

Approved 9-23-2014

**FIRST AMENDMENT TO
FIRST AMENDED & RESTATED BYLAWS
OF
MADISON AREA CLT CORPORATION**

In accordance with Chapter 181 of the Wisconsin Statutes and Article VIII of the First Amended and Restated Bylaws (the "**Bylaws**") of Madison Area CLT Corporation, a Wisconsin nonstock corporation (the "**Corporation**"), the Board of Directors of the Corporation hereby amend the Bylaws as specified below at a duly noticed meeting on September 23, 2014 at which quorum was present and by a majority vote:

1. The last sentence of Article I, Section 1 of the Bylaws is hereby deleted.
2. Article III, Sections 2(e) and (f) of the Bylaws are hereby deleted.
3. The last sentence of Article III, Section 16(a) of the Bylaws is hereby deleted.
4. The Board of Directors reasonably determined, with advice of counsel, that these modifications to the Bylaws do not "impair or remove rights of the members" and therefore determined that no vote by the membership is required to adopt this First Amendment to First Amended & Restated Bylaws of Madison Area CLT Corporation.

FIRST AMENDED & RESTATED BYLAWS

OF

MADISON AREA CLT CORPORATION

ARTICLE I

General

Section 1. Purposes of Corporation. The purposes of this Corporation shall be as set forth in the Articles of Incorporation of the Corporation. Without limiting the generality of the foregoing, the Corporation provide for decent housing that is affordable to persons of low and moderate income. These Bylaws specify various matters affecting the operations and governance of the Corporation. The Corporation shall be a private nonprofit organization designated as a community housing development organization (“CHDO”) as defined in the HOME Investment Partnership Act at title II of the Cranston-Gonzalez National Affordable Housing Act, as amended, 42 United States Code 12704 and in 24 Code of Federal Regulations 92.2, as amended (together, the “HOME Program”).

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 therefrom may be used for the Corporation’s purposes in the discretion of the Board of Directors of the 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

Members

Section 1. Classes. There shall be three classes of Members of the Corporation: Resident Members; General Members; and Organizational Members.

Section 2. Designation of Members.

(a) Resident Members shall be all persons who have entered into a ground lease with the Corporation, or who lease or own residential property on land leased by another person or entity from the Corporation. All such residents shall automatically be deemed Resident Members with no further action by the resident.

(b) General Members shall be those natural persons, other than Resident Members, who comply with the following requirements: (i) are 18 years of age or older; (ii) have submitted an initial membership application (as prepared by the Corporation’s Board or its designees from time to time), including a signed statement of support for the purposes of the Corporation; and (iii) payment of dues, as set in accordance with these Bylaws.

(c) Organizational Members shall be those entities that comply with the following requirements: (i) have submitted an initial membership application (as prepared by the Corporation's Board or its designees from time to time), including a duly authorized signed statement of support for the purposes of the Corporation; and (ii) payment of dues, as set in accordance with these Bylaws.

Section 3. Membership Dues. Resident Members shall not be expected to pay membership dues to the Corporation. General Members and Organizational Members shall pay membership dues on an annual basis, in the amount established from time to time by the Board of Directors, for each calendar year; provided, however, that the Class A Directors (as defined below) must approve the dues structure by a majority vote, together with the approval of the entire Board of Directors by a majority vote. If the Board of Directors does not take action setting membership dues for a particular calendar year, the Corporation's dues amounts shall be identical to the previous calendar year. Failure by a General Member or an Organizational Member to timely pay dues, on an annual basis, shall automatically terminate a General Member's or Organizational Member's membership in the Corporation without further action by the Corporation.

Section 4. Responsibilities and Voting Rights of Members.

(a) Members shall have no responsibilities and voting rights on any matter except as specifically set forth herein.

(b) Any voting rights specified herein shall be exercised only by the members acting as a whole, and not by classes, except as otherwise specifically provided. Each member shall be entitled to one vote on any matter submitted to a vote of the members as a whole or of any class.

(c) Organizational Members shall be non-voting members of the Corporation.

(d) The only matters as to which the Resident Members and General Members shall have any voting rights are as follows:

(1) The election of Class A Directors (as defined below);

(2) Approval of the sale of real property, provided such real property is valued in excess of 10% of the value of all real property owned by the Corporation at the time of sale; provided, however, the Corporation must obtain membership approval in accordance with these Bylaws for any sale of real property if, when combined with other sales of real property by the Corporation during the previous 12 month period, the combined value of the real property sold and proposed to be sold is in excess of 10% of the value of all real property owned by the Corporation at the time of the first sale of real property within the previous 12 month period;

(3) The alteration of the "resale formula" as set forth herein;

(4) The amendment of the Corporation's Articles of Incorporation, except as set forth in Section 181.1002 of the Wisconsin Statutes;

(5) The amendment of these Bylaws only when such amendment shall, in whole or in part, remove or otherwise impair the rights of the members of the Corporation as set forth in these Bylaws;

(6) The dissolution of the Corporation.

(e) In general, a majority of votes cast shall be necessary for the adoption of any matter voted upon by the membership, except the following:

(1) The election of Class A Directors (as defined below), which may be less than a majority of those entitled to vote;

(2) An amendment to the Corporation's Articles of Incorporation or dissolution of the Corporation, which may be two-thirds of the votes cast or by a majority of those entitled to vote, whichever is less.

Section 5. Method of Voting; Proxies; Ballots.

(a) Proxies. Each member may vote or execute consents in person or by one or more agents authorized by a written proxy executed by the member and filed with the Secretary of the Corporation. No proxy shall be valid after eleven (11) months following the date of its execution, unless the member executing it specifies the length of time for which it is to continue in force. The effect of proxies and the manner of their execution, revocation and exercise shall be governed by the laws of the State of Wisconsin. Any Organizational Member's vote may be cast by the president or chief officer of the Organizational Member, or by any officer or proxy appointed by the president or chief officer of such Organizational Member, in the absence of express notice of the designation of some other person by the board of directors, managing member, or organizational documents of such Organizational Member.

(b) Ballots. Any action to be taken at an annual, regular, or special meeting of the members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action and must state (1) the number of responses needed to meet the quorum requirements, (2) the percentage of approvals necessary to approve each matter other than the election of directors, and the time by which the ballot must be received by the Corporation in order to be counted. An action decided by ballot shall be valid if the quorum and voting requirements for such action to be considered at a meeting are met.

Section 6. Meetings.

(a) Annual Meeting. An annual meeting of the members shall be held each year for the election of the Class A Directors (as defined below). Failure to hold the annual meeting shall not work a forfeiture or dissolution of the corporation.

(b) Special Meetings. Special meetings of the members may be called by the President, the Board of Directors or one-twentieth of the votes of members entitled to be cast at such meeting or by such other officers or such other proportion of members as may be provided in the Articles of Incorporation or these Bylaws.

Section 7. Place of Meetings. Meetings of the members may be held at any place within or without Wisconsin.

Section 8. Accessibility of Meetings. All meetings shall be held in physically accessible meeting spaces. Upon request, meetings shall be accessible through the provision of oral, written, or visual language interpretation and/or translation.

Section 9. Notices. Notice of any meeting of the members of the Corporation, in each case specifying the place, date, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which it is called, shall be given to each member by written notice delivered in person, by telegraph, teletype, facsimile or other form of wire or wireless communication, or by mail or private carrier at least 21 days before the time set for an annual meeting and at least 10 days before the time set for a special meeting, unless a different time shall be prescribed for a particular action by Chapter 181 of the Wisconsin Statutes. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the member at his, her, or its address as it appears on the records of the Corporation. Notice may also be given by publication in the Corporation's newsletter, provided delivery of such publication otherwise conforms with the timing requirements set forth herein. In lieu of such notice, notice may be given by publishing the same as a class 2 notice under Chapter 985 of the Wisconsin Statutes, near the principal office of the Corporation.

Section 10. Waiver of Notice. The transactions of any meeting of the members of the Corporation, however called and noticed or wherever held, shall be as valid as though had at a meeting duly 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 the member or members entitled thereto. Such waiver shall contain the same information as would have been required to be included in such notice, except that the time and place of the meeting need not be stated. All such waivers shall be filed with and made a part of the minutes of the meeting.

Section 11. Action Without Meeting. Any action which may be taken at a meeting of the members may be taken without a meeting if members holding at least 50% of the voting power shall consent in writing to such action. Such action must be evidenced by one or more written consents describing the action taken, signed by the required number of members,

and delivered to the Corporation for inclusion in the minutes or corporate records. All signatures on the written consent shall be dated and, in determining whether the required number of members have signed the consent, only those signatures dated after the date of the most recent meeting of the members may be counted. Such action by written consent shall have the same force and effect as the vote of the members at a meeting duly called and held. Written notice of member approval shall be given to all members who have not signed the written consent. If member approval by written consent is less than unanimous, any such actions contemplated by such consent will be effective 10 days after the aforementioned notice has been given.

Section 12. Quorum; Action. Ten Percent (10%) of the members entitled to a vote shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members present at a duly held meeting at which a quorum is present shall be the act or decision of the members, unless the law, the Articles of Incorporation of the Corporation or these Bylaws require or permit a different proportion.

Section 13. Adjournment. Any meeting of the members, whether annual 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 members present. Notice of the time and place of an adjourned meeting need not be given to absent members 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 14. Transfers; Termination; Expulsion. No member may transfer membership or any right or rights arising therefrom. Unless otherwise provided in the Articles of Incorporation, membership shall be terminated by death, voluntary withdrawal, expulsion, or failure of the General Members or Organizational Members to pay dues, and thereafter all the rights of the member in the Corporation shall cease. A General Member or Organizational Member may be expelled by an affirmative vote of two-thirds of the members entitled to vote on the matter, or of two-thirds of the Directors where there are no members entitled to vote on the matter; however, a Resident Member may not be expelled unless he or she is no longer a resident in a unit upon land owned by the Corporation.

Section 15. Organization. The President of the Corporation, or in the absence of the President, a chairperson chosen by a majority of the members present, shall act as chair at every meeting of the members. The Secretary of the Corporation, or in the absence of the Secretary any person appointed by the chair of the meeting, shall act as Secretary of the meeting.

ARTICLE III **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 at least five (5), as set by the Board of Directors from time to time.

(b) There shall be two categories of Directors: Class A Directors and Class B Directors.

(c) Class A Directors shall be elected by the voting members of the Corporation at an annual meeting and shall constitute no fewer than one-third of the Board of Directors. There shall be three initial Class A Directors. One of the initial Class A Directors shall serve a one-year term; one shall serve a two-year term; and the third shall serve a three-year term. Thereafter, Class A Directors shall be elected to three-year terms by the members of the Corporation or until such Director's successor shall have been duly elected or until such Director's death, resignation or removal. Class A Directors may be re-elected to serve more than one term in office. Class A Directors need not be residents of the State of Wisconsin. All Class A Directors must qualify as a Resident Member.

(d) Class B Directors shall be appointed by the Board of Directors of Common Wealth Development, Inc., a Wisconsin nonstock corporation, its successors, assigns, or designees ("Common Wealth"). Class B Directors shall constitute approximately two-thirds of the Board of Directors. There shall be six initial Class B Directors. Two of the initial Class B Directors shall serve a one-year term; two shall serve a two-year term; and two shall serve a three-year term. Thereafter, Class B Directors shall be appointed to three-year terms by Common Wealth or until such Director's successor shall have been duly elected or until such Director's death, resignation or removal. Class B Directors may be re-elected to serve more than one term in office. Class B Directors need not be residents of the State of Wisconsin.

(e) At all times, in accordance with the CHDO requirements, at least one-third of Directors must qualify as a resident in a Dane County household that has income below 80% of the County Median Income, as defined by the U.S. Department of Housing and Urban Development ("CMI"), with approximately one-third of Class A Directors qualifying and approximately one-third of Class B Directors qualifying. Moreover, at least one-third of the Directors must qualify as a resident of a neighborhood within Dane County where at least 51% of the households have incomes at or below 80% of CMI, with approximately one-third of Class A Directors qualifying and approximately one-third of Class B Directors qualifying.

(f) Notwithstanding the generality of the foregoing, and also in accordance with the CHDO requirements, (1) state and local governments shall not have the right to appoint more than an aggregate of one-third (1/3) of the Directors; (2) no more than one-third (1/3) of the Directors may be public officials or employees of any government through which the Corporation receives funding under the HOME Program; (3) Directors appointed by state or local governments may not appoint the remaining two-thirds (2/3) of the Directors.

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. A Class A Director's death or failure to be a Resident Member shall be deemed an automatic resignation by said Director of the Corporation's Board of Directors, effective as of such triggering event. The death, resignation, or removal of a Class B Director from the

Common Wealth Board shall be deemed an automatic resignation of the Corporation's Board of Directors, effective as of the resignation from Common Wealth's Board.

Section 4. Removal. Any Director may be removed by those that have the authority to elect or appoint said Directors (i.e., members may remove a Class A Director and Common Wealth may remove a Class B Director), with or without cause, including potential removal in the following situations: (a) inattention to duty (i.e., attendance at less than two-thirds of the Board and committee meetings during the previous 12 months); (b) failure to disclose and properly abstain from a conflict of interest; or (c) conviction of a felony. If a Director is removed for cause, the removing entity must indicate the grounds upon which the removal is taken. A Director may be removed only by a vote of three-fourths of those entitled to vote in the election or appointment of said Director and only if such vote is taken at a properly noticed meeting (or in writing if so allowed). A Director may be removed only at a meeting called for the purpose of removing said Director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Director.

Section 5. Vacancies.

(a) A vacancy or vacancies in the Board of Directors of a Class A Director 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 or until such Director's successor is elected and qualified, or until such Director's death, resignation or removal.

(b) A vacancy or vacancies in the Board of Directors of a Class B Director occurring for any reason, including an increase in the authorized number of Directors, may only be filled by Common Wealth's Board of Directors. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill or 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 meeting of the Board of Directors, designated as the annual meeting, shall be held each year at such time and 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, 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 proper year.

(b) Other Regular Meetings. Other regular meetings of the Board of Directors of the Corporation may be held with or without notice at such regularly recurring time and place as the Board of Directors may designate; provided, however, that such regular meetings must occur no less often than once every other month.

(c) 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 or refuses to act, by any Vice-President, or by a majority of Directors.

Section 7. Accessibility of Meetings. All meetings shall be held in physically accessible meeting spaces. Upon request, meetings shall be accessible through the provision of oral, written, or visual language interpretation and/or translation. Members of the Corporation shall be permitted to attend Board meetings and, as appropriate, participate in the discussion of topics at such Board meetings; provided, however, that no member may disrupt such meetings of the Board of Directors nor are Members entitled to vote at such Board meetings.

Section 8. Notices. 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 written notice delivered in person, by telegraph, teletype, facsimile or other form of wire or wireless communication, or by mail or private carrier at least seven (7) days 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, except as set forth herein or required by Wisconsin Statutes. Notice of such meetings shall also be provided to the membership of the Corporation in accordance with these Bylaws. For clarification purposes only, the notice to members of a Board of Directors meeting shall be deemed effective if delivered in accordance with the provisions set forth in this section or in the notice section related to member meetings, whichever is less stringent.

Section 9. Waiver of Notice. The transaction 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 duly 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 made a part of the minutes of the meeting.

Section 10. Action Without Meeting. An 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 is signed by two-thirds of the Directors then in office. Such action by written consent shall have the same force and effect as a vote of the Directors taken at a meeting. All Directors must be given written notice immediately of the text of the written consent and its effective date and time. The written consent shall be effective on the latest of the following: (a) the date it is signed by the required number of Directors; (b) the date specified in the written consent; (c) the tenth day after the day on which the required notice of the text of the consent is given to all Directors. A Director who does not sign or consent to the action taken by written consent shall not be liable for the action.

Section 11. Quorum; Action of Directors. A majority of the number of Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business. The act of a 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 law, the Articles of Incorporation or these Bylaws.

Section 12. 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. 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 13. 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 14. Methods of Conducting Meetings. Directors may participate in any regular or special meeting or in any meeting of a committee of Directors by any means of communication by which either (1) all participating Directors may simultaneously hear each other during the meeting or (2) 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. If a meeting is conducted through the use of one of the foregoing means, all participating Directors must be informed that a meeting is taking place at which official business may be transacted. A Director participating in such a meeting is deemed to be present in person at the meeting. If requested by any Director, minutes of the meeting shall be prepared and distributed to each Director.

Section 15. Compensation. The Directors may not receive compensation for service as a Director or Officer of the Corporation. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, or receiving reasonable compensation therefor.

Section 16. Committees.

(a) Standing or Temporary Advisory Committees Without Board Authority. The Board of Directors or the President may authorize, and appoint or remove members of (whether or not members of the Board of Directors), 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. If so required to qualify as a CHDO, the Board of Directors or the President shall appoint members who are low-income program beneficiaries to an advisory committee to advise the Corporation on the design, siting, development, and management of the Corporation's affordable housing.

(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 at least 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, filling of vacancies in the Board of Directors, or the formation of or 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 Directors or any individual Director by law.

Section 17. Director Conflicts of Interest. 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 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 purpose, 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 IV

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 office of President may not be held by the same person who occupies another office of the Corporation simultaneously.

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 three-fourths 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 executive 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 as are 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 conveyance or endorse any security or execute any checks, drafts, or other orders for payment of money, notes, acceptances, or other evidence of indebtedness without the specific authority of the Board of Directors pursuant to the Article V 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 of, 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 members of the Corporation, 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) Exhibit for inspection upon request the relevant books and records of the Corporation to any member (if the Corporation has members) for any proper purpose at any reasonable time.

(g) 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) Exhibit for inspection upon request the relevant books and records of the Corporation to any member (if the Corporation has members) for any proper purpose at any reasonable time.

(d) 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 and, if there are members, at the annual meeting of members.

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

(f) 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. Officers of the Corporation shall not receive compensation.

ARTICLE V
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 without 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 stocks, bonds or securities, or interest in stocks, bonds or securities, owned or held by the 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, pledgee or pledgees, on

behalf and in the name of the Corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by the Corporation, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock. However, the Corporation shall not offer or sell any securities in violation of any State or Federal securities law registration or other requirement.

ARTICLE VI **Miscellaneous**

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year.

Section 2. Corporate Seal. The Corporation shall have no seal.

ARTICLE VII **Indemnification**

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by the Statute, indemnify each Director and Officer against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or Officer is a Party because he or she is a Director or Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, board resolution, vote of members, the Statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against Liability and advancement of Expenses under this Section 1 by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section 1. The term “Statute,” as used in this Article, shall mean Sections 181.0871 through 181.0883 of the Wisconsin Nonstock Corporation Law and all amendments thereto which permit or require the Corporation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Statute.

Section 2. Private Foundation Limitation. Notwithstanding the foregoing, at any time when the Corporation is or becomes a “private foundation” within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended, or Section 181.0320 of the Wisconsin Statutes, the following limitation shall apply: 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 is prohibited under Section 181.0320 of the Wisconsin Statutes or any similar successor provision thereto.

Section 3. Limited Liability of Volunteers. Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation (“Volunteer”) shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as

a Volunteer, to the fullest extent provided by Section 181.0670 of the Wisconsin Nonstock Corporation Law or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Corporation in writing.

ARTICLE VIII **Amendment**

These Bylaws may be amended by the Board of Directors from time to time by the vote of a majority of the Directors; provided, however, the membership must approve any amendment to these Bylaws if the proposed amendment would impair or remove rights of the members.

ARTICLE IX **Stewardship of Land**

Section 1. Principles of Land Use. The Board of Directors shall oversee the use of land owned by the Corporation and shall convey the right to use such land so as to facilitate access to land and affordable housing by low and moderate income people. In doing so, the Board shall be guided by the following principles:

(a) The Board shall consider the needs of potential lessees and shall attempt to effect a just distribution of land use rights.

(b) The Board shall convey land use rights on terms that will preserve affordable access to land and housing for future low and moderate income residents of the county.

(c) The Board shall convey land use rights in a manner that will promote the long-term wellbeing of the community and the long-term health of the environment.

Section 2. Encumbrance of Land. The decision to mortgage or otherwise encumber land owned by the Corporation shall require the approval of the Board of Directors.

Section 3. Sale of Land. Land shall not be sold except in circumstances when the sale is considered a necessary means of achieving the purpose of the Corporation. In such circumstances, land may be sold only after an affirmative vote by at least two-thirds of the entire Board of Directors at a regular or special board meeting, provided that written notice of such meeting has described the proposed sale.

ARTICLE X
Ownership of Housing and Other Improvements Located on
the Corporation's Land, and Limitations on Resale

Section 1. Ownership of Housing and Improvements on the Corporation's Land. In accordance with the purposes of the Corporation, the Board of Directors shall take appropriate measures to promote and facilitate the ownership of housing and other improvements on the Corporation's land by low and moderate income people. These measures may include, but are not limited to, provisions for the sale of housing to such people; provisions for financing the acquisition of housing by such people, including direct loans by the Corporation; and provision for grants or other subsidies that will lower the cost of housing for such people.

Section 2. Purchase by the Corporation of Improvements Located on the Corporation's Land. It is a purpose of the Corporation to preserve the affordability of housing and other improvements for low and moderate income people in the future. Accordingly, when land-use rights are leased, the Board of Directors shall assure that, as a condition of the lease, the Corporation is granted the right to purchase any lessee-owned housing or other improvements on the land, for a price determined by the "resale formula," at such time as the lessees wish to sell or the lease is terminated.

Section 3. The Resale Formula. For the purpose of preserving affordability, the Corporation shall restrict the price that lessees may receive when they sell housing and other improvements located on the land leased to them by the Corporation. A policy establishing such restrictions in the form of a "resale formula" shall be adopted by the Board of Directors and the Regular Members of the Corporation, in accordance with the following principles:

- (a) To the extent possible, the formula shall allow the seller to receive a price based on the value that the seller has actually invested in the property being sold.
- (b) To the extent possible, the formula shall limit the price of the property to an amount that will be affordable for other low and moderate people at the time of the transfer of ownership.