

Bylaws of the Brittany Cayemberg Foundation, Inc.

ARTICLE I. MEMBERSHIP

Section 1.01. No members. The Corporation shall have no members.

ARTICLE II. BOARD OF DIRECTORS

Section 2.01. General Powers. The general management of the Corporation shall be vested in the Board of Directors, which shall pass upon the acceptance of all gifts, grants, devises, or bequests and shall determine the activities, programs, or projects to be financed or administered by the Corporation. The Board of Directors may, from time to time, delegate such authority and responsibility as it may determine to officers. By resolution adopted by a majority of the directors then in office, the Board of Directors also may establish one or more committees of the Board of Directors having the authority of the Board of Directors in the management and affairs of the Corporation to the extent provided in said resolution, subject to Wisconsin Statutes Section 181.0825.

Section 2.02. Number and Selection. The Board of Directors shall consist of seven directors initially, who shall be named in the Articles of Incorporation, and shall thereafter consist of such number of directors with such qualifications as may be determined from time to time by the Board of Directors; provided, however, that the number of directors of the Corporation shall not be less than three (3). Directors, other than the initial directors, shall be elected by a majority vote of directors present at an annual or special meeting of the Board of Directors.

Section 2.03. Term. Each director shall serve for a term of three (3) years that expires at the annual meeting of the Board of Directors three years subsequent to his or her election and until his or her successor is elected and has accepted; provided, however, that the terms of the initial directors shall be designated as either one, two, or three-year terms, and thereafter the terms of office of directors shall be staggered so that approximately one-third of the directors' terms expire each year. A director may serve any number of consecutive terms.

Section 2.04. Vacancies. Any vacancy occurring among the directors by reason of death, resignation, removal, or otherwise may be filled for the unexpired term by an affirmative vote of a majority of the remaining Board of Directors.

Section 2.05. Removal. Any one or more directors may be removed with cause at any time by an affirmative vote of a majority of the Board of Directors. A director whose removal is under consideration shall be informed of the meeting at which the matter is to be considered at least thirty (30) days before such meeting, and such director shall be given an opportunity to be heard at the meeting.

ARTICLE III. MEETINGS OF THE BOARD OF DIRECTORS

Section 3.01. Annual Meetings of the Board. An annual meeting of the Board of Directors of the Corporation for the purpose of electing officers and directors and transacting such other business as may properly come before the meeting shall be held each year at such time and place as the Board of Directors may designate.

Section 3.02. Regular Meetings. Regular meetings of the Board of Directors may be held from time to time at such time and place as the Board of Directors may designate.

Section 3.03. Special Meetings. A special meeting of the Board of Directors may be called for any purpose or purposes at any time by the chairman of the board or upon written request of any three or more directors of the Corporation. Upon request in writing to the chairman or the secretary by any two or more directors, such officer shall forthwith cause to be given to the directors notice of a meeting to be held at such time, not less than two (2) nor more than thirty (30) days after receipt of such a request, as such officer may fix. Special meetings of the Board of Directors shall be held at the principal office of the Corporation or at such other place as the Board of Directors may designate.

Section 3.04. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. Written notice of each special meeting of the Board of Directors stating the date, time, and place, and, in the case of a special meeting, the purpose thereof, shall be delivered, mailed, or faxed not less than two nor more than thirty days prior to the meeting to each director entitled to vote at the meeting at his or her last address according to the available records of the Corporation; provided however, that any Board action to remove a director or to approve a matter that would require approval by the members if the Corporation had members, shall not be valid unless each director is given at least seven days' written notice that the matter will be voted upon a Board meeting or unless notice is waived pursuant to Section 3.05 below. No business shall be transacted at a special meeting except that which has been specified in the notice of the meeting.

Section 3.05. Waiver of Notice. A director may waive notice of a meeting of the Board of Directors, by a written waiver signed by the director entitled to the notice and filed with the minutes or the corporate records. A waiver of notice by a director entitled to notice is effective whether given before, at, or after the meeting. Attendance by a director at a meeting is a waiver of notice of that meeting unless the director upon arriving at the meeting or before the vote on a matter not noticed in conformity with the provisions of these Bylaws objects to the lack of notice and does not thereafter vote for or assent to the objected to action.

Section 3.06. Quorum; Voting. At each meeting of the Board of Directors, the presence in person of a majority of the directors currently holding office shall be necessary to constitute a quorum for the transaction of business. In the absence of such a quorum, any meeting may be adjourned from time to time by a

majority of the directors present. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board unless Wisconsin Statutes Chapter 181, the Articles of Incorporation or these Bylaws require the vote of a greater number of directors.

Section 3.07. Adjournments. If any meeting of the Board of Directors is adjourned to another time or place, no notice as to such adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken. At an adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.

Section 3.08. Meetings by Electronic Communication. A conference among directors by means of communication through which the directors may simultaneously hear each other during the conference is a Board meeting if the same notice is given of the conference as would be required for a meeting and if the number of directors participating in the conference is a quorum. Participation in a meeting by this means is personal presence at the meeting.

Section 3.09. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as of a unanimous vote.

ARTICLE IV. COMMITTEES OF THE BOARD

The Board of Directors may adopt a resolution designating one or more committees. Each committee shall consist of three (3) or more directors elected by the Board of Directors. To the extent provided by the resolution, the committee may exercise the power of the Board with respect to the management of the affairs of the Corporation, when the Board is not meeting, except for electing officers or the filling of vacancies on the Board or on committees created under this Article. The Board may elect one or more of its members as alternate members of a committee created under this section, who may take the place of absent members at any meeting of the committee. The designation of a committee and the delegation of authority to it does not relieve the Board or any director of any responsibility imposed upon the Board or director by law.

ARTICLE V. DIRECTOR CONFLICT OF INTEREST

Section 5.01. When Contract or Transaction is not Void or Voidable. No contract or other transaction between the Corporation and a director, or any entity in which a director is a director or officer or has a material financial interest, is void or voidable because of the relationship or interest or because the director is present at the meeting of the Board of Directors or a committee that authorizes, approves or ratifies the contract or transaction or because the director's vote is counted for that purpose, if either of the following applies:

- a) The relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves or ratifies the contract or transaction and the contract or transaction was authorized, approved, or ratified by a vote or consent sufficient for the purpose without counting the votes or consents of interested directors; or
- b) The contract or transaction is fair and reasonable to the Corporation.

Section 5.02. Quorum Requirements. Common and interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee that authorizes, approves or ratifies a contract or transaction under Section 5.01.

Section 5.03. Additional Requirements. The Board of Directors may by policy or resolution impose additional requirements on conflict of interest transactions.

ARTICLE VI OFFICERS

Section 6.01. Election, Qualification, Terms. The officers of the Corporation shall consist of a chairman of the board, a vice chairman, and a secretary, all of whom shall be elected from among the directors at the annual meeting of the Board of Directors; and a president, a treasurer, and other such officers as may be elected or appointed from time to time by the Board of Directors, none of whom must be a director. Any number of offices or functions of those offices may be held or exercised by the same person. Each officer of the Corporation shall hold office until his or her successor is elected and qualified, provided that each officer shall serve at the pleasure of and may be removed with cause at any time by the Board of Directors.

Section 6.02. Chairman of the Board. The chairman of the board shall preside at all meetings of the Board of Directors and shall maintain records of and, when necessary, certify proceedings of the Board of Directors. In general, the chairman shall perform all duties usually incident to the office of chairman and all duties prescribed by the Board of Directors.

Section 6.03. Vice Chairman of the Board. In the event of the absence or disability of the chairman of the board, the vice chairman shall preside at meetings of the Board of Directors and shall perform all duties usually incident to the office of vice chairman and all duties prescribed by the chairman or the Board of Directors.

Section 6.04. President. The president shall be the chief executive officer of the Corporation, shall actively manage the business and affairs of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The president shall be responsible to the Board of Directors for the application and implementation of established policies in the operations of the Corporation. In general, the president shall perform all duties usually incident to the office of president and all duties prescribed by the Board of Directors.

Section 6.05. Secretary. The secretary shall attend all meetings of the Board of Directors and shall record or cause to be recorded all proceedings of such meetings in the minute book of the Corporation. The secretary shall give or cause to be given proper notice of all meetings of the Board of Directors. If one or

more assistant secretaries are elected or appointed by the Board of Directors, the secretary may delegate thereto any of the foregoing duties.

Section 6.06. Treasurer. The treasurer shall be responsible for the keeping of accurate financial records for the Corporation. The treasurer shall be responsible for the depositing of all moneys, drafts, and checks in the name of and to the credit of the Corporation in such banks and depositories as the Board of Directors may, from time to time, designate. The treasurer shall have power to endorse for deposit all notes, checks, and drafts received by the Corporation and issue checks and drafts in the name of the Corporation as ordered by the Board of Directors, making proper vouchers for deposit. The treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors, making proper vouchers therefore. The treasurer shall render to the president and the Board of Directors whenever requested an account of all his or her transactions as treasurer and of the financial condition of the Corporation. If one or more assistant treasurers are elected or appointed by the Board of Directors, the treasurer may delegate thereto any of the foregoing duties. The treasurer shall perform other duties prescribed by the Board of Directors or by the chairman or vice chairman of the board.

Section 6.07. Authority and Duties. In addition to the foregoing authority and duties, all officers of the Corporation shall respectively have such authority and perform such duties as may be designated from time to time by the Board of Directors.

Section 6.08. Resignation, Removal, Vacancies. An officer may resign by giving written notice to the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective date is named in the notice. An officer may be removed with cause by a resolution adopted by the Board of Directors. A vacancy in an office because of death, resignation, removal, disqualification, or other cause may be filled for the unexpired part of the term as determined by the Board of Directors.

ARTICLE VII INDEMNIFICATION

Section 7.01. General. The Corporation shall indemnify its officers and directors in the manner set forth in Wisconsin Statutes Section 181.0872, provided that the determinations set forth in Wisconsin Statutes Section 181.0873 have been made. In addition, the Corporation may, in the sole discretion of its Board of Directors, indemnify such persons or any other person under such circumstances or different circumstances as the Board of Directors shall deem appropriate as long as the Board reasonably believes such indemnification to be in the best interests of the Corporation.

Section 7.02. Advancement of Expenses. Upon written request by a director or officer who is a party to a proceeding, the Corporation may pay or reimburse his or her reasonable expenses as incurred if the director or officer provides the Corporation with the affirmation and undertaking described in Wisconsin Statutes Section 181.0874.

Section 7.03. Rights Not Exclusive. Nothing contained in this Article shall affect any rights to indemnification to which the Corporation's personnel, including directors and officers, may be entitled by contract or otherwise under law.

Section 7.04. Insurance. The Corporation may buy and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity.

ARTICLE VIII MISCELLANEOUS

Section 8.01. Principle Office. The principal office of the Corporation, at which the general business of the Corporation shall be transacted and at which the general records of the Corporation shall be kept, shall be at such place as the Board of Directors may, from time to time, designate.

Section 8.02. Execution of Instruments. All deeds, mortgages, bonds, notes, checks, drafts, contracts, trust indentures, and other instruments shall be signed on behalf of the Corporation (a) by the chairman or vice chairman of the board or the president and by the secretary or the treasurer or an assistant treasurer, or (b) by such other person or persons as may be designated from time to time by the Board of Directors.

Section 8.03. Authority to Borrow, Encumber Assets. No director, officer, agent, or employee of the Corporation shall have the power or authority to borrow on its behalf, to pledge its credit, or to mortgage or pledge its property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. The authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

Section 8.04. Fiscal Year. The fiscal year of the Corporation shall be the twelve-month period ending December 31 in each year or such other period as the Board of Directors may, from time to time, designate.

Section 8.05. Amendment. These Bylaws may be amended by the affirmative vote of a majority of the directors at any regular meeting or special meeting called for that purpose.

The foregoing Bylaws were duly adopted by the Board of Directors of the Corporation effective the _____ day of _____, 2011.

Secretary