

EVANSVILLE COMMUNITY PARTNERSHIP, INCORPORATED

AMENDED BYLAWS

Adopted November 12, 2008

ARTICLE ONE

Section 1.01 Offices. The principal office of the Evansville Community Partnership, Incorporated (the "Corporation") shall be located at such location or locations in Evansville, Rock County, State of Wisconsin as the Board of Directors may hereafter designate.

ARTICLE TWO

Section 2.01 Purposes. The purpose of the Corporation shall be to engage exclusively in activities that are considered to be charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code which shall include the promotion of the economic and social welfare of the community by preserving and expanding the economic base of the Evansville area for the benefit of all citizens. The Corporation shall engage in development activities, shall coordinate with the City of Evansville and shall provide an educational program to encourage development of commercial and residential properties to meet the needs of the community. No part of the net earnings of the Corporation shall accrue to the benefit of, or be distributed to its directors, officers, trustees, or other private entities except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 2.02 Tax Exempt Status. For the purpose of federal income taxation, this Corporation shall be a tax-exempt organization pursuant to section 501(c)(3) of the Internal Revenue Code.

Section 2.03 Dissolution. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the use of the Corporation by transferring such to any organization as the Board of Directors may lawfully designate at such time, provided that the stated purpose of such organization is to further the general benefit of citizens of the Evansville area.

Section 2.04 Non-Discrimination. The Corporation does not discriminate on the basis of race, ethnicity, religion, gender, age or sexual orientation.

ARTICLE THREE

Section 3.01 Board of Directors. A Board of Directors that shall consist of not less than five but not more than nine members shall manage the assets, property, affairs, and business of the Corporation.

Section 3.02 Terms of Office. Each Director shall serve for a three-year term of office and such terms shall be staggered so that no more than three of the Directors shall be elected each year. Those Directors present at the organizational meeting of the Board of Directors shall draw lots to determine which Director shall serve for one, two, and three year terms respectively. The terms of office for Directors appointed subsequent to the initial organization of the Board of Directors to theretofore vacant seats shall be set accordingly.

No Director shall serve more than two consecutive three-year terms in office. A former Director who has been out of office for a period of one year shall be eligible for reelection.

Section 3.03 Qualifications for Directors. Directors shall be persons who demonstrate a desire to enhance the quality of life in the Evansville area by volunteering their efforts in furtherance of the stated purposes of the Corporation. To the degree possible and practicable, the members of the Board of Directors shall be representative of the population of the Evansville area.

Section 3.04 Nominations of Directors. To assure the qualifications set forth in Section 3.03 are met, a nominating committee of not less than three (3) persons will be appointed by the President of the Board each year. This committee shall recommend to the Board new directors as directorships come open. This committee shall present a slate of prospective Board members for Board approval at each Annual Meeting.

Section 3.05 Meetings. The Board of Directors shall meet no less than annually. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings with or without other notice than resolution.

Section 3.06 Special Meetings. Special meetings of the Board of Directors may be called by the President or by any two Directors. The President or Directors calling the meeting may fix the time and place for such special meeting provided such time and place is convenient for the attendance of other Directors.

Section 3.07 Removal of Directors. At any meeting of the Board of Directors, duly called, and at which a quorum is present, the Directors may, by a majority vote of those present and voting remove with or without cause any Director from office and may elect a successor to serve for the unexpired balance of the term of such removed Director. Vacancies occurring for any reason may be filled by a vote of a majority of the

Directors then in office. A Director elected to fill a vacancy shall be elected to hold office for the unexpired term of the predecessor Director.

Section 3.08 Notice and Waiver. Notice of each meeting of the Board of Directors shall be given by written notice delivered personally, by mail or by electronic means to each Director at their self-designated address as filed with the Secretary of the Board, at least twenty four hours prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mails so addressed with postage thereon prepaid. Whenever any notice whatever is required to be given to any Director of the Corporation under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the meeting, by the Directors entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

Section 3.09 Quorum. A majority of the membership of the Board of Directors shall constitute a quorum (a "Quorum") for the transaction of business. Except in cases in which by the Articles of Incorporation, the Bylaws, or provision of law provide otherwise, the vote of a majority of such quorum at a duly constituted meeting shall be sufficient to pass any measure. In the absence of a quorum, the Directors present by a majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such previously adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 3.10 Conduct of Meetings. All meetings of the Board of Directors, whether regular or special, and the Annual Meeting shall be conducted according to Robert's Rules of Order.

Section 3.11 Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent to such action is signed by all members of the Board and such written consent is filed with the minutes of the Board. Written consents may be transmitted, signed and filed by electronic means.

Section 3.12 Board Meetings Using Electronic Communications. One or more Directors may participate in a meeting of the Board of Directors by electronic means, provided that all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. The form of electronic communication must

- a) Permit each participating Director to simultaneously hear or read each other's communication during the meeting; or
- b) Permit all communication to be immediately transmitted to each participating Director, and permit each participating Director to be able to immediately send messages to all other participating Directors.

Section 3.13 Compensation. Directors shall not receive any compensation for their services as such, but by approval of the Board, the individual Directors may be reimbursed for any actual expenditure, which may be incurred while engaged in, and as a direct result of, the Corporation's business.

ARTICLE FOUR

Section 4.01 Committees Generally. By resolution adopted by a Quorum, the Board of Directors may provide for such standing or special committees with such powers and duties as it deems desirable any may discontinue the same at its pleasure. The members of such committees shall be appointed and the committee chairman named by the President. Each committee shall be responsible to keep a full and fair account of its transactions and accurate minutes of all of its meetings. Vacancies on any committee shall be filled by the President.

Section 4.02 Committee Reports. All recommendations or findings of any committee shall be reported in writing to the Board of Directors at its meeting next following any such recommendation or finding and shall be subject to acceptance, modification, or rejection by the Board of Directors.

Section 4.03 Meetings of Committees. Committees shall meet at the call of the Chairman of the committee, the President, or any two members of such committee. The provisions of Article Two herein relating to the place of holding and notice required of meetings of the Board of Directors shall govern meetings of committees. A majority of a quorum at a duly constituted committee meeting shall be sufficient to pass any measure.

ARTICLE FIVE

Section 5.01 Officers of the Corporation. By majority vote of the full membership of the Board of Directors, the Board shall elect a President of the Corporation and a Vice President of the Corporation from among its members. By majority vote of the Board of Directors, the Board shall appoint a Secretary and a Treasurer either from within or without its membership. Each of the officers shall hold office at the pleasure of the Board and may be removed from office with or without cause.

Section 5.02 President. The President shall preside at all meetings of the Board of Directors at which the President shall be present. The President shall have and may exercise such powers as are from time to time assigned to the President by the Board of Directors.

The President shall have general charge and supervision of the activities and affairs of the Corporation. When authorized by the Board of Directors, the President may sign and execute in the name of the Corporation all authorized instruments except in cases in which the signing and execution of which shall have been expressly delegated by resolution of the Board to some other officer or agent of the Corporation. In general, the President shall function as the chief executive officer of the Corporation and shall perform such duties as may, from time to time, be assigned by the Board of Directors.

Section 5.03 Vice President. The Vice President, at the request of the President or in the absence of the President, or during the President's inability to act, shall perform the duties and exercise the functions of the President. When so doing, the Vice President shall have the powers of the President. The Vice President shall also have such additional duties as assigned by the Board of Directors.

Section 5.04 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall see that all notices are duly given in accordance with the provisions of by-law or as required by law. The Secretary shall be the custodian of the records of the Corporation and shall attest to all official acts of the Corporation and Board of Directors. In addition, the Secretary shall have such additional duties as assigned by the Board of Directors.

Section 5.05 Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit or cause to be deposited in the name of the Corporation all monies or other valuable effects in such bank, or other depositories as shall, from time to time, be selected by the Board of Directors. The Treasurer shall render to the Board of Directors, whenever requested, an account of the financial condition of the Corporation and, in general, shall perform all duties as may be assigned by the Board of Directors.

Section 5.06 Compensation. No officer of the Corporation, except for the Treasurer upon approval of the Board of Directors, shall receive any compensation for their services.

Section 5.07 Executive Committee. By vote of a majority of the Directors then in office, the Board of Directors may establish an Executive Committee of three members, each of whom shall be a member of the Board of Directors. The Executive Committee may take, between meetings of the Board of Directors, any action on behalf

of the Corporation which the Board of Directors is empowered to take. Provided, however, that any action by the Executive Committee shall be recorded in writing and be distributed to each Director then in office as soon as practicable by mail or by electronic means.

ARTICLE SIX

Section 6.01 Checks and Drafts. All checks, drafts, and orders for the payment of monies issued in the name of the Corporation shall be signed by such officers and/or Directors as may from time to time be provided for by resolution of the Board of Directors. No check, draft, or order for payment in excess of \$500.00 shall be made absent the signatures of at least two individuals so authorized, one of whom shall be a member of the Board of Directors.

Section 6.02 Annual Reports. The Treasurer shall annually prepare or cause to be prepared a full and correct statement of the affairs of the Corporation, including a statement of income and expenditures for the preceding fiscal year, or for such period of time as the Board of Directors may specify. The Board of Directors shall take such steps as it deems necessary to satisfy itself as to the accuracy and integrity of such statements as presented.

Section 6.03 Fiscal Year. The fiscal year of the Corporation shall end each year on December 31st.

Section 6.04 Obligations of the Corporation. No obligation of the Corporation shall be contracted for or expressed in the Corporation's behalf in excess of \$500 without the written approval of the President and none in excess of \$1,000 without the approval by a majority vote of the Board of Directors.

ARTICLE SEVEN

Section 7.01 Bond. The Board of Directors may require any officer, agent, or employee of the Corporation to give a bond to the Corporation upon the faithful discharge of duties with one or more sureties and in such amounts as may be satisfactory to the Board of Directors. In cases where such bond is required, the Corporation shall bear the expense of obtaining such bond.

Section 7.02 Shares in Other Corporations. The President, as authorized by a majority vote of the Board, may vote at any meeting of the shareholders of any other Corporation the shares of which come into the possession of the Corporation.

Section 7.03 Amendments. A motion to amend, alter, repeal, or enact a new by-law may be introduced, considered, and debated, but not voted upon, at any meeting of

the Board of Directors, provided that at least ten (10) days prior to such meeting a full written statement of the exact language of the motion and the time, place, and date of the meeting when the motion will be introduced has been forwarded to every member of the Board of Directors by means expressed in Section 3.08. Provided that such motion is duly seconded, the President shall fix the time and place for, and announce a subsequent meeting within a reasonable amount of time at which meeting the motion may be put to a vote. An affirmative vote of a majority of the entire Board of Directors shall be required to carry said motion. The procedures and notice of requirements of this Section shall apply irrespective of any contrary provisions that may be contained in these Bylaws.

ARTICLE EIGHT

Section 8.01 Conflict of Interest. Directors shall neither vote on nor participate in the discussion of any transaction of the Board or Corporation where such Director or any member of the Director's immediate family, or the Director's employer, has a financial interest in such transaction. Such Director may, however, be counted for the purpose of determining the presence of a quorum at any meeting. No such transaction shall be void or voidable if the fact of such financial interest is disclosed or known to the members entitled to vote and the contract or transaction is approved by a vote of the eligible members.

Section 8.02 Indemnification of Directors. It is expressly provided that any and every person made a party to any action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person, or such person's testator or intestate, is or was a Director or officer of this Corporation or of any Corporation which such person served as such at the request of this Corporation, may be indemnified by the Corporation to the full extent permitted by law, against any and all reasonable expenses, including attorney's fees, actually and necessarily incurred by such person in connection with the defense of such action or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such officer or Director has breached their duty to the Corporation.

It is further expressly provided that any and every person made a party to any action, suit, or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other Corporation of any type or kind, domestic or foreign, which any Director served in any capacity at the request of the Corporation, by reason of the fact that the Director, his testator or intestate, was a director or officer of the Corporation, or served such other Corporation in any capacity, may be indemnified by the Corporation, to the full extent permitted by law, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such

person acted in good faith for a purpose which was reasonably believed to be in the best interests of the Corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that such Director's conduct was unlawful.

ARTICLE NINE

I hereby certify that the aforesaid Amended Bylaws were adopted by the affirmative majority vote of the entire Board of Directors on _____, 2008, with instructions to enter the same into the records of the Corporation.

Secretary

President