

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2003

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2003 calendar year, or tax year beginning , 2003, and ending , 20

B Check if applicable:

- Address change
- Name change
- Initial return
- Final return
- Amended return
- Application pending

Please use IRS label or print or type. See Specific Instructions.

15252 **AUTO**SCH 5-DIGIT 54911
NORTHEAST WISCONSIN LAND TRUST INC
14 TRI PARK WAY STE 1
APPLETON WI 54914-6430

I
P 249 R
B 25 S

D Employer identification number

39:1867891

E Telephone number

(920) 738-7265

F Accounting method: Cash Accrual

Other (specify) ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? Yes No

H(b) If "Yes," enter number of affiliates ▶ N/A

H(c) Are all affiliates included? N/A Yes No
(If "No," attach a list. See instructions.)

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

I Group Exemption Number ▶ N/A

G Website: ▶ www.newlt.org

J Organization type (check only one) ▶ 501(c)(3) ◀ (insert no.) 4947(a)(1) or 527

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

M Check if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 106,556

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See page 18 of the instructions.)

1	Contributions, gifts, grants, and similar amounts received:			
a	Direct public support	1a	91889	
b	Indirect public support	1b	0	
c	Government contributions (grants)	1c	14531	
d	Total (add lines 1a through 1c) (cash \$ 90395 noncash \$ 16025)	1d	106420	
2	Program service revenue including government fees and contracts (from Part VII, line 93)	2	0	
3	Membership dues and assessments	3	0	
4	Interest on savings and temporary cash investments	4	0	
5	Dividends and interest from securities <i>dividend wisc Energy stock</i>	5	7	
6a	Gross rents	6a		
b	Less: rental expenses	6b		
c	Net rental income or (loss) (subtract line 6b from line 6a)	6c	0	
7	Other investment income (describe ▶)	7	0	
8a	Gross amount from sales of assets other than inventory	(A) Securities		(B) Other
b	Less: cost or other basis and sales expenses	8a		
c	Gain or (loss) (attach schedule)	8b		
d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8c		
d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8d	0	
9	Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>			
a	Gross revenue (not including \$ 2884 of contributions reported on line 1a)	9a		
b	Less: direct expenses other than fundraising expenses	9b		
c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c	0	
10a	Gross sales of inventory, less returns and allowances	10a	129	
b	Less: cost of goods sold <i>books ordered & sold</i>	10b	129	
c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c	0	
11	Other revenue (from Part VII, line 103)	11	0	
12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12	106427	
13	Program services (from line 44, column (B))	13	76264	
14	Management and general (from line 44, column (C))	14	17047	
15	Fundraising (from line 44, column (D))	15	6269	
16	Payments to affiliates (attach schedule)	16	0	
17	Total expenses (add lines 16 and 44, column (A))	17	99580	
18	Excess or (deficit) for the year (subtract line 17 from line 12)	18	6847	
19	Net assets or fund balances at beginning of year (from line 73, column (A))	19	102237	
20	Other changes in net assets or fund balances (attach explanation) <i>void 2002 check</i>	20	47	
21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21	109131	

SCANNED JUN 07 '04 Revenue

gib
18

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See page 22 of the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ 0 noncash \$ 0)	0			
23	Specific assistance to individuals (attach schedule)	0			
24	Benefits paid to or for members (attach schedule)	0			
25	Compensation of officers, directors, etc.	21637	12982	6491	2164
26	Other salaries and wages	40531	35438	3396	1697
27	Pension plan contributions	0			
28	Other employee benefits	0			
29	Payroll taxes	4137	3617	347	173
30	Professional fundraising fees	0			
31	Accounting fees	0			
32	Legal fees	0			
33	Supplies	3315	788	1577	950
34	Telephone	1785	1606	143	36
35	Postage and shipping	1939	1323	390	226
36	Occupancy	4200	3318	630	252
37	Equipment rental and maintenance	0			
38	Printing and publications	2304	1829	175	300
39	Travel	1578	1533	20	25
40	Conferences, conventions, and meetings	992	100	892	0
41	Interest	0			
42	Depreciation, depletion, etc. (attach schedule)	0			
43a	Other expenses not covered above (itemize): a dues/lic.	1345	1260	85	0
43b	b Insurance	2654	1033	1621	0
43c	c Land Protection	3404	3404	0	0
43d	d Consultants	9000	8033	521	446
43e	e Move, hire executive dir.	759	0	759	0
44	Total functional expenses (add lines 22 through 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15.	99580	76264	17047	6269

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ N/A; (ii) the amount allocated to Program services \$ N/A; (iii) the amount allocated to Management and general \$ N/A; and (iv) the amount allocated to Fundraising \$ N/A

Part III Statement of Program Service Accomplishments (See page 25 of the instructions.)

What is the organization's primary exempt purpose?	Program Service Expenses (Required for 501(c)(3) and (4) orgs, and 4947(a)(1) trusts, but optional for others)
a. Completion of conservation easements on 26 acres of land, work on 273 acres to be completed in spring including drafting documents, baseline, environmental assessment. (Grants and allocations \$ 0)	25374
b. Little Wolf Headwaters Ecosystem education outreach and planning to protect land along the South Branch and Upper Little Wolf Rivers in Waupaca County. (Grants and allocations \$ 0)	20069
c. Educate land owners, preservation partners, staff, board and volunteers through 30 presentations for 1000, community meetings, training for 46, 2 workshops in protected properties. (Grants and allocations \$ 0)	28358
d. Management of owned 29 acres preserve including removal of invasive species and installing gates, benches and signs. (Grants and allocations \$ 0)	2463
e Other program services (attach schedule) (Grants and allocations \$ 0)	0
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	76264

Part IV Balance Sheets (See page 25 of the instructions.)

		(A) Beginning of year		(B) End of year
Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.				
Assets	45 Cash—non-interest-bearing	19092	45	25986
	46 Savings and temporary cash investments	0	46	0
	47a Accounts receivable			
	b Less: allowance for doubtful accounts	0	47c	0
	48a Pledges receivable			
	b Less: allowance for doubtful accounts	0	48c	0
	49 Grants receivable	0	49	0
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)	0	50	0
	51a Other notes and loans receivable (attach schedule)			
	b Less: allowance for doubtful accounts	0	51c	0
	52 Inventories for sale or use	0	52	0
	53 Prepaid expenses and deferred charges	0	53	0
	54 Investments—securities (attach schedule)	0	54	0
	<input type="checkbox"/> Cost <input type="checkbox"/> FMV			
	55a Investments—land, buildings, and equipment: basis			
	b Less: accumulated depreciation (attach schedule)	0	55c	0
	56 Investments—other (attach schedule)	0	56	0
	57a Land, buildings, and equipment: basis	84,000		
	b Less: accumulated depreciation (attach schedule)	0	57c	84000
58 Other assets (describe ▶ _____)	84000	58	0	
59 Total assets (add lines 45 through 58) (must equal line 74)	103092	59	109986	
Liabilities	60 Accounts payable and accrued expenses	855	60	855
	61 Grants payable	0	61	0
	62 Deferred revenue	0	62	0
	63 Loans from officers, directors, trustees, and key employees (attach schedule)	0	63	0
	64a Tax-exempt bond liabilities (attach schedule)	0	64a	0
	b Mortgages and other notes payable (attach schedule)	0	64b	0
	65 Other liabilities (describe ▶ _____)	0	65	0
66 Total liabilities (add lines 60 through 65)	855	66	855	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted		67	
	68 Temporarily restricted		68	
	69 Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds	18237	70	25131
	71 Paid-in or capital surplus, or land, building, and equipment fund	84000	71	84000
	72 Retained earnings, endowment, accumulated income, or other funds	0	72	0
73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)	102237	73	109131	
74 Total liabilities and net assets / fund balances (add lines 66 and 73)	103092	74	109986	

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part VI Other Information (See page 28 of the instructions.)

		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity.		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes. <i>Attachment 1</i>	X	
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
78b	If "Yes," has it filed a tax return on Form 990-T for this year? <i>N/A</i>		
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement		X
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?		X
81a	If "Yes," enter the name of the organization <i>N/A</i> and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.		
81a	Enter direct and indirect political expenditures. See line 81 instructions. <i>81a None</i>		
81b	Did the organization file Form 1120-POL for this year?		X
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
82b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.) <i>82b 30,000</i>		
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
83b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
84b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? <i>N/A</i>		
85a	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members? <i>N/A</i>		
85b	b Did the organization make only in-house lobbying expenditures of \$2,000 or less? <i>N/A</i>		
85c	If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
85c	c Dues, assessments, and similar amounts from members <i>N/A</i>		
85d	d Section 162(e) lobbying and political expenditures <i>N/A</i>		
85e	e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices <i>N/A</i>		
85f	f Taxable amount of lobbying and political expenditures (line 85d less 85e) <i>N/A</i>		
85g	g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? <i>N/A</i>		
85h	h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? <i>N/A</i>		
86a	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12 <i>N/A</i>		
86b	b Gross receipts, included on line 12, for public use of club facilities. <i>N/A</i>		
87a	501(c)(12) orgs. Enter: a Gross income from members or shareholders. <i>N/A</i>		
87b	b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) <i>N/A</i>		
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
89a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 <i>0</i> ; section 4912 <i>0</i> ; section 4955 <i>0</i>		
89b	b 501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction.		X
	c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958. <i>0</i>		
	d Enter: Amount of tax on line 89c, above, reimbursed by the organization. <i>0</i>		
90a	List the states with which a copy of this return is filed <i>Wisconsin</i>		
90b	b Number of employees employed in the pay period that includes March 12, 2003 (See instructions.) <i>3</i>		
91	The books are in care of <i>Rhonda Britz</i> Telephone no. <i>(920) 738-7265</i> Located at <i>14 Tri-Partz Way Bldg 1, Appleton WI</i> ZIP + 4 <i>54914-6430</i>		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041—Check here <i>N/A</i> and enter the amount of tax-exempt interest received or accrued during the tax year <i>N/A</i>		

Part VII Analysis of Income-Producing Activities (See page 33 of the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	7	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))		0		7	0
105 Total (add line 104, columns (B), (D), and (E)).					7

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 34 of the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
▼	N/A

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 34 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 34 of the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
 - (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
- Note:** If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Please

15/11/04

Date

Treasurer

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No. 1545-0047

2003

Supplementary Information—(See separate instructions.)

Department of the Treasury
Internal Revenue Service

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization

Northeast Wisconsin Land Trust Inc

Employer identification number

39:1867891

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
<i>None</i>				

Total number of other employees paid over \$50,000 ▶



Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
<i>None</i>		

Total number of others receiving over \$50,000 for professional services ▶



Part III Statements About Activities (See page 2 of the instructions.)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ <u>0</u> (Must equal amounts on line 38, Part VI-A, or line I of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		X
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a Sale, exchange, or leasing of property?		X
b Lending of money or other extension of credit?		X
c Furnishing of goods, services, or facilities? <i>See Schedule D</i>		X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	X	
e Transfer of any part of its income or assets?		X
3a Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)		X
b Do you have a section 403(b) annuity plan for your employees?		X
4 Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5** A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6** A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7** A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8** A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9** A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ▶
- 10** An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a** An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b** A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12** An organization that normally receives: **(1) more than 33 1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions—subject to certain exceptions, and **(2) no more than 33 1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13** An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: **(1)** lines 5 through 12 above; or **(2)** section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See page 5 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14** An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) *Use cash method of accounting.*

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	65010	67939	57882	104658	295489
16 Membership fees received	0	0	0	0	0
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	0	0	195	0	195
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	11	377	439	36	863
19 Net income from unrelated business activities not included in line 18	0	0	0	0	0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf	0	0	0	0	0
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.	0	0	0	0	0
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	0	0	0	0	0
23 Total of lines 15 through 22.	65021	68316	58516	104694	296547
24 Line 23 minus line 17.	65021	68316	58321	104694	296352
25 Enter 1% of line 23	650	683	585	1047	

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24.	26a	5927
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1999 through 2002 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts	26b	99486
c Total support for section 509(a)(1) test: Enter line 24, column (e)	26c	296352
d Add: Amounts from column (e) for lines: 18 <u>863</u> 19 <u>0</u> 22 <u>0</u> 26b <u>99486</u>	26d	100349
e Public support (line 26c minus line 26d total)	26e	196003
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))	26f	66.14 %

27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: N/A

(2002) (2001) (2000) (1999)

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:

(2002) (2001) (2000) (1999)

c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____	27c	
d Add: Line 27a total _____ and line 27b total _____	27d	
e Public support (line 27c total minus line 27d total).	27e	
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e).	27f	
g Public support percentage (line 27e (numerator) divided by line 27f (denominator)).	27g	%
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)).	27h	%

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 1999 through 2002, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See page 7 of the instructions.)

(To be completed ONLY by schools that checked the box on line 6 in Part IV) N/A

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)		
32 Does the organization maintain the following:		
a Records indicating the racial composition of the student body, faculty, and administrative staff?		
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d Copies of all material used by the organization or on its behalf to solicit contributions?		
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)		
33 Does the organization discriminate by race in any way with respect to:		
a Students' rights or privileges?		
b Admissions policies?		
c Employment of faculty or administrative staff?		
d Scholarships or other financial assistance?		
e Educational policies?		
f Use of facilities?		
g Athletic programs?		
h Other extracurricular activities?		
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)		
34a Does the organization receive any financial aid or assistance from a governmental agency?		
b Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.		
35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation		

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)
(To be completed **ONLY** by an eligible organization that filed Form 5768)

Check **a** if the organization belongs to an affiliated group. Check **b** if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
(The term "expenditures" means amounts paid or incurred.)			
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	N/A	0
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	N/A	0
38	Total lobbying expenditures (add lines 36 and 37)	N/A	0
39	Other exempt purpose expenditures	N/A	99580
40	Total exempt purpose expenditures (add lines 38 and 39)	N/A	99580
41	Lobbying nontaxable amount. Enter the amount from the following table— If the amount on line 40 is— The lobbying nontaxable amount is— Not over \$500,000 20% of the amount on line 40 Over \$500,000 but not over \$1,000,000 . . . \$100,000 plus 15% of the excess over \$500,000 Over \$1,000,000 but not over \$1,500,000 . . \$175,000 plus 10% of the excess over \$1,000,000 Over \$1,500,000 but not over \$17,000,000 . \$225,000 plus 5% of the excess over \$1,500,000 Over \$17,000,000 \$1,000,000	N/A	19916
42	Grassroots nontaxable amount (enter 25% of line 41)	N/A	4979
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	N/A	0
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	N/A	0

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.
See the instructions for lines 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period					
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total	
45	Lobbying nontaxable amount	19916	14206	15004	7584	56710
46	Lobbying ceiling amount (150% of line 45(e))					85065
47	Total lobbying expenditures	0	0	0	0	0
48	Grassroots nontaxable amount	4979	3552	3751	1896	14178
49	Grassroots ceiling amount (150% of line 48(e))					21267
50	Grassroots lobbying expenditures	0	0	0	0	0

Part VI-B Lobbying Activity by Nonelecting Public Charities N/A
(For reporting only by organizations that did not complete Part VI-A) (See page 12 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h.)			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

SCHEDULE 1: Part II Line 42 Depreciation**Part IV, Line 57 Land, Buildings and Equipment**

	Cost Basis	Accum Depreciation	Book Value
Land: Reeve Reserve	<u>84000</u>	0	<u>84000</u>
Total	84000	0	84000

SCHEDULE 2: Part V Officers, Directors, Key Employees in 2002**Line 25 Compensation of officers, directors**

Title	Name	Address	Hours/week	Comp.	Bene.	Exps.	Term
President	Kim Petersen	14 Tri-Park Way, Bldg 1 Appleton, WI 54914	18	0	0	0	2004
Vice-Pres	Tim Schmidt	W5541 Firelane 12 Menasha, WI 54952	15	0	0	0	2004
Vice-Pres	Deb Martin	E110 Emmons Creek Rd Waupaca, WI 54981	10	0	0	0	2004
Secretary	Gail Engler	121 W Breed St Chilton, WI 53014	5	0	0	0	2004
Treasurer	Jerry Tate	1028 S Park Ave Neenah, WI 54956	5	0	0	0	2005
	Lurton Blassingame	1926 E Murdock Ave Oshkosh, WI 54901	5	0	0	0	2003
	William Elman	One Systems Drive Appleton, WI 54914	5	0	0	0	2006
	Sue Kinde	250 W River Road Appleton, WI 54915	15	0	0	0	2004
	Richard Mann	N4216 Oakland Dr Waupaca, WI 54981	10	0	0	0	2005
	Amelia Rugland	1225 West Cedar St Appleton, WI 54914	15	0	0	0	2004
	Bob Stadel	410 S Walnut St Appleton, WI 54911	5	0	0	0	2005
	Ron Vander Velden	W6624 Wolf Lake Rd Wausaukee, WI 54177	10	0	0	0	2005

Leased Employee

Executive Dir	Lori Dehlinger	14 Tri-Park Way, Bldg 1 Appleton, WI 54914	40	21637	0	0
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Line 26 Other salaries and wages

Program Dir	Leslie Taylor	1411 E Apple Creek Rd Appleton, WI 5491	20	\$16668	0	0
Program Asst	Rhonda Britz	1221 W Woodstone Dr Appleton, WI 54914	25	\$16978	0	0
Project Coor	Kari Esbensen	E3310 Cty Rd K Waupaca, WI 54981	15	\$6885	0	0

SCHEDULE 4: Part VI-A Lobbying Expenses

501(h) election was first made by December 31, 2000 and has not been revoked.

Northeast Wisconsin Canal Trust Inc Approved 2/16/04
2003 990 39-1867891
Attachment 1

**~~PROPOSED~~ AMENDMENTS TO ARTICLES OF INCORPORATION AND
BYLAWS TO ACCOMMODATE BOARD ACTION WITHOUT A MEETING:**

Article V of the Articles of Incorporation shall be amended in its entirety to read as follows:

The number of persons who shall serve on the Board of Directors shall be fixed in the Bylaws from time to time, but shall not be fewer than three (3). The manner of election and of Board action shall be provided for in the Bylaws; provided, however, that any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all Directors receive written notice of said action and no fewer than two-thirds of the Directors affirmatively approve said action in writing.

Article I of the Bylaws shall be amended to include new Section 1.14, which shall read as follows:

INFORMAL ACTION. Notwithstanding the foregoing, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all Directors receive written notice of said action and no fewer than two-thirds of the Directors affirmatively approve said action in writing.

RECEIVED
SECRETARY OF STATE
STATE OF WISCONSIN

COMM 21 P1:43

ARTICLES OF INCORPORATION
OF
NORTHEAST WISCONSIN LAND TRUST, INC.

The undersigned, being a natural person more than eighteen (18) years of age, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation under Chapter 181 of the Wisconsin Statutes, WITHOUT STOCK AND NOT FOR PROFIT:

ARTICLE I
NAME

The name of the corporation shall be NORTHEAST WISCONSIN LAND TRUST, INC.

ARTICLE II
PERIOD OF EXISTENCE

The period of existence shall be perpetual.

ARTICLE III
PURPOSES AND POWERS

The corporation is organized exclusively for charitable, educational, and scientific purposes, and, more specifically within these purposes:

(1) To preserve, maintain and enhance the historic cultural features and ecological integrity of the lands and waters of Northeastern Wisconsin, including Lake Michigan, Green Bay, Lake Winnebago, numerous inland lakes, the Fox, Wolf, Menominee, Oconto and Peshtigo Rivers, their tributaries and drainage basins in a manner consistent with productive forestry, agriculture, recreation and human habitation.

(2) To protect agricultural and wooded lands, environmental corridors, wildlife habitat, including habitat of rare, threatened and endangered species, and open space areas in Northeastern Wisconsin to maintain a diversity of land uses in the region which support its ecological integrity and economic diversity.

(3) To acquire, by gift, purchase or otherwise, real or personal property of any kind whatsoever, including partial real property interests and conservation easements, to protect against sedimentation and pollution of lakes, bays, rivers, streams and other water resources of Northeastern Wisconsin and to protect wildlife habitat, wetlands, wooded lands, natural and scenic areas (including the Niagara Escarpment) and other conservation features for public benefit, including the acquisition of property for conservation purposes pursuant to Sections 23.0955 and 23.096 of the Wisconsin Statutes.

(4) To conduct studies and to educate public officials and members of the general public about conservation tools and strategies, including donations of land and qualifying conservation interests in land and through planning, zoning and other public policies which support appropriate and sustainable patterns of development and land use in Northeastern Wisconsin.

(5) To transfer any real property, interest therein or other assets which it may hold from time to time to any governmental agency or other suitable agency which is duly authorized and able to receive and administer the same for the purposes set out above.

(6) The foregoing statement of corporate purposes shall not be construed as restricting or limiting in any way the general powers of this corporation, or their exercise and enjoyment, as they are expressly or impliedly granted by Chapter 181 of the Wisconsin Statutes, except for those powers not in furtherance of exempt purposes under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(7) To neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status: (a) as a corporation which is exempt from federal income taxation as an organization described in 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) as a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(8) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the

corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes expressed herein.

(9) No substantial part of the activities of the corporation shall consist of carrying on propoganda or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under federal, state or local law.

ARTICLE IV
MEMBERS

The corporation shall have no members.

ARTICLE V
BOARD OF DIRECTORS

*Amended
2/16/04*

The number of persons who shall serve on the Board of Directors shall be fixed by by-law from time to time, but shall not be fewer than three (3). The manner of election ~~of the~~ and of Board action *directors shall be provided for in the bylaws; provided, however, that any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all Directors receive written notice of said action and no fewer than two-thirds of the Directors affirmatively approve said action in writing.*

The number of directors constituting the initial Board of Directors shall be four (4), and the name and address of each initial director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sue Kinde	250 River Road Appleton, WI 54915
Bruce Johnson	306 South Buchanan Appleton, WI 54915
Tim Schmidt	W5541 Firelane 12 Menasha, WI 54952
Curt Solberg	1310 Alicia Drive Appleton, WI 54914

ARTICLE VI
DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all

liabilities of the corporation, assign all of the assets of the corporation to ~~Fox/Wolf Basin 2000, Inc., a Wisconsin nonstock corporation. Any such assets not so disposed of shall be disposed of exclusively for the purposes of the corporation in such manner, or~~ to such organization or organizations organized and operated exclusively for charitable, educational, 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 future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not disposed of pursuant to the foregoing shall be disposed of in such manner as the Circuit Court for Outagamie County, Wisconsin, or another court of general jurisdiction in such County, determines will best accomplish the purposes for which the corporation was organized.

*Amended
11/15/99*

**ARTICLE VII
PRINCIPAL OFFICE**

The principal office of the corporation shall be located in Outagamie County at 103 W. College Avenue, Suite 709, Appleton, Wisconsin, 54911.

**ARTICLE VIII
REGISTERED AGENT**

The name and address of the initial Registered Agent of the corporation is Attorney Benjamin Laird, 333 West Main Street, Suite 600, Green Bay, Wisconsin 54307.

**ARTICLE IX
AMENDMENT**

These Articles may be amended in the manner authorized by law at the time of amendment, but no amendment shall substantially change the original purposes of this corporation.

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator is William Pray O'Connor, 25 West Main Street, Suite 801, Madison, Wisconsin 53703.

IN WITNESS WHEREOF, I have hereunto set my hand in duplicate, this 21st day of March, 1996.

William Pray O'Connor
William Pray O'Connor

STATE OF WISCONSIN)
) ss.
DANE COUNTY)

Personally came before me this 21st day of March, 1996, the above-named William Pray O'Connor to me known to be the person who executed the foregoing instrument and acknowledged the same.

Delva A. Steffen
Notary Public, Dane County, Wisconsin
My Commission expires 11/23/97.

This document was drafted by:
Attorney William Pray O'Connor
Madison, WI 53703
25 W. Main Street, Suite 801
608-255-7277

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BYLAWS

NORTHEAST WISCONSIN LAND TRUST, INC.

ARTICLE I - BOARD OF DIRECTORS

Section 1.1 **POWERS AND DUTIES.** The property, business and affairs of the corporation shall be vested in the Board of Directors.

Section 1.2 **NUMBER.** The Board of Directors shall consist of not fewer than three persons. The Board of Directors may from time to time establish the number of directors by resolution.

Section 1.3 **QUALIFICATIONS OF DIRECTORS.** ~~The Chair of the Board of Directors of Fox/Wolf Basin 2000, Inc., a Wisconsin nonstock corporation, or, with the consent of such Board of Directors, his or her designee shall serve as a director.~~ ^{Amended 11/15/99} Each other director shall be elected in the manner set forth in this Article I. The Directors shall endeavor to ensure that the Board includes persons who reside in various areas of Northeast Wisconsin, includes persons with scientific, agricultural, natural resources, business, financial and other interests and skills useful to the Corporation and persons representing Indian tribes and local units of government in the Fox and Wolf River basins.

Section 1.4 **TENURE.** Directors shall be elected for three-year terms beginning immediately upon their election and ending on the third anniversary thereof, or until their successors are duly elected and qualified, or upon their prior death, resignation or removal. However, one-third of all Directors taking office within the first year of the corporation's existence shall be designated by lot to hold office for one-year terms and one-third of such Directors shall be designated by lot to hold office for two-year terms.

Section 1.5 **ELECTION.** Directors may be nominated by any member of the Board and shall be elected by majority vote of the Board of Directors, exclusive of any Director whose term of office expires upon such election.

Section 1.6 **VACANCIES.** A vacancy in the office of Director shall be filled by majority vote of Directors until the expiration of the term of the vacant office.

Section 1.7 **REMOVAL AND RESIGNATION.** Any Director may be removed from office by the affirmative vote of two-thirds of the Directors then in office if, in the sole discretion of such Directors, the best interests of the Corporation would be served

thereby. A Director may resign at any time by filing his or her resignation with the secretary of the corporation.

Section 1.8 **MEETINGS.** Regular or special meetings of the Board may be called by the President, the Secretary or a majority of Directors, to be held at such times and places as is determined by the Officer or Director calling such meeting.

Section 1.9 **NOTICE AND WAIVER.** Notice of each meeting of the Board of Directors shall be given by written notice delivered personally or mailed to each Director or by telephone call directly to each Director, in each case not less than seventy-two hours prior thereto. Whenever any notice whatever is required to be given to any Director of the corporation under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time by the Director entitled to such notice shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects at such meeting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 1.10 **QUORUM.** One third of the Directors shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. The vote of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater proportion is required by law, or by the Articles of Incorporation or the Bylaws and except as follows: The following actions shall require the affirmative vote of a majority of the entire membership of the Board of Directors: (a) amendment of the Bylaws, (b) purchase or sale of real property or any interest therein, (c) borrowing money and (d) authorization of non-budgeted expenditures exceeding \$25,000 or a different amount established by a resolution approved by a majority of the entire membership of the Directors.

Section 1.11 **PRESUMPTION OF ASSENT.** A Director present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting because of an asserted conflict of interest.

Section 1.12 **COMPENSATION.** Directors shall serve without pay or other compensation, but may be reimbursed for expenses incurred in the performance of their duties.

Section 1.13 **CONDUCT OF MEETINGS.** The President, and in his or her absence, the Vice-President, and in his or her

absence, any Director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as a President of the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any Assistant Secretary or any Director or other person to act as Secretary of the meeting.

1.14 **INFORMAL ACTION.** Notwithstanding the foregoing, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all Directors receive written notice of said action and no fewer than two-thirds of the Directors affirmatively approve said action in writing. *Amended 2/16/04*

ARTICLE II - OFFICERS

Section 2.1 NUMBER AND QUALIFICATION. The principal Officers of the corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, all of whom are Directors.

Section 2.2 ELECTION AND TENURE. Officers shall be elected by the Board of Directors at the first meeting of the Board in each calendar year, to serve until the first meeting of the Board in the following calendar year, or until their successors have been duly elected and qualified or until their prior resignation, removal or death.

Section 2.3 REMOVAL. Any Officer or agent of the corporation may be removed by the Board of Directors whenever in its best judgment the interests of the corporation will be served thereby.

Section 2.4 VACANCIES. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

Section 2.5 PRESIDENT. The President shall be the principal executive officer of the corporation. The President shall preside at all meetings of the Board of Directors, prepare an Annual Report on the corporation's activities and present the same at the next following Annual Meeting of the Members and shall perform such other duties as are normally incident to the office of President.

Section 2.6 VICE-PRESIDENT. In the absence of the President or in the event of his or her death, refusal or inability to act, 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 upon the President. The Vice-President shall perform such other duties as may be from time to time assigned to him or her by the President or by the Board of Directors.

Section 2.7 **SECRETARY.** The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly sent in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the post office addresses of each member and contributor; serve as clerk of the corporation; and, in general, perform all duties incident to the office of Secretary and such other duties as may be from time to time assigned to him or her by the President or Board of Directors.

Section 2.8 **TREASURER.** The Treasurer shall have charge and custody of and be responsible for all funds, securities and other valuables of the corporation; give and receive receipts for monies due and payable to the corporation; deposit the funds of the corporation in its name in such banks, trust companies or other depositories as shall be determined by the Board of Directors; give bond for the faithful discharge of his duties, if required by the Board of Directors, in such sum and with such surety or sureties as the Board shall determine; prepare or cause to be prepared an Annual Report of the Financial Affairs of the corporation and present the same at the next following Annual Meeting of the Members; and in general, perform all of the duties incident to the office of Treasurer and such other duties as may be from time to time assigned to him or her by the President or by the Board of Directors.

Section 2.9 **ASSISTANTS AND ACTING OFFICERS.** The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever it is impracticable for such officer to act personally. Such assistants or acting officers appointed by the Board of Directors shall have the power to perform all duties of the office to which he or she is so appointed to be assistant, or as to which he or she may be appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 2.10 **ADDITIONAL OFFICERS.** Any additional Officers not specified above shall have such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

ARTICLE III - COMMITTEES OF DIRECTORS

Section 3.1 **EXECUTIVE COMMITTEE.** The President, the Vice-President, the Secretary, the Treasurer and one other Director appointed by the President shall constitute an Executive Committee. Three members of the Executive Committee shall constitute a quorum. The President shall serve as Chair of the Executive Committee. The Committee may appoint other Committee

officers or adopt rules of procedure. The Committee is authorized to exercise any power of the Board when the Board is not in session and when it is determined by the Committee that action is required before a meeting of the full board can be convened, subject to the following limitations: The Executive Committee shall not have the authority to elect officers, fill vacancies on the Board of Directors, amend the Articles of Incorporation or these Bylaws or take action contrary to any directive of the Board of Directors.

Section 3.2 OTHER COMMITTEES. The Board of Directors may appoint or authorize the President to appoint such permanent or temporary committees as it shall deem necessary to conduct the business of the corporation. The Board may by resolution delegate to a committee of not fewer than three Directors the exercise of any power of the Board when the Board is not in session in the management of the corporation except the election of officers and filling of the Board vacancies. Persons who are not Directors may serve on such committees as non-voting members.

ARTICLE IV - ADMINISTRATION

Section 4.1 RECEIPT OF PROPERTY. The corporation may receive and accept such property, whether real, personal or mixed by way of gift, bequest, purchase or devise, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with the provisions of the Articles and Bylaws, but no gift, bequest or devise of any such property shall be received and accepted if it is conditioned or limited in a manner which is inconsistent with the purposes of the corporation or maintenance of its tax-exempt status.

Section 4.2 OPERATIONS. All property received and accepted by the corporation shall be held, administered and invested to advance the purposes of the corporation. Distributions from income or principal, or both, to advance the purposes of the corporation, shall be made in such amounts and at such times as shall be determined by the Board of Directors.

Section 4.3 INVESTMENTS. The corporation, by its Board of Directors, may hold, invest or reinvest any funds or properties received by it, when not otherwise specifically provided by bequest, devise, or deed of gift, according to the judgment of the Board, subject only to the purposes of the corporation and the maintenance of its tax-exempt status, without restrictions as to the retention of property, diversification of investment, as to the type of investments which are or may hereafter be permitted by law, or any similar restrictions.

Section 4.4 SEPARATE FUNDS. Assets of the corporation may be segregated, held, invested and disbursed in separate funds

as such funds may be established from time to time by the Board of Directors.

Section 4.5 CORPORATE ACTS. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the corporation; all deeds, mortgages, and other written contracts and agreements to which the corporation shall be a party; and all assignments to which the corporation shall be a party; and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the corporation, shall be signed by the President, Treasurer or another person authorized by resolution of the Board of Directors. Any shares of stock owned or controlled by the corporation may be voted at any shareholders' meeting by the President or any such person as the President shall, by duly executed proxy, designate to represent the corporation at such shareholders' meeting.

Section 4.6 AGENTS. The corporation is authorized and empowered to retain and engage such agents, attorneys, accountants, investment counsel, and other firms or persons as may be determined from time to time by the Board of Directors.

Section 4.7 FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December of each year.

Section 4.8 CORPORATE SEAL. The Corporation shall have no seal.

ARTICLE V - INDEMNIFICATION

The corporation shall indemnify a director or officer to the full extent authorized by Chapter 181 of the Wisconsin Statutes.

ARTICLE VIII - AMENDMENT


The Bylaws may be amended by the affirmative vote of a majority of the entire membership of the Board of Directors.

CERTIFICATION

The undersigned hereby certifies that the foregoing is a true and correct copy of the Bylaws adopted at the duly convened organization meeting of the Board of Directors on the 22nd day of April, 1996.

By:


Curt Solberg, Secretary/Treasurer


(date)