the Chairperson of the Corporation, or by any Vice Chairperson if the Chairperson is unable to act, for the election of officers and the transaction of such other business as may properly come before the meeting. In the event of failure, through oversight or otherwise, to hold the annual meeting of Directors in any year, the meeting, upon waiver of notice or upon due notice, may be held at a later date.

(b) Other Regular Meetings. Other regular meetings of the Board of Directors of the Corporation may be held at such regularly recurring time and place as the Board of Directors may designate.

(c) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the CEO of the Corporation (as defined below), by a majority of the Directors, or by the Chairperson of the Corporation or if the Chairperson is absent or is unable or refuses to act, by any Vice Chairperson.

(d) Open Meetings. All meetings of the Board of Directors shall be held in compliance with Wisconsin's Open Meetings Law, Wis. Stats. §§ 19.81-98.

Section 7. Notices. Except as otherwise provided in these Bylaws, notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each Director by written notice delivered in person, by electronic mail, or by mail or private carrier, not more than sixty days prior to the date of the meeting, but at least twenty-four hours before the time set for such meeting or, if notification is by mail, by mailing such notice at least five days before the day set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Director at the Director's address as it appears on the records of the Corporation. Except as otherwise provided in these Bylaws, neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting.

Section 8. Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though held at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by (a) each Director not present at the meeting and (b) each Director present at the meeting who objected to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting. Notwithstanding

anything contained in this Section, no Director or Directors have the authority to waive any requirements pursuant to Wisconsin's open meetings law.

Section 9. Quorum; Action of Directors. A majority of the number of voting Directors appointed to and serving as Directors of the Corporation pursuant to these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by law, the Authorizing Statute or these Bylaws. The voting on all questions at a meeting shall be by voice vote, unless a Director requests a roll call vote, in which case each Director's vote shall be reflected in the meeting minutes.

Section 10. Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Section 11. Organization. The Chairperson of the Corporation, or in the absence of the Chairperson, the Vice-Chairperson, shall act as chair at every meeting of the Board of Directors. The Secretary of the Corporation, or in the absence of the Secretary, any person appointed by the chairperson of the meeting, shall act as Secretary of the meeting.

Section 12. Methods of Conducting Meetings. Directors may participate in any regular or special meeting or in any meeting of a committee of Directors by any means of communication by which either (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. If a meeting is conducted through the use of one of the foregoing means, all participating Directors must be informed that a meeting is taking place at which official business may be transacted. A Director participating in such a meeting is deemed to be present in person at the meeting. If requested by any Director, minutes of the meeting shall be prepared and distributed to each Director.

Section 13. Compensation. The Directors shall not receive compensation for their service on the Board of Directors; provided, however, that Directors of the Corporation shall be entitled to reimbursement of necessary expenses, including travel expenses.

Section 14. Committees. The Board of Directors or the Chairperson of the Board may authorize the creation of any standing and/or temporary committees to consider appropriate matters, make reports to the Chairperson and/or Board of Directors, and fulfill such other advisory and decision making functions as may be designated. The Board of Directors or the Chairperson of the Board may appoint or remove committee members (whether or not the committee member is a Director). The designation of such standing and/or temporary committees, and the committee members thereof, shall be recorded in the minutes of the Board of Directors at the immediately following meeting.

ARTICLE IV **Officers**

Section 1. Officers. The Corporation shall have a CEO, a Chairperson, one or more Vice Chairpersons, a Secretary, a Treasurer and such other officers or assistant officers as the Directors may from time to time elect. The Chairperson shall be a Director employed in the private sector. Any two or more of said offices may be held by the same person, except that (a) no person may serve as CEO and any one of the other offices; (b) the offices of Chairperson and Secretary may not be held by the same person; and (c) the offices of Chairperson and Vice Chairperson may not be held by the same person.

Section 2. Election. Other than the office of CEO, the officers of the Corporation shall be chosen annually by the Board of Directors at its annual meeting, and each officer shall hold office until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation or removal as either an officer or as a Director. Election or appointment as an officer shall not of itself create contract rights.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. If an officer resigns as a Director of the Corporation, it shall be deemed a resignation as an officer as well.

Section 4. Removal. Any officer other than the CEO, may be removed from office by the action of the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, without prejudice to the contract rights, if any, of the officer so removed.

Section 5. Vacancies. A vacancy occurring in any office other than the office of CEO, for any reason, may be filled for the unexpired portion of the term of said office by the Board of Directors. A vacancy in the office of CEO shall be filled in accordance with this ARTICLE IV by appointment of the Governor.

Section 6. Chairperson. The Chairperson shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board of Directors or as are prescribed in these Bylaws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of

Directors. The Chairperson shall preside at all meetings of the Corporation. The Chairperson shall have authority, subject to the rules as may be prescribed by the Board of Directors, to sign, execute, and acknowledge, on behalf of and in the name of the Corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. Notwithstanding the foregoing, neither the Chairperson nor any other officer other than the CEO may sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts, or other orders for payment of money, notes, acceptances, or other evidence of indebtedness without the specific authority of the Board of Directors pursuant to ARTICLE V below of these Bylaws dealing with such matters. The Chairperson shall, whenever it may in the Chairperson's opinion be necessary, prescribe the duties of other officers and employees of the Corporation, in a manner not inconsistent with the provisions of these Bylaws and the directions of the Board of Directors.

Section 7. Vice Chairpersons. In the absence or disability of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairperson. If at any such time the Corporation has more than one Vice Chairperson, the duties and powers of the Chairperson shall pass to the Vice Chairpersons in order of their rank as fixed by the Board of Directors, or if they are not so ranked, to the Vice Chairperson designated by the Board of Directors. The Vice Chairpersons shall have such other powers and perform such other duties as may be prescribed for them from time to time by the Board of Directors, or these Bylaws.

Section 8. Secretary. The Secretary shall perform, or have performed under the Secretary's direction, the following functions:

- (a) Certify and keep at the principal office of the Corporation a copy of the Authorizing Statute and an original or copy of these Bylaws, as amended or otherwise altered to date.
- (b) Keep at the principal office of the Corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings of the Board of Directors and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the Corporation, if any, and see that it is engraved, lithographed, printed, stamped, impressed upon, or affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws.
- (e) See that the books, reports, statements and all other documents and records required by law are properly kept and filed.

(f) 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 Board of Directors.

Section 9. Treasurer. The Treasurer shall perform, or have performed under the Treasurer's direction, the following functions:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected by the Board of Directors.

(b) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.

(c) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.

(d) In general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

Section 10. Chief Executive Officer.

(a) Appointment Process. The Governor shall nominate, and with the advice and consent of the Senate appoint, the Chief Executive Officer of the Corporation (the "CEO"), to serve at the pleasure of the Governor. For avoidance of doubt, when a new Governor takes office, the CEO shall remain as CEO of the Corporation unless and until the CEO is removed. The CEO may resign at any time by filing his or her written resignation with the Secretary of the Corporation. If the office of CEO is vacant, the COO may exercise all powers and duties of the CEO as otherwise assigned by these Bylaws, the Authorizing Statute, or the Board of Directors.

(b) Authority of CEO.

(1) *General Authority*. The Board of Directors may delegate to the CEO or other WEDC employee any powers and duties the Board of Directors deems necessary, appropriate, or proper. The powers and duties delegated here are subject to the Board reserving for itself – through the Board or a Committee of the Board – the delineated power or duty.

(2) *Execution of Documents for Administration of the Corporation*. The CEO shall have authority (or delegate authority), subject to rules as may be prescribed by the Board of Directors, to sign, execute, and acknowledge, on behalf of and in the name of the Corporation, any instrument or document the CEO deems necessary, appropriate, or proper in the day-to-day management of the Corporation, or any other instrument or document specifically authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to

some other officer or agent of the Corporation. For the avoidance of doubt, this subsection conveys to the CEO the authority to execute documents, contracts, and other instruments required for the day-to-day operation of the Corporation, including all day-to-day purchases by the CEO (or his or her delegate) that are deemed necessary or appropriate for the efficient functioning of the Corporation. The CEO may execute, or may delegate authority to execute, any checks, drafts, or other orders for payment of money, notes, acceptances, or other evidence of indebtedness (other than bonds) without the specific authority of the Board of Directors, provided that such checks, draft, or indebtedness is in furtherance of the operation of the Corporation or is otherwise authorized by the Authorizing Statute. Nothing in this subsection, or anywhere else in these Bylaws, shall be deemed to convey to the CEO the authority to incur debt on behalf of the Corporation unless such debt is specifically set forth in a budget approved by the Board of Directors or is otherwise in the ordinary course of business.

(3) *Execution of Documents Related to Economic Development Programs.* In furtherance of the Corporation's mission to foster economic development (as defined in Wis. Stat. § 238.01(3)) within the State of Wisconsin, the CEO may execute (or delegate authority to execute) contracts or other documents related to the Corporation's economic development programming, including loans, grants, and/or tax credits. The CEO shall provide reports to the Board of Directors conveying the amount of any loans, grants, and/or tax credits, broken down by organization or entity to which those funds are allocated. The Board of Directors must approve the designation of an enterprise zone (as designated by the Corporation from time to time) and the amount and type of tax credits allocated to such enterprise zone.

(4) *Acceptance of Gifts from Private Sources.* Only the CEO may accept gifts, contributions, donations, and bequests from private sources (collectively "gifts") for the benefit of the Corporation. However, the CEO's authority under this subsection is limited to gifts of up to \$25,000 in a twelve-month period by any one individual, an individual and his or her immediate family, or an individual and any organization in which the individual (or a member of the individual's immediate family) owns or controls at least 10% of the outstanding equity, voting rights, or indebtedness.

(5) *Acceptance of Grants, and Gifts from Public Sources.* Only the CEO may accept grants from public and private sources, and gifts, contributions, donations, and bequests from public sources (collectively "gifts") for the benefit of the Corporation.

(6) *Budget.* The CEO may establish (or delegate the establishment of) the Corporation's budget, and may monitor (or delegate the monitoring of) the Corporation's fiscal management.

(7) *Employment Matters.* The CEO may (or may delegate authority to), from time to time, employ any officers, agents, and/or employees that the CEO deems necessary or appropriate to fulfill the Corporation's needs, and the CEO may determine those officers', agents', and/or employees' qualifications, duties, compensation, and benefits. The CEO may also establish and enforce the Corporation's personnel and human resources policies and procedures.

(8) *Bonding Authority.* The CEO may, from time to time, issue (or delegate the authority to issue) bonds on behalf of the Corporation but only after obtaining the approval by the Board of Directors.

(9) *Separate Corporation.* Upon approval by the Board of Directors and as authorized by the appropriate organizational documents, the CEO may create and manage (or delegate authority to create and manage) a corporation organized under chapter 181 of the Wisconsin Statutes for the benefit of the Corporation. Such management shall include the authority to exercise the powers reserved to the Corporation under the separate corporation's organizational documents.

(10) *Procuring Insurance.* The CEO may procure (or delegate authority to procure) any insurance the CEO deems necessary, appropriate, or proper for management of the Corporation.

Section 11. Compensation. The salary of the CEO shall be fixed from time to time by the Board of Directors or a duly authorized committee thereof. Salaries of other principal officers and personnel shall be fixed from time to time by the CEO or by a duly authorized committee of the Board of Directors and shall be consistent with policies determined by the Board of Directors.

ARTICLE V

Instruments; Bank Accounts; Checks and Drafts; Loans; Securities

Section 1. Execution of Instruments. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and 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 requirements as set forth herein or in Board resolutions, the CEO may execute or delegate the execution, of all contracts and other instruments required for the operation of the Corporation, together with any documents necessary to issue bonds, notes, to incur other debt obligations or to provide grants (if so approved by the Board either specifically or generally) and, when necessary, shall ensure that the Corporation's seal is affixed to any such document.

Section 2. Bank Accounts. The Board of Directors or the CEO from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the Corporation.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, 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 be determined from time to time by resolution of the Board of Directors or as otherwise set forth in these Bylaws. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without counter-signature by the CEO, Chairperson or any Vice Chairperson or the Treasurer, or by any other officer or agent of the Corporation.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors or as otherwise provided pursuant to ARTICLE IV. Such authority may be general or confined to specific instances.

Section 5. Facsimile Signatures and Seal. The seal of the Corporation on any document referenced in this ARTICLE V may be a facsimile. The signatures of the Chairperson, Vice Chairperson, and CEO may be facsimiles.

Section 6. Signatures by Former Officers. In case any officer, who has signed or whose facsimile signature has been placed upon any document referenced in this ARTICLE V, shall have ceased to be such officer before such evidence is issued, it may be issued by the Corporation with the same effect as if he or she were such officer at the date of its issue.

ARTICLE VI **Miscellaneous**

Section 1. Fiscal Year. The fiscal year of the Corporation shall Commence on the first day of July in each year and close on the next succeeding June 30.

Section 2. Corporate Seal. The seal of the Corporation shall contain the name of the Corporation and the word "Wisconsin."

Section 3. Resolutions as Severable, Superseding, and Authorizing. Unless otherwise expressly provided, if any one or more of the provisions of any resolution of the Corporation should be determined by a court of competent jurisdiction to be contrary to law, then such provision or provisions shall be deemed and construed to be severable from the remaining provisions therein contained and shall in no way affect the validity of the other provisions of such resolution. Unless otherwise expressly provided, each resolution of the Corporation shall be deemed to rescind and repeal all prior resolutions, rules or other actions, or part thereof, of the Corporation in conflict with such subsequent resolution insofar (and only insofar) as such conflict exists. This provision shall not apply to conflicts between resolutions and the Bylaws of the Corporation, as such conflicts shall be resolved in accordance with ARTICLE VIII's

provisions on conflict. The officers of the Corporation, attorneys, agents or employees of the Corporation shall be automatically authorized to do all acts and things required of them by any resolution of the Corporation for the full, punctual and complete performance of all of the provisions of such resolution.

ARTICLE VII **Indemnification**

Section 1. Indemnification for Successful Defense. The Corporation shall indemnify a Director, officer or employee to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the Director, officer or employee was a party because he or she is a Director, officer or employee of the Corporation.

Section 2. Other Indemnification. In cases not included under ARTICLE VII, Section 1, the Corporation shall indemnify a Director or officer against liability incurred by the Director or officer in a proceeding to which the Director or officer was a party because he or she is a Director or officer of the Corporation, unless liability was incurred because the Director or officer breached or failed to perform a duty that he or she owes to the Corporation and the breach or failure to perform constitutes any of the following:

(a) A willful failure to deal fairly with the Corporation in connection with a matter in which the Member or officer has a material conflict of interest;

(b) A violation of the criminal law, unless the Director or officer has reasonable cause to believe that his or her conduct was lawful or has no reasonable cause to believe that his or her conduct was unlawful;

(c) A transaction from which the Director or officer derived an improper personal profit; or

(d) Willful misconduct, including a violation of the ethics laws as set forth in Wis. Stat. Chapter 19 (as amended and modified from time to time) to which Directors are subject.

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 Section.

Section 3. Allowance of Expenses. Within 10 days after receipt of a written request by a Director or officer who is a party to a proceeding, 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 (together with reasonable interest thereon) to the extent that it is ultimately determined

under ARTICLE VII, Sections 1 and 2 that indemnification is not required. 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 as determined by the Board of Directors.

Section 4. Determination of Right to Indemnification. Unless otherwise provided by written agreement between the Director or officer and the Corporation, a decision on whether the Director or officer seeking indemnification under this ARTICLE VII shall be indemnified will be determined by one of the following means for establishing his or her right to indemnification:

(a) By a majority vote of a quorum of the Directors who are not at the time parties to the same or related proceedings. If a quorum of disinterested Directors cannot be obtained, then the disinterested Directors shall select by majority vote from among subsections (b) and (c), below.

(b) By independent legal counsel selected by a majority vote of a quorum of the Directors at the time parties to the same or related proceedings or, if (and only if) unable to obtain such a quorum, by a majority vote of all of the Directors, including Directors who are parties to the same or related proceedings.

(c) By a panel of three arbitrators consisting of one arbitrator selected by those Directors entitled under the previous subsection to select independent legal counsel, one arbitrator selected by the Director or officer seeking indemnification, and one arbitrator selected by the two arbitrators previously selected.

Section 5. Other Rights. The indemnification provided by this ARTICLE VII shall not be deemed exclusive of any other indemnity which the Directors, or the Corporation, may lawfully grant or any other rights to which any officer, Director, employee or agent may be entitled, and 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 6. Insurance. The Corporation may, but shall not be required to, purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, against any liability asserted against him or her and 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 be obligated to indemnify him or her against such liability under the provisions of this ARTICLE VII. Such insurance may, but need not, be for the benefit of all Directors, officers, employees and agents.

ARTICLE VIII **Amendment**

These Bylaws may be amended or amended and restated by the Board of Directors. The amendment must be approved by a two-thirds majority of the Directors present at a duly authorized meeting that fulfills the quorum requirements set forth herein. To the extent any action by the Board of Directors is inconsistent with these Bylaws, as in effect at the time of the action, but the action is taken by at least the number of Directors that would be necessary to

amend the Bylaws, then such action shall be given the same effect as though the Bylaws had been temporarily amended to the extent necessary to permit the specific action to be authorized and taken by the Board of Directors.