

**RESTATED
BY-LAWS
OF
WISCONSIN DISTRICT ATTORNEYS ASSOCIATION, INC.**

**REFERENCE TABLE
TO THE BY-LAWS OF**

WISCONSIN DISTRICT ATTORNEY'S ASSOCIATION, INC.

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WISCONSIN DISTRICT ATTORNEYS ASSOCIATION, INC.

ARTICLE I. OFFICES

The current principal office of the Corporation is located in the City of Madison, County of Dane, State of Wisconsin. The Corporation may have such other office or offices within the State of Wisconsin, as the Executive Committee may from time to time designate or as the purposes of the Corporation may require from time to time.

ARTICLE II. PURPOSE

The Corporation is organized exclusively to promote the common interests of the Wisconsin District Attorneys in carrying out and enforcing the laws of the State of Wisconsin, and other business interests as meant by and within the meaning of those terms as used in Section 501(c)(6) of the Internal Revenue Code of 1986 or any successor statute thereto, which includes the following specific purposes:

To advance the welfare of the general public by educating and further training members on the law and changes thereto.

To educate the general public regarding the law and changes thereto.

To assist in the exchange of information with members and develop cooperation among the members to better carry out the functions of the members several offices.

To exercise any, all and every power which a nonprofit corporation, organized under the provisions of the Wisconsin Non-Stock Corporation Law for business and educational purposes, all for the public welfare, can be authorized to exercise, but not any other purpose. No substantial part of the activities, funds, property or income of the Corporation shall be used in carrying on any political activity, directly or indirectly. Neither the Corporation or its officers or committee members shall, as such, contribute to or otherwise support or assist any political party or candidate for elective public office.

ARTICLE III. MEMBERS

SECTION 3.01. Classes of Members. The Corporation shall have two classes of members, Members and Associate Members.

SECTION 3.02. Obtaining Membership. Membership is open to any District Attorney of the State of Wisconsin and their assistants and the Attorney General of the State of Wisconsin or his or her designee. For the purpose of these By-Laws, Assistant District Attorneys includes Deputy District Attorneys. Associate Membership is open to any United States Attorneys from Wisconsin and his or her assistants in the office of the Attorney General.

SECTION 3.03. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members. Associate members shall not have voting rights.

SECTION 3.04. Termination of Membership. Membership in the Corporation shall automatically cease when a member fails to timely pay the annual membership fee for the ensuing year. Any member may resign by

filing a written resignation with the secretary, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.

SECTION 3.05. Annual Meeting. An annual meeting of the members shall be held in the spring or summer. Notice of the time and place of the meeting shall be given to each member as provided in SECTION 3.10.

SECTION 3.06. Winter/Autumn Meeting. A winter/autumn meeting of the members shall be held in the winter/autumn. Notice of the time and place of the meeting shall be given to each member as provided in SECTION 3.10.

SECTION 3.07. Special Meetings. Special meetings of the members may be called at any time and for any purpose or purposes by the President, the Executive Committee or not less than one-tenth of the members having voting rights. Any such meeting shall be held at the time and place designated in the notice thereof to be given as provided in SECTION 3.10.

SECTION 3.08. Transfer of Membership. Membership in this Corporation is not transferable or assignable other than as identified in SECTION 3.02.

SECTION 3.09. Place of Meeting. The Executive Committee may designate any place as the place of meeting for any annual meeting, summer meeting or special meeting called by the Executive Committee.

SECTION 3.10. Notice; Waiver. Notice of the date, time, place and general subject matter of all meetings, shall be given by the secretary of the Corporation or designee to each member. Such notice shall be delivered by email to each member to the office of the District Attorney in each county and to the office of the Attorney General, in each case not less than 14 days before meetings. A member can waive notice under this SECTION 3.10 in writing, or by attendance at a meeting wherein the member does not object to the transaction of business because the meeting is not lawfully called or convened.

SECTION 3.11. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting out the actions so taken, is signed by all of the members entitled to vote with respect to the subject matter of the action.

SECTION 3.12. Quorum. Except as otherwise provided by law, the Articles of Incorporation or by these By-Laws, twenty-five (25) members shall constitute a quorum for the transaction of business at any meeting of the members.

SECTION 3.13. 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 or these By-Laws.

SECTION 3.14. 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 or email.

ARTICLE IV. EXECUTIVE COMMITTEE

SECTION 4.01. General Powers and Number. The affairs of the Corporation shall be managed by its Executive Committee. The Executive Committee of the Corporation shall consist of not less than 3 members but not more than 19 members.

SECTION 4.02. Tenure and Qualifications. The Executive Committee shall consist of four (4) groups of committee members. The groups, number of representatives, and the ensuing tenure and qualifications are as follows:

NUMBER	DESCRIPTION	TENURE
4	Principal Officers - The tenure of the Secretary/Treasury shall be two years. The tenure of the President, Vice-President and Past President shall be six years based upon successive 2-year terms in those offices.	2 - 6 years
6	Officers	2 years
1	Department of Justice Representative (DOJ)	
1	State Prosecutor Education and Training Representative	
1	Director of State Prosecutor's Office	
1	Director of District Attorney Information Technology Program	

Except for the DOJ member, the voting members of the Executive Committee shall be elected by members of the Corporation and shall hold office until their resignation, removal, death or incapacity, or until the appointment of a qualified successor. Any member of the association who is a member in good standing shall be eligible to serve on the Executive Committee but only District Attorneys are eligible to be Principal Officers. The Department of Justice Representative to the Executive Committee will be either the Attorney General or his or her appointee and shall be a voting member of the Executive Committee. The Director of the State Prosecutors Office, the State Prosecutor Education and Training Representative (SPET) and the Director of District Attorney Information and Technology (DAIT) Program are non-voting Executive Committee members.

SECTION 4.03. Resignation. Any Executive Committee member 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 4.04. Annual Meeting. The annual meeting of the Executive Committee shall be held in the month of February. If no designation is made, the place of the meeting shall be in the principal office of the Corporation. Notice of the time and place of such meeting shall be given to each committee member as provided in SECTION 4.07.

SECTION 4.05. Monthly Meetings. The Executive Committee may meet monthly for any purpose or purposes.

SECTION 4.06. Special Meetings. Special meetings of the Executive Committee may be called at any time and for any purpose or purposes by the President or Secretary of the Corporation or upon the oral or written request of any two committee members. Any such meeting shall be held at the time and place designated in the notice thereof to be given as provided in SECTION 4.07.

SECTION 4.07. Notice; Waiver. Notice of the date, time, place and general subject matter of all meetings of the Executive Committee, annual, monthly or special, shall be given by the Secretary of the Corporation or designee to each committee member. Notice shall be

emailed to each committee member at his business address or at such other address as such committee member shall have designated in writing filed with the Secretary, in each case not less than 5 days before any monthly or annual meeting, 5 days before any special meeting and 24 hours minimum notice in the case of a special meeting held to react to an emergency situation. Whenever any notice whatever is required to be given to any committee member of the Corporation under the Articles of Incorporation or By-Laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the committee member entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a committee member at a meeting shall constitute a waiver of notice of such meeting, except where a committee member attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.08. Quorum. Except as otherwise provided by law or by the Articles of Incorporation or these By-Laws, a majority of the number of voting committee members in office shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, but a majority of the committee members present (though less than such quorum) may adjourn the meeting from time to time without further notice.

SECTION 4.09. Manner of Action. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of a greater number is required by law or by the Articles of Incorporation or these By-Laws.

SECTION 4.10. Conduct of Meetings By or Through the Use of Communications Equipment.

(a) Participation. Any or all committee members may participate in a regular or special meeting of the Executive Committee or in a committee meeting of the Executive Committee by, or the Executive Committee may conduct the meeting through the use of, any means of communication by which any of the following occurs: (i) all participating committee members may simultaneously hear each other during the meeting; or (ii) all communication during the meeting is immediately transmitted to each participating committee member, and each participating committee member is able to immediately send messages to all other participating committee members. A committee member participating in such a meeting shall be deemed to be present in person at the meeting.

(b) Nature of Meeting. If a meeting is conducted pursuant to this section, the presiding officer at the meeting shall inform each participating committee member that a meeting is taking place at which official business may be transacted.

(c) Minutes of the Meeting. If requested by a committee member, the Secretary of the Corporation or designee shall prepare minutes of a meeting pursuant to this section and distribute such minutes to each committee member.

SECTION 4.11. Compensation of Members. The Executive Committee shall have the power, in its discretion, to contract for and to pay 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 committee member of the Corporation who is present at a meeting of the Executive Committee 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 committee member who voted in favor of such action.

SECTION 4.13. Unanimous Consent Without Meeting. Any action required to be taken at a meeting of the Executive Committee, or any other action which may be taken at a meeting of the Executive Committee, may be taken without a meeting if a consent by email, setting forth the action so taken, shall be acknowledged by all the committee members entitled to vote with respect to the subject matter thereof.

SECTION 4.14. Attendance at Meetings. To remain a member in good standing of the executive committee, attendance is required at 75% of all scheduled meetings within a year. Failure to attend the requisite number of meetings without cause may result in termination from the executive committee.

ARTICLE V. WORKING COMMITTEES

SECTION 5.01. Authority. The Executive Committee shall have charge of the management of the Corporation, forming a consultive and advisory board for the direction of its policies and affairs. Except as far as may be limited by express vote of the Corporation. It shall have full authority to manage the business and properties of the Corporation, to fill vacancies in office, to determine the qualification of members and to appropriate funds for the net balance in the treasury in payment for expenses properly incurred in carrying on the work of the organization. Neither the organization nor any officer or committee shall contract any indebtedness exceeding the net balance that is remaining in the treasury. The Executive Committee may hire an Executive Director of the Association, outlining the duties and approve an annual budget for operation of said Executive Director's office.

SECTION 5.02. Special Committees. Special Committees may be appointed by the President, upon concurrence of the Executive Committee for such purposes, at such time and for such terms as are necessary.

ARTICLE VI. OFFICERS

SECTION 6.01. Number. The principal officers of the Corporation shall be a President, a Vice President, a Past President, and a Secretary/Treasurer, each of whom shall be elected by members of the Corporation. Six additional active members shall also be elected to officer status.

SECTION 6.02. Election and Term of Office. The Principal Officers of the Corporation to be elected shall be elected at the annual meeting. Three of the six (6) officers shall be elected annually at said meeting. If the election of Principal Officers and officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each Principal Officer and officer shall hold office until his successor shall have been duly elected or until his death, incapacity, resignation or removal.

SECTION 6.03. Removal. Any officer or agent may be removed by the Executive Committee 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 6.04. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Executive Committee for the unexpired portion of the term.

SECTION 6.05. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Executive Committee. He or she shall in general supervise and control all of the business and affairs of the Corporation and shall see that all orders and resolutions of the Executive Committee are carried out. He or she shall, when present, preside at all meetings of the Executive Committee. He or she shall have authority, subject to such rules as may be prescribed by the Executive Committee, to appoint such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. He or she shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, 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 resolution of the Executive Committee; and, except as otherwise provided by law or the Executive Committee, he or she may authorize any Vice President or other officer or agent of the Corporation to sign, execute and acknowledge such documents or instruments in his place and stead. In general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed the Executive Committee from time to time.

SECTION 6.06. Vice President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers and duties of the President.

SECTION 6.07. Secretary/Treasurer. The Secretary/Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Executive Committee shall determine (if any). He or she shall: (a) keep the minutes of the meetings of the Executive Committee in or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provision of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) have charge and custody of and be responsible for all funds and securities of the Corporation; (e) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Executive Committee; (f) keep the accounts of the Corporation and its other financial records; (g) make such reports of the financial condition of the Corporation as may be required by law or by the Executive Committee; and (h) in general, perform all duties and exercise such authority as from time to time may be delegated or assigned to him or her by the President or by the Executive Committee.

SECTION 6.08. Other Officer. The duties and functions of the other officers shall be fixed by the Executive Committee.

SECTION 6.09. Alternate Members. Any member of the Executive Committee may designate an alternate by notifying the Secretary/Treasurer by email and may change the designated alternate by the same procedure.

Such alternates may represent their respective members and exercise all powers of members when such members are unable to attend Executive Committee meetings. Any designated alternate must be a member of the association in good standing.

ARTICLE VII. CONTRACTS BETWEEN CORPORATION AND RELATED PERSONS

Any contract or other transaction between the Corporation and one or more of its committee members, or between the Corporation and any firm of which one or more of its committee members 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 committee members are shareholders, members, committee members, officers or employees, or in which he or they are interested, shall be valid for all purposes, notwithstanding the presence of such committee member or committee members at the meeting of the Executive Committee of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Executive Committee and the Executive Committee shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the committee members present, such interested committee member or committee members 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 VII shall not be construed to invalidate any contract or other transaction, which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VIII. CONTRACTS, LOANS, CHECKS AND DEPOSITS: SPECIAL CORPORATE ACTS

SECTION 8.01. Contracts. The Executive Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the President or one of the Vice Presidents and by the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer; the Secretary or an Assistant Secretary, when necessary or required, 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 8.02. 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 Executive Committee. Such authorization may be general or confined to specific instances.

SECTION 8.03. 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 Executive Committee.

SECTION 8.04. 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 depositaries as may be selected by or under the authority of a resolution of the Executive Committee.

**ARTICLE IX. INDEMNIFICATION, LIMITED LIABILITY
AND INSURANCE**

SECTION 9.01. General Scope and Definitions.

(a) The rights of committee members, officers and, where applicable, volunteers of the Corporation provided in the ARTICLE IX shall extend to the fullest extent permitted by the Wisconsin Non-Stock Corporation Law and other applicable laws as in effect from time to time.

(b) For purposes of this ARTICLE IX, "committee member or officer" means a natural person who is or was a director or officer of the Corporation or who, while a committee member or officer of the Corporation, is or was serving at the Corporation's request as a committee member, 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 committee member 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 committee member or officer.

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

SECTION 9.02. Mandatory Indemnification.

(a) To the extent that a committee member 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 committee member or officer.

(b) In cases not included under SECTION 9.02(a), the Corporation shall indemnify any committee member or officer against

expenses actually and reasonably incurred by the committee member or officer in a proceeding to which the committee member or officer was a party because he or she is or was a committee member or officer, unless liability was incurred because the committee member 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 committee member or officer had a material conflict or interest; (ii) a violation of criminal law, unless the committee member 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 committee member 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 committee member or officer is not required under this subsection.

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

SECTION 9.03. Determination of Right to Indemnification. Unless otherwise provided by written agreement between the committee member or officer and the Corporation, the committee member or officer seeking indemnification under SECTION 9.02 of this ARTICLE IX 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 Executive Committee consisting of committee members not at the time parties to the same or related proceedings; (b) by independent legal counsel selected by a quorum of the Executive Committee or, if unable to obtain such a quorum or committee, by a majority vote of the full Executive Committee, including committee members 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 Non-Stock 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 9.04. Allowance of Expenses as Incurred. Within 30 days of a written request by a committee member or officer who is a party to a proceeding because he or she is or was a committee member or officer, the Corporation shall pay or reimburse his or her reasonable expenses as incurred if the committee member 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 9.03 of this ARTICLE IX that indemnification under SECTION 9.02 of this ARTICLE IX 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 committee member 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 9.05. Partial Indemnification.

(a) If it is determined pursuant to SECTION 9.03 of this ARTICLE IX, that a committee member 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 committee member 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 9.03 of this ARTICLE IX that certain expenses (other than liabilities) incurred by a committee member 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 committee member or officer for only such amounts as he or they shall deem reasonable.

SECTION 9.06. Indemnification of Employees and Agents. The Executive Committee, 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 committee member 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 Executive Committee 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 9.07. Limited Liability of Committee Members and Officers.

(a) Except as provided in SECTIONS 9.07(b) and 9.07(c), a committee member 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 committee member 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 9.02(b) of this ARTICLE IX.

(b) Except as provided in SECTION 9.07(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 committee member under Wisconsin Statutes section 181.29.

(c) SECTIONS 9.07(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 9.08. Severability of Provisions. The provisions of this ARTICLE IX 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 IX shall remain enforceable and in full effect.

SECTION 9.09. Non-exclusivity of Rights. The rights to indemnification and advancement of expenses provided for in this ARTICLE IX 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 Executive Committee, any By-Law of the Corporation, any vote of the members or disinterested committee members 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 committee member or officer, or permit a committee member 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 committee member or officer did not breach or fail to perform a duty he or she owes to the Corporation which constitutes conduct under SECTION 9.02(b) of this ARTICLE IX. A committee member 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 9.10. Purchase of Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a committee member or officer of the Corporation, to the extent that such committee member 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 Executive Committee 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 IX.

SECTION 9.11. Limited Liability of Volunteers.

(a) Except as provided in SECTION 9.11(b), a volunteer is not liable to any person for damages, settlements, fees, fines, penalties or other 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 no reasonable cause to believe his or her conduct was unlawful; (ii) willful misconduct; (iii) if the volunteer is a committee member or officer of the Corporation, an act or omission within the scope of the volunteer's duties as a committee member 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 9.11(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, airplane or other vehicle by a volunteer; [d] a proceeding against a volunteer who is license, 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 9.11(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 9.12. Benefit. The rights to indemnification and advancement of expenses provided by, or granted pursuant to this ARTICLE IX shall continue as to a person who has ceased to be a committee member or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 9.13. Amendment. No amendment or repeal of this ARTICLE IX shall be effective to reduce the obligations of the Corporation under this ARTICLE IX with respect to any proceeding based upon occurrences which take place prior to such amendment or repeal.

ARTICLE X. GENERAL

SECTION 10.01. Fiscal Year. The fiscal year of the Corporation shall be the year ending December 31.

SECTION 10.02. Corporate Seal. The Executive Committee 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 10.03. Procedure. If the By-Laws are silent as to any procedural aspects of any meeting hereunder, the procedures of the latest published edition of Roberts Rules of Order shall control such procedure.

SECTION 10.04. 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. 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 Executive Committee 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).

SECTION 10.05. Amendments. These By-Laws may be revised, repealed or amended as circumstances dictate. Any proposed amendment or change of these By-Laws shall be provided in writing to the Executive Committee and by email or in writing to the active membership no less than 30 days prior to a formal vote on said proposal. Any change to the By-Laws may be adopted by the Executive Committee by affirmative vote of a majority of the committee members present at any meeting of the Executive Committee, or by affirmative vote of a majority of the active members present at any meeting of the members.