

**UNANIMOUS CONSENT RESOLUTION OF THE DIRECTORS OF
WHITNALL PARK ROTARY CLUB FOUNDATION, INC.**

The undersigned, being all of the initial Board of Directors named in the Articles of Incorporation of Whitnall Park Rotary Club Foundation, Inc., (the "Corporation") a Wisconsin non-stock and non-profit corporation duly organized and validly existing under the laws of the State of Wisconsin, in particular, Chapter 181, known as Wisconsin Non-Stock Corporation Law, do hereby consent to the adoption of the following resolutions pursuant to and all as authorized by Section 181.0821 of the Wisconsin Statutes and the By-Laws of this Corporation:

1. The By-Laws of Whitnall Park Rotary Club Foundation, Inc. as previously submitted to the Board are hereby confirmed, ratified and approved, and are hereby adopted as and for the By-Laws of the Corporation and shall be signed as of the effective date of this Resolution by Terri Delke as Secretary of the Corporation.

2. The officers of the Corporation and their respective offices are hereby elected as follows, to serve until such respective successor is duly elected and qualified:

President	John G. Movroydis
Vice President	Jack Williams
Treasurer	Robert J. Nolan
Secretary	Terri Delke
Ex-officio	Gilbert F. Frenn, as President of the Whitnall Park Rotary Club, Inc.

3. The Articles of Incorporation of Whitnall Park Rotary Club Foundation, Inc. are confirmed, ratified and approved.

4. The filing of Form 1023 Application for Recognition of Exemption under Section 501(c)3 of the Internal Revenue Code with the Internal Revenue Service by the Corporation is hereby confirmed, ratified and approved.

5. The acts of the Incorporator, John G. Movroydis, are ratified and approved.

6. The Corporation's fiscal year shall begin on July 1 and end on June 30.

7. The Officers of the Corporation are hereby authorized and directed to take all appropriate action to complete the organization of the Corporation, and to cause the Corporation to be qualified to conduct its intended business operations and to be in compliance with all applicable government regulations.

8. The Whitnall Park Rotary Club Foundation, Inc. Conflict of Interest Policy, submitted herewith, is hereby approved, ratified, and adopted.

9. The Treasurer is authorized to open a bank checking account, and such other accounts as the Treasurer deems appropriate, for the Corporation, and that the President and Secretary are authorized to execute such printed resolutions as may be necessary and appropriate to open such

account(s).

10. The Treasurer is authorized and directed to pay the expenses incurred by the Incorporator in organizing the Corporation.

11. Regular meetings of the Board shall be held, without special notice, at least annually during the month of July, and also such special and other meetings as may be called by the President or by any member of the Board of Directors. Members of the Board may attend via telephone conference.

12. These initial resolutions may be executed in any number of counterparts, all of which when executed and delivered shall have the effect of an original. These resolutions shall be effective as of the date the last required signature is obtained on any counterpart.

Dated and effective: August 11, 2009




John G. Mowroydis



Jack Williams



Gilbert F. Frenn



Robert J. Nolan



Terri Delke

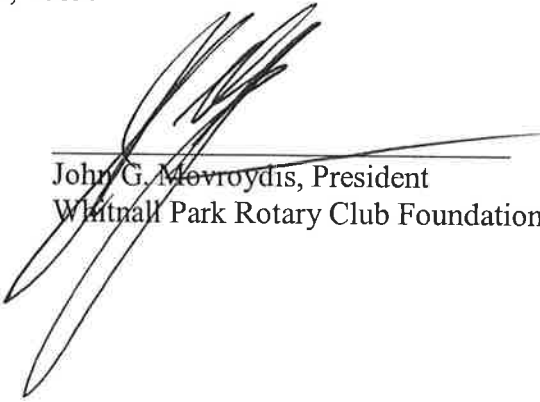
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**CALL IN NOTICE OF BOARD OF DIRECTORS MEETING OF
WHITNALL PARK ROTARY CLUB FOUNDATION, INC.
October 30, 2009**

NOTICE, it is hereby given that a meeting of the Board of Directors of Whitnall Park Rotary Club Foundation, Inc. will take place on Friday, October 30, 2009 at 8:00 a.m. at the offices of DeWitt Ross & Stevens, S.C., 13935 Bishop's Drive, Suite 300, Brookfield, Wisconsin. Said meeting shall be held for the following purposes:

1. Scheduling of Annual Meeting of Members.
2. Slate of Directors.
3. Review of deposits from Whitnall Park Rotary Club events (e.g. Alpine Valley).
4. Consideration of the establishment of a written financial and investment policy.
5. Review of the operations and financial conditions of the corporation.
6. Treasurer's Report.
7. Determination of the areas of involvement of the Foundation, and review of the Mission of the Foundation.
8. Determination of the practices to facilitate coordination with the Whitnall Park Rotary Club.
9. To transact such other business as may properly become before the meeting.

Dated this 27th day of October, 2009.



John G. Movroydis, President
Whitnall Park Rotary Club Foundation, Inc.

**WHITNALL PARK ROTARY CLUB FOUNDATION, INC.
CONFLICT OF INTEREST POLICY**

**ARTICLE I
PURPOSE**

The purpose of the conflict of interest policy is to ensure and protect Whitnall Park Rotary Club Foundation's tax-exempt organization ("Organization") status when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or member of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any other provision contained in the Organization's Bylaws or any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**ARTICLE II
DEFINITIONS**

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, or any member of the Organization, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or,

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**ARTICLE III
PROCEDURES**

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of

committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest.

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy.

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**ARTICLE IV
RECORDS OF PROCEEDINGS**

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V COMPENSATION

The officers and directors of this Organization shall not receive compensation.

ARTICLE VI ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

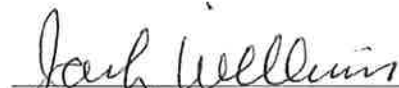
**ARTICLE VIII
USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.


The undersigned constitute that all the officers and directors Whitnall Park Rotary Club Foundation, Inc., a Wisconsin non-stock corporation, to hereby certify that the above Conflict of Interest Policy of Whitnall Park Rotary Club Foundation, Inc. will duly be active and made effective as of the 11th day of August, 2009.



John G. Movroydis, President
and Director



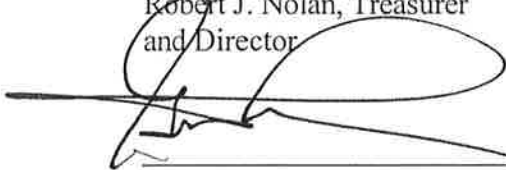
Jack Williams, Vice President
and Director



Robert J. Nolan, Treasurer
and Director



Terri Delke, Secretary
and Director



Gilbert F. Frenn, Director (and President
of the Whitnall Park Rotary Club, Inc.)