

**AMENDED AND RESTATED BYLAWS
OF
WISCONSIN EQUAL JUSTICE FUND, INC.**

ARTICLE I – THE CORPORATION

1.1 Name. The name of the Corporation shall be Wisconsin Equal Justice Fund, Inc.

1.2 Principal and Business Office. The Corporation shall maintain a principal office in the State of Wisconsin that shall be located in [Marathon] County. The Corporation may have such other offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors.

1.3 Registered Office. The registered office of the Corporation required by the Wisconsin Non-stock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors or by the registered agent. The business office of the registered agent of the Corporation shall be identical to such registered office. The initial registered office is as set forth in the Articles of Incorporation.

ARTICLE II – PURPOSES

The purpose or purposes of this Corporation shall be as set forth in the Articles of Incorporation.

ARTICLE III – MEMBERS

The Corporation shall have no members.

ARTICLE IV - BOARD OF DIRECTORS

4.01 General Powers; Number. The business and affairs of the Corporation shall be managed by its Board of Directors. The number of directors may be increased or decreased from time to time, upon consent of a majority of the Board of Directors and shall consist of at least three (3) directors and no more than sixty (60).

4.02 Appointment and Election. The directors of the Corporation shall elect successor members to the Board of Directors pursuant to Section 4.12. Any individual elected as a director shall become a member of the Board of Directors and shall serve until the soonest of his or her death, resignation, removal or the end of that director's term.

4.03 Tenure and Qualification. Each director shall hold office from the close of the annual meeting for a term of one year or until his or her successor shall have been

appointed in accordance with these Bylaws, or until his or her prior death, resignation, or removal. A director may serve for consecutive terms. A director may resign at any time by filing a written resignation with the Secretary.

4.04 Chief Executive Officers of Agencies. Three (3) members of the Board of Directors shall be elected pursuant to Section 4.12 to be the chief executive officers of the following agencies:

Legal Action Wisconsin
Wisconsin Judicare
Disability Rights Wisconsin

4.05 Removal. A director may be removed at any time by the affirmative vote of two-thirds of the number of directors present at any meeting at which a quorum is in attendance. Notice of a meeting regarding the removal of a director must be provided to each director of the Corporation at least seven (7) days prior to such meeting unless such notice is waived.

4.06 Vacancies. Any vacancy occurring on the Board of Directors may be filled by the Board of Directors pursuant to Section 4.12, until the next succeeding annual election and until a successor is elected and qualified.

4.07 Annual Meetings. The annual meeting of the Board of Directors shall be held once each year by the thirty-first (31st) of December at a place to be decided by the Board of Directors.

4.08 Regular Meetings. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolution.

4.09 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or two (2) directors. The President or directors calling such special meeting may fix the time and place of such meeting, and if no place is specified the place of meeting shall be the principal place of business of the Corporation.

4.10 Notice; Waiver. Notice of the date, time and place of any meeting of the Board of Directors shall be given by written notice, mailed to each director not less than five (5) days prior thereto, unless a different time shall be provided by Chapter 181 of the Wisconsin Statutes. Mailed notices shall be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. Whenever any notice is required to be given to any director of the Corporation under the Articles of Incorporation or Bylaws or under the provisions of Chapter 181 of the Wisconsin Statutes, 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. Attendance of a director at a meeting shall constitute waiver of

notice of such meeting, except when a director attends a meeting and objects thereto 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 unless required by the Articles of Incorporation, these Bylaws or any provision of law.

4.11 Quorum. Except when otherwise provided by law, one-third plus one of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors or committee, but a majority of directors present through less than a quorum may adjourn the meeting from time to time without further notice.

4.12 Manner of Acting. The act of a 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 Chapter 181 of the Wisconsin Statutes or by the Articles of Incorporation or by these Bylaws.

4.13 Conduct of Meeting. The President, and in his or her absence, the Vice President, and in his or her absence, any person chosen by the directors present shall call meetings of the Board of Directors to order and act as chairman of the meeting. The Secretary of the Corporation shall act as secretary of all the meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer shall designate any director or other person present to act as secretary of the meeting.

4.14 Compensation. No compensation shall be paid to any director for serving as a member of the Board of Directors, except that a director may be reimbursed for out-of-pocket expenses actually incurred by such director in carrying out any activity of this Corporation if approved by the Board of Directors.

4.15 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof of which he or she is a member 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 a right to dissent shall not apply to a director who voted in favor of such action.

4.16 Written Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by two-thirds of the directors then in office. For purposes of clarification, a consent by email shall be "signed" by a director by typing his or her full name at the end of the email consent.

4.17 Meetings by Telephone or Other Communications Equipment. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board or Directors at a meeting may be taken through the use of any means of communication by which:

(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.

4.18 Committees. The Board of Directors, by resolution, may establish such committees as it shall deem necessary and desirable to enable the Corporation to carry out its purposes. Each committee shall consist of three (3) or more directors elected by the Board of Directors. Each such 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 V - OFFICERS

5.1 Number and Qualifications. The officers of the Corporation shall be the President, the Vice President, the Secretary, the Treasurer and such other officers as determined by the Board of Directors. Any two offices may be held by the same person.

5.2 Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors at the annual meeting. Each officer shall hold office for a term of one (1) year and until a successor shall have been duly elected and qualified or until his or her prior death, resignation or removal.

5.3 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, but such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment shall not of itself create any contract right.

5.4 Vacancies. A vacancy in office because of death, resignation or otherwise shall be filled by the Board of Directors.

5.5 President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall exercise general supervision and control of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President shall have authority, subject to approval by the Board of Directors, to appoint such agents and employees of the Corporation as deemed necessary, to prescribe their powers, duties, and compensation, and to delegate necessary authority to them. Such agents and employees shall hold office at the discretion of the President. The President shall have authority to sign, execute and acknowledge on behalf of the Corporation all contracts, 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 the Board of Directors, and, except as otherwise provided by law or the Board of Directors, the President may authorize the Vice President or any other officer or agent of the Corporation to act in his or her place or stead. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

5.6 Vice President. In the absence of the President, or in the event of his or her death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions placed upon the President. The Vice President shall perform such duties and have such authority as from time to time may be delegated or assigned by the President or Board of Directors. The execution of any instrument of the Corporation by the Vice President shall be conclusive evidence as to third parties of his or her authority to act in the stead of the President. At the conclusion of the one-year term as Vice President, the Vice President shall assume the office of President for a one-year term unless otherwise determined by a vote of a majority of the number of directors present at any meeting at which a quorum is in attendance.

5.7 Secretary. The Secretary shall (a) keep minutes of meetings of the Board of Directors, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) be custodian of the corporate records, (d) execute with the President in the name of the Corporation, all contracts and instruments that have been first approved by the Board of Directors, and (e) perform all duties incident to the office of Secretary, and such other duties as may be delegated or assigned by the President or Board of Directors.

5.8 Treasurer. The Treasurer shall (a) have charge and custody of, and be responsible for all funds of the Corporation, (b) receive and give receipts for moneys due and payable to the Corporation, and deposit all such moneys in the name of the Corporation in such banks or other depositories as shall be designated, (c) make disbursements as authorized by the Board of Directors, (d) make a financial report at the annual meeting or as necessary, (e) be responsible for the maintenance of a permanent account and record book showing gross income, receipts and disbursements of the Corporation, and (e) shall in general perform all duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned by the President or Board of Directors.

5.9 Compensation. No compensation shall be paid to any officer, except that an officer may be reimbursed for out-of-pocket expenses actually incurred by such officer in carrying out any activity of this Corporation if approved by the Board of Directors.

ARTICLE VI – CONTRACTS; LOANS; CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

6.1 Contracts. The Board of Directors may 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. No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if (1) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for that purpose without counting the votes or consents of such interested directors; or (2) the fact of such relationship or interest is disclosed or known to the directors entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable to the Corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transactions, but such interested directors shall abstain from any vote to authorize, approve or ratify such contract or transaction. In the absence of other designation, all contracts made by or on behalf of the Corporation shall be executed in the name of the Corporation by the President and Secretary. When so executed, no other party to the instrument or any third party shall be required to make any inquiry into the authority of the signing officers.

6.2 Loans. No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in the name of the Corporation 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.

6.3 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, officers, or agents, as shall from time to time be designated by the Board of Directors.

6.4 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 the Board of Directors.

6.5 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purpose of the Corporation and conversely, may reject any gift or any condition attached to any gift.

ARTICLE VII - FISCAL YEAR

The fiscal year of the Wisconsin Equal Justice Fund, Inc. shall end on December thirty-first (31st) of each year.

ARTICLE VIII - SEAL

The Corporation shall have no seal.

ARTICLE IX - AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors. Notice of a meeting regarding any amendments to the Bylaws must be provided to each director of the Corporation at least seven (7) days prior to such meeting unless such notice is waived.

ARTICLE X – DISSOLUTION.

The Corporation may be dissolved subject to a majority vote of the Board of Directors. Upon the dissolution of the Corporation, the Board of Directors shall after paying or making provision for the payment of all the liabilities of the Corporation, dispense of all the remaining assets of the Corporation as set forth in the Article of Incorporation. Notice of a meeting regarding the dissolution of the Corporation must be provided to each director of the Corporation at least seven (7) days prior to such meeting unless such notice is waived.

ARTICLE XI - IDEMNIFICATION

11.01 Liability of Directors and Officers. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken as a director or officer of the Corporation, at the request of the Corporation in good faith. The Corporation shall at all times provide the broadest possible indemnification protection to its directors, officers, and volunteers. Without limiting the foregoing, the indemnification procedures and policies of Section 11.02 through Section 11.15 of these Bylaws are provided to such persons.

11.02 Indemnification for Successful Defense. Within twenty (20) days after receipt of a written request pursuant to Section 11.04, the Corporation shall indemnify a director or officer, 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 or officer was a party because he or she is a director or officer of the Corporation.

11.03 Other Indemnification.

(a) In cases not included under Section 11.02, the Corporation shall indemnify a director or officer against all liabilities and expenses 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 he or she owes to the Corporation and the breach or failure to perform constitutes any of the following:

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

(2) A violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

(3) A transaction from which the director or officer derived an improper personal profit or benefit.

(4) Willful misconduct.

(b) Determination of whether indemnification is required under this Section shall be made pursuant to Section 11.06.

(c) 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.

11.04 Written Request. A director or officer who seeks indemnification under Sections 11.02 or 11.03 shall make a written request to the Corporation.

11.05 Nonduplication. The Corporation shall not indemnify a director or officer under Sections 11.02 or 11.03 if the director or officer has previously received indemnification or allowance of expenses from any person, including the Corporation, in connection with the same proceeding. However, a director or officer has no duty to look to any other person for indemnification.

11.06 Determination of Right to Indemnification.

(a) Unless otherwise provided by the Articles of Incorporation or by written agreement between the director or officer and the Corporation, the director or officer seeking indemnification under Section 11.03 shall select one of the following means for determining his or her right to indemnification:

(1) By a majority vote of a quorum of the Board of Directors consisting of directors not at the time parties to the same or related proceeding. If a quorum of disinterested directors cannot be obtained, by a majority vote of a committee duly appointed by the Board of Directors and consisting solely of two (2) or more directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.

(2) By independent counsel selected by a quorum of the Board of Directors or its committee in the manner prescribed in subparagraph (1) or, if unable to obtain such a quorum or committee, by a majority vote of the full Board of Directors, including directors who are parties to the same or related proceedings.

(3) By a panel of three (3) arbitrators consisting of one arbitrator selected by the directors entitled under subparagraph (2) to select independent counsel, one arbitrator selected by the director or officer seeking indemnification and one arbitrator selected by the two (2) arbitrators previously selected.

(4) By a court under Section 11.10.

(5) By any other method provided for in any additional right to indemnification permitted under Section 11.08.

(b) In any determination under subsection (a), the burden of proof is on the Corporation to prove by clear and convincing evidence that indemnification under Section 11.03 should not be allowed.

(c) A written determination as to a director's or officer's right to indemnification under Section 11.03 shall be submitted to both the Corporation and the director or officer within sixty (60) days of the selection made under subsection (a).

(d) If it is determined that indemnification is required under Section 11.03, the Corporation shall pay all liabilities and expenses not prohibited by Section 11.05 within ten (10) days after receipt of the written determination under subsection (c). The Corporation shall also pay all expenses incurred by the director or officer in the determination process under subsection (a).

11.07 Advance Expenses. Within ten (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.

(b) A written undertaking satisfactory to the Board of Directors, executed personally or on his or her behalf, to repay the allowance to the extent that it is ultimately determined under Section 11.06 that indemnification under Section 11.03 is not required and that indemnification is not ordered by a court under Section 11.10(b)(2). 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 in the Board of Director's discretion.

11.08 Indemnification Under Wisconsin Statutes. To the extent indemnification is extended under this Article XI to any director, officer or employee otherwise entitled to indemnification under Wisconsin law, the indemnification provisions hereunder shall be secondary and subordinate to such state indemnification and shall be administered in such a way as to avoid overlapping or duplication of the costs of defense or payment of judgments.

11.09 Nonexclusivity.

(a) Except as provided in subsection (b), Sections 11.02, 11.03 and 11.07 do not preclude any additional right to indemnification or allowance of expenses that a director or officer may have under any of the following:

- (1) The Articles of Incorporation.
- (2) A written agreement between the director or officer and the Corporation.
- (3) A resolution of the Board of Directors.

(b) Regardless of the existence of an additional right under subsection (a), the Corporation shall not indemnify a director or officer, or permit a director or officer to retain any allowance of expenses unless it is determined by or on behalf of the Corporation that the director or officer did not breach or fail to perform a duty he or she owes to the Corporation which constitutes conduct under Section 11.03(a)(1), (2), (3) or (4). A director or officer who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this subsection.

(c) Sections 11.01 to 11.16 do not affect the Corporation's power to decide to pay or reimburse expenses incurred by a director or officer in any of the following circumstances:

- (1) As a witness in a proceeding to which he or she is not a party.
- (2) As a plaintiff or petitioner in a proceeding because he or she is or was an employee, agent, director or officer of the Corporation.

11.10 Court-Ordered Indemnification.

(a) Except as provided otherwise by written agreement between the director or officer and the Corporation, a director or officer who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. Application may be made for an initial determination by the court under Section 11.06(a)(5) or for review by the court of an adverse determination under Section 11.06(a)(1), (2), (3), (4) or (5). After receipt of an application, the court shall give any notice it considers necessary.

(b) The court shall order indemnification if it determines any of the following:

(1) That the director or officer is entitled to indemnification under Section 11.02 or 11.03.

(2) That the director or officer is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances, regardless of whether indemnification is required under Section 11.03.

(c) If the court determines under subsection (b) that the director or officer is entitled to indemnification, the Corporation shall pay the director's or officer's expenses incurred to obtain the court-ordered indemnification.

11.11 Indemnification of Employees or Agents. The Corporation may indemnify and allow reasonable expenses of an employee or agent who is not a director or officer by general or specific action of the Board of Directors or by contract.

11.12 Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is an employee, agent, director or officer of the Corporation against liability asserted or incurred by the individual in his or her capacity as an employee, agent, director or officer, regardless of whether the Corporation is required or authorized to indemnify or allow expenses to the individual against the same liability under Sections 11.02, 11.03, 11.07, 11.10.

11.13 Liberal Construction. In order for the Corporation to obtain and retain qualified directors and officers, the foregoing provisions shall be liberally administered in order to afford maximum indemnification of directors and officers and, accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent or public policy.

11.14 Definitions Applicable to this Article.

(a) "Corporation" means the Wisconsin Equal Justice Fund, Inc.

(b) "Director or Officer" means any of the following:

(1) A natural person who is or was a director or officer of this Corporation.

(2) A natural person who, while a director or officer of this Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another corporation or foreign corporation, partnership, joint venture, trust or other enterprise.

(3) Unless the context requires otherwise, the estate or personal representative of a director or officer.

(c) "Expenses" include fees, costs, charges, disbursements, attorney fees and other expenses incurred in connection with a proceeding.

(d) "Liability" includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including an excise tax assessed with respect to an employee benefit plan, and reasonable expenses.

(e) "Party" includes a natural person who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.

(f) "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 and which is brought by or in the right of the Corporation or by any other person.

11.15 Private Foundations. Notwithstanding the foregoing, the Corporation shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

11.16 Transactions with the Corporation. The Board of Directors may from time to time authorize transactions by officers, directors, and employees with the Corporation, for a proper business purpose.

ARTICLE XII – CONFLICT OF INTEREST POLICY

12.01 Purpose. The purpose of the conflict of interest policy set forth in this Article XII is 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. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. The conflicts of interest policy set forth in this Article XII shall be referred to in this Article XII as the "conflicts of interest policy" or the "policy."

12.02. Definitions.

(a) Interested Person. Any director or officer or member of a committee who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(ii) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 12.03(b), a person who has a financial interest may have a conflict of interest only if the Board of Directors or committee decides that a conflict of interest exists.

12.03. Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

(i) An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The President or Vice President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

(i) If the Board of Directors or committee has reasonable cause to believe a director or officer has failed to disclose actual or possible conflicts of interest, it shall inform the director or officer of the basis for such belief and afford the director or officer an opportunity to explain the alleged failure to disclose.

(ii) If, after hearing the director or officer's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the director or officer has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

12.04. Records of Proceedings. The minutes of the Board of Directors of committee meeting shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

12.05. Compensation.

(a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the Board of Directors whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

12.06. Statements. Each director and officer shall sign a statement upon joining the Board of Directors, which affirms such person:

(a) Has received a copy of the conflicts of interest policy,

(b) Has read and understands the policy,

(c) Has agreed to comply with the policy, and

(d) Understands the Corporation is not-for-profit 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.

If a director or officer has a change in role, authority or organization, that individual must disclose if there is a conflict of interest due to this change.

12.07. Periodic Reviews. To ensure the Corporation operates in a manner consistent with not-for-profit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further not-for-profit purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

12.08. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 12.07, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIII - MISCELLANEOUS

13.01 Nondiscrimination. The officers, directors, committee members, employees and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, sexual preference, race, religion, disability, and national origin.