

**BYLAWS
OF
Kids Voting USA of Wisconsin, Inc.**

Adopted on December 29, 2004

Article I - Name

1.01 Corporate Name. The name of the corporation is **Kids Voting USA of Wisconsin, Inc.**

Article II - Office

2.01 Location of Principal Office. The principal office of the corporation shall be located in Wausau, Wisconsin, or at such other location as the Board shall lawfully designate or the affairs of the corporation may require from time to time.

2.02 Registered Agent and Office. The corporation's registered agent may be changed from time to time by or under the authority of the board of directors. The address of the corporation's registered office may be changed from time to time by or under the authority of the board of directors, or by the registered agent. The business office of the corporation's registered agent shall be identical to the registered office. The corporation's registered office may be, but need not be, identical with the corporation's principal office in the state of Wisconsin.

2.03 Place of Keeping Corporate Records. The records and documents required by law to be kept by the corporation permanently shall be kept at the corporation's principal office.

Article III - Aims and Purposes

3.01 Purpose of Corporation. The corporation is organized exclusively for charitable, scientific, and educational purposes; more specifically to educate children on the importance of voting and the role it plays in a democratic society, and to encourage and foster interest in voting on the part of children by holding and administering mock elections that coincide with regular local elections and by providing voting curriculum and assistance to local school districts on a year-round basis.

3.02 Earnings. Under no circumstances will the net earnings of the corporation inure to the benefit of any private individual.

3.03 Aims of Corporation. The aims of this corporation are to be carried out through any and all lawful activities, including others not specifically stated above but incidental to the stated aims and purposes, provided that any such activity shall conform to any applicable restrictions or limitations set forth in the corporation's Articles of Incorporation and to any restriction imposed upon corporations described in section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code.

3.04 Prohibited Activities. No substantial part of the activities of the corporation shall include carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article IV - Membership

4.01 Member Corporation. The corporation shall not be a membership corporation and shall have no members.

4.02 Stock. The corporation shall have no capital stock.

Article V - Board of Directors

5.01 General. The property and affairs of the corporation shall be managed by a board of directors. The Board is responsible for overall policy and direction of the corporation, and delegates responsibility for day to day operations to a designated agent and to committees.

5.02 Number. The board may have up to fifteen (15) but not fewer than three (3) directors. All directors shall serve until their term shall expire or until their successors are elected or appointed. All directors shall have equal and full voting responsibilities as members of the Board.

5.03 Terms, Nomination, and Election. Directors shall serve three (3) year terms, or until their successors are elected and qualified. Directors may be re-elected. Terms shall be staggered so that not more than one-third of the number of directors terms expire at any one time. Individuals to fill the membership of the Board shall be nominated by the directors at their annual meeting and elected by majority vote of the then current directors present.

5.04 Vacancy. Vacancies occurring on the Board by death, resignation, refusal to serve, or otherwise shall be filled for the unexpired term by majority vote of the remaining directors at any regular or special meeting.

5.05 Resignation. Any director may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time specified in the notice or, if no time is specified, at the time of acceptance of the resignation by the Board.

5.06 Removal. Any director may be removed at any time by two-thirds majority vote of the directors not including the director subject to the vote.

5.07 Meeting. The meetings of the Board shall be held at the principal office of the corporation or at any other place that the Board may from time to time designate. Annual meetings of the Board shall be held at the time and place agreed upon by the directors. Special meetings of the Board may be called at any time by two or more directors.

5.08 Notice of Meetings. Notice of any regular or special meeting of the Board shall be given at least five (5) days before the scheduled meeting by written notice sent by any usual means of communication, including by facsimile and e-mail, to each director to his or her place or address for receiving communications as shown by the records of the corporation; however, notice may be waived before, at, or after any meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting for the express purpose of objecting to the transaction of the business because the meeting is not lawfully called or convened.

5.09 Quorum and Voting. At all meetings of the Board, a majority of the total directors then in office shall constitute a quorum for the transaction of business. When a quorum is once present, it is not broken by the subsequent withdrawal of any of those present and the meeting may be adjourned despite the absence of a quorum. The vote of the majority of the directors at a meeting at which a quorum is present shall be the act of the Board, unless a vote of a greater number is required by law or by these bylaws.

5.10 Meetings by Electronic Means of Communication. The Board may, in addition to conducting meetings in which each director participates in person, and notwithstanding any place set forth in the notice of the meeting or these bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided that: (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 that each participating director is able to immediately send messages to all other participating directors. Before the commencement of any business at a meeting at which any directors do not participate in person, all participating directors shall be informed that a meeting is taking place at which official business may be transacted.

5.11 Action Without Meeting. Any action required or permitted to be taken at a Board meeting may be taken without a meeting if consent in writing setting forth the action is signed by two-third ($\frac{2}{3}$) or more of the directors then in office. Any such consent shall have the same force and effect as a vote of the directors taken at a meeting of the directors.

Article VI - Compensation of Directors

6.01 Directors Services. Directors as such shall not receive any compensation for their services as directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Nothing in these bylaws shall preclude a director from serving the corporation in any other capacity and receiving compensation for such services.

Article VII - Officers

7.01 Number, Titles, and Qualifications. The corporation's principal officers shall be a President, a Vice President, a Secretary, and a Treasurer, and such assistants as determined by the Board. All officers and assistants shall be appointed by majority vote of the Board.

7.02 Tenure. The officers shall hold office until his or her successor shall have been duly appointed or until the officer's prior death, resignation, or removal.

7.03 Duties. The duties of the officers of the corporation shall be as follows:

1. The President shall be the presiding officer at all meetings of the Board.
2. The Vice President shall preside at meetings in the absence of the President. The Vice President shall also chair committees on special subjects as designated by the Board.

3. The Secretary shall be responsible for keeping minutes of meetings of the Board, shall see that all notices are duly given in accordance with the law and these bylaws, and for assuring that corporate records are maintained.

4. The Treasurer shall be responsible for the maintenance of adequate books of account of the corporation, shall be responsible for the receipt and disbursement of the funds of the corporation, and shall make financial information available to the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the duties of the office in such sum and with such surety as the Board determines. The cost of such bond or surety shall be paid from the funds of the corporation upon approval of the Board.

7.04 Removal. The Board may remove any officer or agent, but the removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment shall not of itself create contract rights.

7.05 Resignations. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the corporation accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

7.06 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or other reason shall be filled in the manner prescribed for regular appointments to the office.

7.08 Compensation. Officers as such shall not receive any compensation for their services as officers, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance by officers of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses. Nothing in these bylaws shall preclude an officer from serving the corporation in any other capacity and receiving compensation for such services.

Article VIII - Committees

8.01 Appointment of Committees. The Board, by majority vote, may designate such committees as needed. Committees shall consist of two or more persons, who may or may not be directors. Each committee shall have a Chairperson, who shall report to the Board. Only directors shall be eligible to serve as Chairperson. The Board may delegate to such committees such authority as the Board deems desirable, except that no such committee or committees, unless specifically so authorized by the Board, shall have and exercise the authority of the Board to (1) adopt, amend or repeal the bylaws; or (2) fill vacancies in the Board or any committee.

8.02 Executive Committee. The officers shall serve as members of the Executive Committee. Except for the power to adopt, amend or appeal bylaws, the Executive Committee shall have all of the powers of the Board in the intervals between meetings of the Board.

8.03. Powers and Duties. Each member of each committee shall serve at the pleasure of the Board. The designations of any committee and the delegation of authority to it shall not relieve any director of any responsibility imposed by law. Each committee, through its Chairperson, shall report action to the Board at its next meeting. So far as applicable, the provisions of these bylaws relating to the conduct of meetings of the Board shall govern meetings of the executive and other committees.

Article IX - Contracts, Checks, Deposits, and Funds

9.01 Authorization. The Board may authorize any officer or officers or agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by the Board.

9.02 Funds. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select, or as may be designated by an officer or officers or agent or agents of the corporation to whom such power may be delegated by the Board.

9.03 Acceptance of Gifts. The Board or any officer or agent of the corporation to whom such authority may be delegated by the Board, may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Article X - Indemnification

Corporate Liability. The corporation shall indemnify officers, directors and other persons in accordance with Sec. 181.0872, Wis. Stats., and as follows:

10.01 Liability of Directors and Officers. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as a director or officer of the corporation, or of any other corporation which he or she serves as a director or officer at the request of the corporation, in good faith, if such 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 or her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he or she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he or she may be entitled as a matter of law.

10.02 Indemnity of Officers and Directors. Every person who is or was a director or officer of the corporation, and any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor shall (together with the heirs, executors and administrators of such person) be indemnified by the corporation against all costs, damages and expenses asserted against, incurred by or imposed upon him or her in connection with or resulting from any claim, action, suit or

proceeding, including criminal proceedings, to which he or she is made or threatened to be made a party by reason of his or her being or having been such director or officer, except in relation to matters as to which recovery shall be had against him or her by reason of his or her having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of his or her duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit, or proceeding. In the case of a criminal action, a plea of guilty or nolo contendere or its equivalent, or after trial, shall not be deemed an adjudication that such director or officer is guilty of fraud in the performance of his or her duties, if such director or officer was acting in good faith in what he or she considered to be the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

Article XI - Miscellaneous

11.01 Corporate Seal. The corporation shall not have a seal.

11.02 Parliamentary Procedure. All questions of parliamentary procedure or practice regarding the affairs of the corporation including the conduct of meetings, shall be governed by the then current edition of Robert's Rules of Order, except as otherwise specifically provided by law or these bylaws.

11.03 Fiscal Year. The fiscal year of the corporation shall end December 31.

11.04 Rights in Materials. Ownership of and all rights in all materials prepared by or for the corporation shall be vested in the corporation and/or the person who prepared it, and such material may not be reproduced, transcribed, or used in any way without the approval of the corporation or the person who prepared it.

11.05 Advertising. No person shall use the name of the corporation for their own promotional or advertising purposes without the consent of the corporation.

Article XII - Amendment

12.01 By Directors. The Board may amend or repeal these bylaws or adopt new bylaws.

Adopted: December 29, 2004.

Kids Voting USA of Wisconsin, Inc.,
A Wisconsin nonstock corporation



Mark D. Munson, Secretary