

**BYLAWS
OF
EAU CLAIRE PUBLIC SCHOOLS FOUNDATION, INC.**

Adopted the 1st day of February, 2008

**ARTICLE I
ORGANIZATION, OFFICES, REGISTERED AGENT AND CORPORATE SEAL**

Section 1.01. Organization. The Eau Claire Public Schools Foundation, Inc. ("Foundation") was incorporated under Chapter 181 of the laws of the State of Wisconsin to be established effective as of the date on which the Articles of Incorporation were filed with the State of Wisconsin.

Section 1.02. Principal office. The principal office of the Foundation in Wisconsin shall be as set forth in the Articles of Incorporation or as otherwise designated by the Board of Trustees. The Foundation may have such other offices within or without the State of Wisconsin as the Trustees may determine from time to time.

Section 1.03. Registered Agent. The Registered Agent of the Foundation shall be as set forth in the Articles of Incorporation or as otherwise designated by the Board of Trustees pursuant to the provisions of the Wisconsin Nonstock Corporation Law.

Section 1.04. Corporate Seal. The Foundation may have a corporate seal of a design and form to be determined by the Board of Trustees.

**ARTICLE II
PURPOSE**

The Foundation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code").

In furtherance of these purposes, the Foundation's activities shall include, but not be limited to: providing support for the activities, programs, projects, equipment and facilities of the Eau Claire Area School District ("ECASD") a public school district in Eau Claire, Wisconsin; identifying and supporting new programs for ECASD; facilitating relationships between ECASD and its community, including alumnae, parents and businesses; providing support for continuing education, professional development and training for ECASD staff, parents and legal guardians; and providing support for public education within and without the State of Wisconsin.

The Foundation may engage in any and all other charitable activities permitted to an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding future provisions of federal tax law. To these ends, the Foundation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon nonstock corporations in the State of Wisconsin.

ARTICLE III BASIC POLICIES

The following are basic policies of the Foundation:

- (a) The Foundation shall be noncommercial, nonsectarian, and nonpartisan.
- (b) The name of the Foundation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the Foundation.
- (c) The Foundation shall cooperate with the Eau Claire School District to support the improvement of education in ways which will not interfere with administration of the school district, and shall not seek to control its policies.
- (d) The Foundation may cooperate with other organizations and agencies concerned with the welfare of students of the school district, but persons representing the Foundation in such matters shall make no commitments that bind the Foundation without the prior consent or authority of the Foundation's Board of Trustees.

ARTICLE IV FINANCIAL POLICIES

- (a) No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, Trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its articles. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Foundation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).
- (b) Upon the dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Foundation within the boundaries of the Eau Claire School District exclusively for the purpose of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at

the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

- (c) All funds received by the Foundation from contributions or otherwise shall be applied solely for the purpose of the Foundation. Any funds so received in any manner which shall exceed disbursements of any fiscal year shall be retained and/or invested by the Foundation and applies in furtherance of its purpose in the succeeding fiscal year or years.
- (d) All gifts to the Foundation may be accepted only upon approval of the Board of Trustees.
- (e) It shall be the policy of this corporation to make annual distributions for one or more of the educational purposes for which it is organized, including administrative expenses and amounts paid to acquire an asset used (or held for use) directly in carrying out one or more of its purposes, in an amount determined by the Board of Trustees to be appropriate. In any such distribution of funds no discrimination shall be made on account of the age, sex, color, religious affiliation or national origin of the individuals or programs to be benefitted thereby.
- (f) It shall be the policy of this corporation to assure that no funds, whether title thereto is vested in this corporation or is vested in a trust for the benefit of this corporation, are invested or reinvested in such a manner as to jeopardize the carrying out of any educational purposes for which this corporation is organized.
- (g) It shall be the policy of this corporation that this corporation, through its Board of Trustees, will exercise "expenditure responsibility," as defined in Section 4945 (h)(1) and (2) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended, with respect to all grants and distributions.
- (h) The Board of Trustees shall take steps to assure that each trustee, agent, or custodian with respect to the aggregate of the unrestricted trusts or funds that are, a component part of this corporation, administer such trust or fund in accordance with accepted standards of fiduciary conduct to produce a reasonable (as determined by the Board of Trustees) return of net income, in furtherance of this corporation's educational purposes.

ARTICLE V BOARD OF TRUSTEES

Section 5.01. Power and Authority. The business affairs and property of the Foundation shall be managed by the Board of Trustees. No Trustee shall have any right, title or interest in or to any property of the Foundation.

Section 5.02. Number, Appointment and Term of Office. The number of Trustees shall be not less than three (3), however, the number of voting Trustees may be increased or decreased to any odd number, by the vote of a majority of the Trustees then in office. Any change in the number of trustees shall receive the approval, by resolution, of the Trustees before it becomes effective. All Trustees for newly created offices shall be appointed by the vote of a majority of the Trustees then in office.

- (a) One (1) Trustee shall be the Superintendent of the Eau Claire School District who shall serve **ex-officio** by virtue of his/her office as long as he/she is Superintendent.
- (b) One (1) Trustee shall be **appointed by the Eau Claire Area School District School Board** and shall serve as **ex-officio** an indefinite term until either he/she no longer holds office as a member of the Board of Education or he/she is otherwise replaced by **the school board** then in office.
- (c) The remaining Trustees, referred to herein as Trustees-at-Large, shall be persons who have expressed a sincere interest in furthering the purposes of the Foundation. Except for their initial terms, which shall be staggered, these Trustees shall serve terms of three (3) years, and none of them shall serve more than **two (2)** consecutive full three (3) year terms; provided, however, that in cases it considers extraordinary, the Board and Trustees shall have the option of waiving this requirement and allowing a Trustee to serve for more than two (2) consecutive full terms. The initial Trustees-at-Large shall be those named in the Foundation's Articles of Incorporation and shall serve until the expiration of their terms as set forth therein. Commencing with the annual meeting of the Board of Trustees, Trustees-at-Large whose terms expire shall be nominated and elected by the Board of Trustees at its annual meeting. Trustees whose terms are expiring at said meeting shall have the right to participate in said election. Trustees shall take office immediately following their election and shall serve until their successors are duly elected and qualified.

Section 5.03. Meetings.

- (a) Annual Meeting. The annual meeting of the Board of Trustees shall be held not more than ninety (90) days following the close of the Foundation's fiscal year, at such time and place as the Chairman shall designate. The purpose of the annual meeting is to elect Trustees and officers and conduct such business as may properly come before the Board. Every year an annual report shall be completed and disseminated.

- (b) Regular Meetings. Regular meetings may be established by resolution of the Board of Trustees.
- (c) Special Meetings. Special meetings of the Trustees, for any purpose or purposes, not otherwise prohibited by statute, may be called by the Chairman or upon written request of three (3) or more Trustees. Only such business as is designated in the notice may be discussed at a special meeting.
- (d) Notice of Meetings. Written notice, including notice via e-mail or other electronic means, stating the place, day and hour of the meeting, and in case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered not less than five (5) days nor more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the Chairman or his/her designee. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Trustee at his/her address as it appears on the records of the Foundation with postage thereon prepaid.
- (e) Waivers of Notice. Any Trustee may waive notice of any meeting and by attending any meeting without protesting lack of proper notice, shall be deemed to have waived notice thereof.

Section 5.04. Resignation. Any Trustee may resign at any time by a written instrument to that effect directed to the Chairman or the Secretary. Such resignation shall take effect at the time specified therein and its acceptance by the Board of Trustees shall not be necessary to make it effective.

Section 5.05. Removal. Any Trustee-at-Large may be removed from office with or without cause at a regular or special meeting by a majority vote of all Trustees then in office; provided, however, that written notice of such action, if to be taken at a regular meeting, shall be given to the affected Trustee as provided above.

Section 5.06. Vacancies. Vacancies on the Board of Trustees caused by death, resignation or removal shall be filled at any meeting by a majority vote of the remaining Trustees. Trustees selected to fill vacancies on the Board shall serve the unexpired term associated with the vacant position.

Section 5.07. Minutes. Minutes of each meeting of the Board of Trustees shall be distributed to each Trustee in a timely manner.

Section 5.08. Quorum and Voting Requirements. A simple majority of the Board of Trustees then in office, or of the members of a committee, shall constitute a quorum for the transaction of business. A Trustee shall be deemed present at a meeting of the Board or of a committee if he/she participates by means of conference phone or similar communications equipment, but no Trustee shall vote by proxy.

The vote of a simple majority of the Trustees present at any meeting at which there is a quorum shall constitute the act of the Board, or of the committee, unless a larger vote is required pursuant to bylaw.

ARTICLE VI OFFICERS

Section 6.01. Officers. The Officers of the Board of Trustees and of the Foundation shall be the Chairman, one or more Vice Chairmen, a Secretary, a Treasurer and such other offices as members of the Board of Trustees may authorize. Any two (2) or more offices may be held by the same person, except the offices of Chairman and Secretary, and the offices of Chairman and Vice Chairman. The Superintendent of the Eau Claire School District is not eligible to hold any office as an Officer of the Board of Trustees.

Section 6.02. Election and Term of Office. The Chairman, one or more Vice Chairmen, a Secretary and a Treasurer of the Foundation shall be elected annually by the Board of Trustees at its annual meeting. Each officer shall hold office for one (1) year, except in the event of his/her death, resignation or removal or until his/her successors shall have been duly elected and qualified.

Section 6.03. Resignation and Removal. Any officer may resign at any time by a written instrument to the effect directed to the Chairman or the Secretary. Any such resignation shall take effect at that time specified therein and its acceptance shall not be necessary to make it effective. Any officer elected by the Board of Trustees may be removed with or without cause by the Board whenever in its judgment the best interest of the Foundation would be served thereby.

Section 6.04. Vacancies. A vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

Section 6.05. Chairman of the Board. The Chairman of the Board shall assume all duties normally associated with that office. The Chairman of the Board shall conduct the meetings of the Corporation. The Chairman of the Board shall be the chief executive officer of the Corporation and shall have general active management of the business of the Corporation. He or she, shall, when present, preside at all meetings of the Board of Trustees. He or she shall see that all orders and resolutions of the Board of Trustees are carried into effect. He or she, with the proper signature of one other duly qualified officer of the Corporation, may execute and deliver in the name of the Corporation, any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation, including without limitation, any instruments necessary or appropriate to enable the corporation to donate income or principal of the Corporation to or for the account of such organizations, causes, and projects described in the Articles of Incorporation of the Corporation as the Corporation was organized to support. He or she shall have such other duties as may from time to time be prescribed by the Board of Trustees.

Section 6.06. Vice Chairman. A Vice-Chairman shall assist the Chairman in the discharge of his or her duties and shall have such powers and shall perform such duties as may be specified in the Bylaws or assigned from time to time by the Board of Trustees or these Bylaws. In the event of absence or disability of the Chairman of the Board, a Vice-Chairman shall succeed to his or her power and duties in the order designated by the Board of Trustees.

Section 6.07. Secretary. The Secretary or his/her designee shall see that the proceedings of the meetings of the Board of Trustees are kept. He or she shall, when directed to do so, notify the Trustees of all meetings, and perform such other duties as may from time to time be assigned by

the Board of Trustees or these Bylaws and in general shall perform all duties incidental to the office of the Secretary.

Section 6.08. Treasurer. The Treasurer shall be responsible for the custody of funds, properties and securities of the Foundation, and shall advise the Board of Trustees respecting its financial condition and the handling of its monies and investments. He/she shall complete and be responsible for filing of all required state and federal tax forms and financial disclosures, sign documents for the Foundation from time to time as required by the Corporation, and shall perform such other duties as may be specifically assigned to him/her by the Board of Trustees or these Bylaws and in general shall perform all duties incidental to the office of Treasurer.

Section 6.09. Compensation. Unless specifically authorized by the Board of Trustees, no officer shall be compensated for his/her services to the Foundation.

Section 6.10. Other Officers. The Foundation may have such other officers and agents as may be deemed advisable by the Board of Trustees, who shall be appointed in such manner, have such duties and hold their offices for such terms as may be determined by resolution of the Board of Trustees.

Section 6.11. Directors. The Board of Trustees may establish an advisory body of no more than three (3) "Directors" to assist in the development and operation of the Foundation. The Directors may be appointed or removed by a majority vote of the Board of Trustees at any time and for any reason. The Directors shall have no vote in Corporation matters and no authority to affect Corporation policy.

ARTICLE VII COMMITTEES

Section 7.01. In General. The Board of Trustees shall by resolution establish such committees as it may determine is advisable. The Chairman shall appoint the members thereof and the Chairman, or the Chairman's designee, shall be an ex-officio member of all committees. Committees may have public members but not less than two (2) Trustees as members.

Section 7.02. Nominating Committee. A nominating committee, consisting of at least three (3) trustees appointed by the Chairman, shall provide each Trustee with a list of potential Trustees-at-Large and Officers no less than thirty (30) days prior to each year's annual meeting. The slate of Trustees-at-Large and Officers shall be presented for vote at the annual meeting. A vote of a majority of duly qualified Trustees shall be required to elect Trustees-at-Large and Officers.

ARTICLE VIII FISCAL AGENTS

The Foundation may designate such fiscal agents, investment advisors and custodians as the Board of Trustees may select by resolution. The Board of Trustees may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor or custodian.

ARTICLE IX
BOOKS OF RECORD, AUDIT, FISCAL YEAR, BOND

Section 9.01. Books and Records. The Board of Trustees of this Foundation shall cause to be kept:

- (1) records of all proceedings of the Board of Trustees, and Committees thereof; and
- (2) all financial statements of this Foundation; and
- (3) Articles of Incorporation and Bylaws of this Foundation and all amendments thereto and restatements thereof; and
- (4) such other records and books of account as shall be necessary and appropriate to the conduct of the Foundation; and
- (5) all records of the Foundation shall be open for Trustee inspection at any reasonable time.

Section 9.02. Audit and Publication. The Board of Trustees shall cause the records and books of account of this Foundation to be audited at least once in each fiscal year in such a manner as may be deemed necessary or appropriate, and also shall make such inquiry as the Board of Trustees deems necessary or advisable into the conditions of all trusts and funds held by any Trustee, agent, or custodian for the benefit of this Foundation, and shall retain such person or firm for such purposes as it may deem appropriate. Not later than six (6) months after the close of each fiscal year of this Foundation, the Board of Trustees of this Foundation shall furnish to the Board of Education of the School District of Eau Claire, a copy of the Foundation's financial statements for the immediately preceding fiscal year.

Section 9.03. Fiscal Year. The fiscal year of the Foundation shall end on June 30 of each year.

Section 9.04. Bond. The Foundation may obtain bond on such people and in such amounts as may from time to time be deemed necessary by the Board of Trustees.

ARTICLE X
CONFLICTS, LIABILITY AND INDEMNIFICATION

Section 10.01. Disclosure and Voting. Any Trustee or officer having a material financial interest, or having an immediate family member with a material financial interest, in a contract or other transaction presented to the Board of Trustees or a committee thereof for authorization, approval or ratification shall make a prompt, full and frank disclosure of such person's interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction which might reasonably be construed to be adverse to the Foundation's interest. The Board or committee to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information or respond to questions) in the discussions

and deliberations with respect to such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present. For purposes of this section, a person shall be deemed to have a "material financial interest" in a contract or to his/her transaction if such person is the party (or one of the parties) contracting or dealing with the Foundation, or is a director, trustee or officer of, or has a significant financial or influential interest in, the entity contracting with the Foundation. "Immediate family member" means natural, adoptive or marital grandparent, parent, sibling, child or grandchildren.

Section 10.02. Liability of Trustees and Officers. General. No person shall be liable to the Foundation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a Trustee or officer of the Foundation, in good faith, if such a person

- (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs, or
- (b) took or omitted to take such action in reliance upon advice of counsel for the Foundation or such statements made or information furnished by officers or employees of the Foundation which he/she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he/she may be entitled as a matter of law.

Section 10.03. Indemnification of Officers and Trustees - Third Party Action. The Foundation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) by reason of the fact that such a person is or was a Trustee, officer, employee or agent of the Foundation, or who is or was serving at the request of the Foundation as a Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Foundation, and with respect to any criminal action or proceeding had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Foundation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 10.04. Indemnification of Officer and Trustees - Actions on Behalf of Foundation. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party of any threatened, pending or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that such person is or was a Trustee, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a

Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Foundation except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable or negligent or guilty of misconduct in the performance of his or her duty to the Foundation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 10.05. Extent of Indemnification. To the extent that a Trustee, officer, employee, or agent of the Foundation has been successful, on the merits or otherwise, in the defense of any action suit or proceeding referred to in Sections 10.03 and 10.04 above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

Section 10.06. Method of Indemnification.

- (a) Any indemnification under Sections 10.03 and 10.04 above (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the Trustee, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said Sections 10.03 and 10.04. Such determination shall be made (a) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable and a quorum of disinterested Trustees so directs, by independent legal counsel in written opinion.
- (b) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Trustees in the specific case, upon receipt of an undertaking by or on behalf of the Trustee, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Foundation as authorized in this Article.

Section 10.07. Non-exclusivity of Indemnification Rights. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those needing indemnification may be entitled under any statute, Bylaw, vote of disinterested Trustees or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer, employee or agent and shall inure to the benefits of the heirs, executors and administrators of such a person.

Section 10.08. Savings Clause. The Foundation and its Trustees or officers shall not be liable to anyone for making any determination as to the existence or absence of liability, nor for making or refusing to make any payment hereunder on the basis of said determination, nor for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel.

Section 10.09. Insurance Coverages. The Foundation shall have power to purchase and maintain officers' and Trustees' liability insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a 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, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify such person against such liability under the provisions of these sections.

Section 10.10. Successors to Foundation. References to "the Foundation" shall include, in addition to the existing Foundation, any organization which may merge with the Foundation or which may survive following a merger by the Foundation which otherwise would have lawfully been entitled to indemnify its Trustees, officers, and employees or agents.

ARTICLE XI AMENDMENTS

The Board of Trustees may amend the Foundation's Articles of Incorporation and these Bylaws to include or omit any provision which could be lawfully included or omitted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or Bylaws may be submitted and voted upon at a single meeting of the Board of Trustees and be adopted at such meeting a quorum being present, upon receiving the affirmative vote of not less than two-thirds ($\frac{2}{3}$) of the whole number of Trustees then holding office; provided, however, that amendment of the Purpose clause of the Articles of Incorporation may be made only with the approval and resolution of three-fourths ($\frac{3}{4}$) of the whole number of Trustees then holding office. Any proposed amendments shall be included by the Secretary in the notice of such meeting required above.

Daniel Van de Water
Daniel Van de Water, Secretary
Eau Claire Public Schools Foundation, Inc.

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