

BYLAWS

OF

The Wisconsin National Board Network, Inc.

ARTICLE I

General

Section 1. Purpose of Corporation. The purposes of this Corporation shall be as set forth in the Articles of Incorporation of the Corporation. These Bylaws specify various matters affecting the operations and governance of the Corporation.

Section 2. Solicitation and Receipt of Gifts. The Corporation shall seek gifts, contributions, donations and bequests (herein generally called “gifts”) for its purposes. While the Corporation specifically encourages unrestricted gifts whose principal and/or income may be used for the Corporation’s purposes in the discretion of the Board of Directors of this Corporation, the Board of Directors will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or otherwise conforms with these Bylaws and any other guidelines established by the Board of Directors for such restricted gifts.

ARTICLE II

Directors

Section 1. Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number; Election; Term.

(a) The number of Directors of this Corporation shall be eleven (11). Except as otherwise provided herein with respect to the terms of the initial Directors, each Director shall hold office for a term of tow (2) years or until such Director’s successor shall have been duly elected or until such Director’s death, resignation or removal. Directors may be re-elected to serve more than one term in office. Directors shall serve rotating terms with the general result that the terms of approximately one third of the Board of Directors shall expire each year. These Bylaws shall effect such result by designating a length of initial term in office for each of the Directors named in the Articles of Incorporation as follows:

Linda Barrington	Term to Expire: September, 2009
Karen Corlyn	Term to Expire: September, 2009
Deb Dosemagen	Term to Expire: September, 2009
Matt Friedl	Term to Expire: September, 2009

Lynn Grimm	Term to Expire: September, 2009
Andy Kuemmel	Term to Expire: September, 2009
Edie Chiappetti	Term to Expire: September, 2008
Meg Graham	Term to Expire: September, 2008
Tom Mulligan	Term to Expire: September, 2008
Wendy Sondrol	Term to Expire: September, 2008
Beth Strong	Term to Expire: September, 2008

Additional directors shall be elected by the above named Board of Directors until such time a total of seven directors have been seated. The terms of such additional directors shall be designated at the time of election.

(b) The Board of Directors shall be elected by a majority of vote of the directors then in office. No director standing for re-election shall participate in such vote.

Section 3. Resignation. A Director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any individual Director may be removed from office, with cause or for any reason provided in the Articles of Incorporation or Bylaws, by the action of two-thirds of the Directors then in office.

Section 5. Vacancies. A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, may be filled by a majority of the Directors then in office, even though less than a quorum. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill and until such Director's successor is elected and qualified, or until such Director's death, resignation or removal.

Section 6. Meetings.

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

(b) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President of the Corporation, or if the

President is absent or is unable to act, by any Vice-President, or by a majority of Directors.

Section 7. Notices. With the exception of regular meetings as set forth in Section 6(b) above of this Article, notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each Director by delivering notice, orally or in writing, not more than sixty (60) days prior to the date of the meeting, but at least two (2) days before the time set for such a meeting or, if notification is by mail, by mailing such notice at least seventy-two (72) hours before the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Director at the Director's address as it appears on the records of the Corporation. Neither the business to be transacted at, nor the purpose, of any meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting.

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

Section 9. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if two thirds of the Directors then in office shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the directors.

Section 10. Quorum. A majority of the number of directors fixed pursuant to the Articles of Incorporation or these Bylaws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by the law, the Articles of Incorporation or these Bylaws.

Section 11. Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. Notice of the time and place of an adjourned meeting need not be given to absent Directors if said time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Section 12. Organization. The Chairman of the Board of the Corporation, if there is one, or if there is not a Chairman of the Board, the President of the Corporation, or in the absence of the President, a chairman chosen by a majority of the Directors present, shall act as chairman at every meeting of the Board of Directors. The Secretary of the Corporation, or in the absence of

the Secretary any person appointed by the chairman of the meeting, shall act as Secretary of the meeting.

Section 13. Compensation. Upon resolution of the Board of Directors, any one or more Directors may receive reasonable compensation for their services as Directors and reimbursement of expenses in attending any meeting of the Board of Directors or in otherwise fulfilling their duties as Directors hereunder. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, or receiving reasonable compensation therefor.

Section 14. Committees.

(a) Standing or Temporary Advisory Committees Without Board Authority. The Board of Directors or the President may authorize, and point or remove members (whether or not members of the Board of Directors), of standing and/or temporary committees to consider appropriate matters, make reports to the President and/or Board of Directors, and fulfill such other advisory functions as may be designated. The designation of such standing and/or temporary committees and the members thereof, shall be recorded in the minutes of the Board of Directors.

(b) Executive or Other Committees with Limited Board Authority. The Board of Directors may by appropriate resolution designate one or more committees, each of which shall consist of three (3) or more Directors elected by the Board of Directors, which to the extent provided in said resolutions or in these Bylaws, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the Corporation, except action with respect to election of officers and the formation of and the filling of vacancies in committees with limited board authority pursuant to this subsection. The Board of Directors may elect one or more Directors as alternate members of any such committee, who may take the place of any absent committee member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board of Directions or any individual Director by law.

Section 15. Director Conflicts of Interest. No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or has a material financial interest, 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 or because his or their votes are counted for such purposes, 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 the 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 members 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 transaction.

ARTICLE III

Officers

Section 1. Officers. The Corporation shall have a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers or assistant officers as the Directors may from time to time elect. Any two or more of said offices may be held by the same person, except that the offices of President and Secretary and the offices of President and Vice President may not be held by the same person.

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

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

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

Section 5. Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the Board of Directors.

Section 6. President. The President shall be the chief administrative officer of the Corporation and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board of Directors or prescribed in these Bylaws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of Directors. The President may sign and execute, in the name of the Corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation; provided, that neither the President nor any other officer may sign any deed or instrument of money, notes, acceptances, or other evidence of indebtedness without the specific authority of the Board of Directors pursuant to Article IV below of these Bylaws dealing with such matters. The President shall, whenever it may in the President's opinion be necessary, prescribe the duties

of other officers and employees of the Corporation, in a manner not inconsistent with the provisions of these Bylaws and the directions of the Board of Directors.

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

Section 8. Secretary. The Secretary shall:

(a) Certify and keep at the principal office of the Corporation the original or a copy of its Articles of Incorporation and Bylaws, as amended or otherwise altered to date.

(b) Keep at the principal office of the Corporation or such other place as the Board of Directors may direct a book of minutes of all meetings of the Board of Directors and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records and of the seal of the Corporation, if any, and see that it is engraved, lithographed, printed, stamped, impressed upon, or affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws.

(e) See that the books, reports, statements and all other documents and records required by law are properly kept and filed.

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

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

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

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

(c) Render interim statements of the condition of the finances of the Corporation to the Board of Directors upon request, and render a full financial report at the annual meeting of the Board of Directors.

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

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

Section 10. Compensation. The reasonable compensation of the officers, if any, shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a Director of the Corporation.

ARTICLE IV

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

Section 1. Execution of Instruments. Except as in these Bylaws otherwise provided, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 2. Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these bylaws, as the Board may deem expedient.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made with counter-signature, by the President or any Vice President, or the Treasurer or any Assistant Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the President or, in the case of the President, as determined by the Board of Directors.

Section 5. Sale of Securities. The Board of Directors may authorize and empower any officer or officers to sell, assign, pledge or hypothecate any and all shares of stock, bonds or securities, or interest on stocks, bonds or securities, owned or held by this Corporation at any time, including without limitation because of enumeration, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser or purchasers, pledge or pledges, on behalf and in the name of this Corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by this Corporation, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock. However, this Corporation shall not offer or sell any of its securities in violation of any State or Federal securities law registration or other requirement.

ARTICLE V

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on June 30 as established by the Board of Directors.

Section 2. Corporate Seal. The seal of the Corporation, if one is adopted by the Board of Directors of the Corporation, shall contain the name of the corporation and the word "Wisconsin."

ARTICLE VI

Indemnification

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by Sections 181.0871 to 181.0883, inclusive of the Wisconsin Nonstock Corporation Law ("Statute"), including any amendments thereto (but in the case of any such amendment only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceedings to which any director or Officer is a party because such Director or Officer is or was a Director or Officer of the Corporation. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted thereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the

advancement of Expenses which such person may be entitled under any written agreement, board resolution, the Statute or otherwise. All capitalized terms used in this Article VU and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Statute.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liability and advancement of Expenses under Section I of the Article by (a) the purchase of insurance on behalf of any one or more of such Directors or Officers, whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director or Officer under Section 1, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Section 3. Private Foundation Limitations. Notwithstanding the foregoing, no indemnification will be permitted to the extent such indemnification would constitute an act of “self-dealing” or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended, or prohibited under Section 181.0877(2) of the Wisconsin Statutes or any similar successor provisions thereto.

Section 4. Insurance. The Corporation may, upon resolution of its Board of Directors duly adopted, purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity arising out of such person’s status as such, whether or not the corporation would have the power to indemnify such person against such liability under this provision of the Corporation’s Bylaws.

ARTICLE VII

Amendment

These Bylaws may be amended by a vote of the majority of the Directors then in office.

Agreed to by the Initial Board of Directors, June 21, 2007 at Mount Mary College, Milwaukee.