

BYLAWS
of
METROPOLITAN UNIFIED FIBER NETWORK, an Unincorporated Association

ARTICLE I
Organization

Metropolitan Unified Fiber Network, an Unincorporated Association, is an unincorporated nonprofit association organized under Chapter 184 of the Wisconsin Statutes, the Uniform Unincorporated Nonprofit Association Act (the "Act"), pursuant to an Agreement of Association dated as of the 28 day of January, 2013 (the "Association Agreement"). These Bylaws are the Association Bylaws referenced in the Association Agreement. Any capitalized terms used in these Bylaws without definition have the meaning given to them in the Association Agreement.

ARTICLE II
Membership

Section 1. Members. The membership of the Association shall be comprised of the Initial Member Organizations (signatories to the Association Agreement as of the Effective Date) and New Member Organizations (admitted to the Association through a Joining Agreement on terms acceptable to the Oversight Committee)(individually, a "Member Organization," and collectively, the "Member Organizations").

Section 2. Withdrawal of a Member Organization. A Member Organization may withdraw from the Association at any time by providing written notice of withdrawal to the then acting Secretary of the Association, including a withdrawal date that is not sooner than thirty (30) days after delivery of the withdrawal notice. The Member Organization will cease to be a Member Organization as of the withdrawal date stated in the withdrawal notice, upon which all rights and obligations of the Member Organization shall cease, except with respect to any rights or obligations that expressly survive withdrawal under the terms of the Association Agreement, the withdrawing Member Organization's Joining Agreement (if applicable), or these Bylaws, including without limitation any rights that pertain to an Involuntary Withdrawal. Withdrawal of a Member Organization does not relieve that Member Organization during the Association's fiscal year (as determined herein) of its responsibility to pay the annual assessment(s) owed by that Member Organization for the current Association fiscal year.

Section 3. Removal of a Member Organization. A Member Organization may be removed from the Association by a vote of not less than three-fourths of the entire number of Member Organization members, but only under the following procedure:

- a. At a duly called and noticed meeting of the Member Organizations (whether a regularly-scheduled or a special meeting), the Member Organizations, by a vote of not less than three-fourths of the entire number of Member Organizations, after considering all factors that it deems relevant in its discretion (which shall include, without limitation, hearing from one or more representatives of the Member Organization whose removal is under consideration if that Member Organization so elects), determines that the Member Organization's continued membership jeopardizes the existence or functioning of the Association;
- b. The Member Organization is given written notice of the Member Organizations' determination, together with corrective action(s) the Member Organization must take in order to avoid removal from the Association and the time period by which such corrective action(s) must be completed (which may not be shorter than sixty (60) days unless the Oversight Committee by at least a three quarters majority establishes a shorter cure period);
- c. The Member Organization fails to complete the corrective actions within the cure period established by the Oversight Committee;
- d. At a duly called and noticed meeting of the Association (whether a regularly-scheduled or a special meeting), the Association, by a vote of not less than three-fourths of the entire number of Member Organizations, removes the Member Organization from the Association.

Removal of a Member Organization does not relieve that Member Organization during the Association's fiscal year (as determined herein) of its responsibility to pay the annual assessment(s) owed by that Member Organization for the current Association fiscal year.

Section 4. Transfer of Membership. A Member Organization may not transfer a membership or any right arising from a membership without prior approval of the Oversight Committee.

Section 5. Privileges Of Membership.

- a. **Voting.** Each Member shall have one (1) vote upon each matter submitted to a vote of the Members and may vote either in person or by written proxy.
- b. **Access to MUFN-C Facilities.** Each member shall have the right of access to and use of the MUFN-C Facilities as provided in the Agreement of Association.
- c. **Other Privileges.** Other membership privileges include participation in various Projects, activities, committees, programs, and publications of the Association as may be designated from time to time by the Oversight Committee.

Section 6. Annual Member Meeting. The annual meeting of Member Organizations (the “Annual Member Meeting”), for the transaction of such business as may come before the meeting, shall be held in the month of January at such time and place as the Oversight Committee may determine. At each Annual Member Meeting, a report on the activities and financial condition of the Association shall be presented, together with such other business as the Oversight Committee shall determine.

Section 7. Special Member Meetings. Special meetings of the Member Organizations (each, a “Special Member Meeting”) may be called at any time and place for any purpose or purposes by: (a) the Oversight Committee; or (b) the Secretary upon receipt of a written request for a Special Member Meeting that is (i) signed and dated by at least six (6) of the Member Organizations, and (ii) describes specifically one or more purposes for which the Special Member Meeting is to be held.

Section 9. Notice and Waiver Of Notice.

- a. **Notice.** Notice of the date, time, and place of any meeting of the Member Organizations shall be given by written notice delivered to each Member Organization at least ten (10) days, but not more than sixty (60) days, prior thereto. Notice shall be given in one of the methods described in Article IV. The purpose of and the business to be transacted at any meeting of the Member Organizations shall be specified in the notice or waiver of notice of such meeting.
- b. **Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Act, the Agreement of Association, or these Bylaws, a waiver thereof in writing, signed at any time by an authorized person on behalf of the Member Organization entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a duly authorized representative of a Member Organization at a meeting shall constitute a waiver of notice of such meeting by that Member

Organization, except where a transaction of any business occurs because the meeting is not lawfully called or convened.

Section 10. Quorum and Manner of Acting. No fewer than one half (1/2) of the current total number of Member Organizations in the Association must be represented in person or by written proxy in order to constitute a quorum for the transaction of business at any meeting of Member Organizations. The vote of a majority of the Member Organizations entitled to vote at a meeting at which a quorum is present in person or by written proxy shall be the act of the Member Organizations, unless the act of a greater number is required by the Act, the Agreement of Association, or these Bylaws.

Section 11. Conduct Of Meetings. The Chair of the Oversight Committee, or in his or her absence, any person chosen by the Member Organizations present, shall call the meeting of the Member Organizations to order and shall act as chair of the meeting, and the Secretary of the Association shall act as secretary of all meetings of the Member Organizations, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 12. Proxies. Member Organizations may vote by proxy at all meetings of the Member Organizations, provided the proxy is in writing, signed by the Member Organization, and filed with the Secretary before the meeting. No proxy shall be valid after the meeting for which it was granted. The Secretary shall maintain a list of all proxies filed with the Association.

Section 13. Action By Written Ballot.

- a. With regard to any action that may be taken at an Annual or Special Member Meeting, a Member Organization may vote on a written ballot provided by the Association to each Member Organization entitled to vote on the action. Not less than thirty (30) days prior to the date set for such action, the Association shall mail a pre-printed ballot form, together with a pre-addressed return envelope, to each Member Organization at the Member Organization's address of record with the Association. The ballot form shall (i) set forth each proposed action and provide an opportunity to vote for or against each proposed action; (ii) identify the number of responses required in order for the action to be valid; (iii) identify the percentage of approvals necessary to approve each matter; and (iv) set forth the time by which a ballot must be received by the Association to be counted. The ballot form may not be revoked.

- b.** In order for an action taken by written ballot to be valid, (i) the total number of votes cast must equal or exceed the quorum required to be present at a meeting of the Member Organizations approving the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at which the total number of votes cast was the same as the number of ballots submitted.

Section 14. Presumption Of Assent. A Member Organization who is present at a meeting of the Member Organizations shall be presumed to have assented to any action taken at the meeting unless the Member Organization’s dissent is recorded in the minutes of the meeting. The right to dissent shall not apply to a Member Organization who voted in favor of such action.

Article III Oversight Committee

Section 1. General Powers. The affairs of the Association shall be managed by its Oversight Committee.

Section 2. Number and Qualifications of Oversight Committee Member Representatives.

- a.** **Number.** The number of Oversight Committee Members (each, an “Oversight Committee Member” and collectively, the “Oversight Committee Members”) shall be five (5). No amendment of this section shall reduce the number of Oversight Committee Members to less than the number required by the Act, if the Act should contain such a requirement at any time. At the time of adoption of these Bylaws, the Act has no requirement regarding an Oversight Committee.

b. **Qualifications.**

- (i) one (1) Oversight Committee Member Representative shall be appointed by each of the following Initial Member Organizations:

- City of Madison
- University of Wisconsin – Madison Division of Information Technology
- Madison Metropolitan School District

- (ii) Two (2) Member Organizations shall be elected by majority vote among those Member Organizations that do not appoint an Oversight Committee Member Representative under Subsection III.2(b)(i) above. Each elected Member Organization will then appoint a representative to serve on the Oversight Committee for the two-year term.

Section 3. Appointment/Election and Term. The inaugural Oversight Committee Member Representatives shall be appointed or elected (as the case may be) at the Inaugural Meeting, and shall serve until the Annual Member Meeting to be held in January, 2014. Thereafter, Oversight Committee Member Representatives shall be appointed or elected at every other Annual Member Meeting, beginning with the 2014 Annual Member Meeting, and shall serve for two year terms, unless they resign or are removed as provided below.

Member Organizations may nominate candidates to the Nominating Committee, no later than December 1 prior to the annual meeting. The Nominating Committee shall be composed of the three permanent members of the Oversight Committee: UW-Madison, Madison Metropolitan School District and the City of Madison. The Nominating Committee is responsible for preparing a ballot of candidates for available seats on the Oversight Committee to be voted on by the general membership.

Section 4: Resignation. An Oversight Committee Member Representative may resign at any time by filing a written resignation with the Oversight Committee or the Secretary. If that Oversight Committee Member Representative is appointed under Subsection III.2.(b)(i) above, the Initial Member Organization who appointed such Oversight Committee Member Representative shall appoint a successor by written notice to the other Oversight Committee Members. If that Member Organization is elected under Subsection III.2.(b)(ii) above, the Member Organization may replace the Oversight Committee Member Representative. If the Member Organization elects not to replace the Member Representative by giving notice to the Oversight Committee Secretary, a replacement Member Organization shall be chosen by a majority of the Member Organizations who are eligible to elect Oversight Committee Member Organizations under Subsection III.2(b)(ii) above who are present at a Special Member Meeting called for that purpose at which at least one third (1/3) of such eligible Member Organizations are present.

Section 5. Removal. Any appointed Oversight Committee Member Representative may only be removed by the Initial Member Organization who appointed that Oversight Committee Member Representative. An elected Oversight Committee Member Organization may be immediately removed from office by a majority of the Member

Organizations who are eligible to elect Oversight Committee Member Organizations under Subsection III.2(b)(ii) above who are present at a Special Member Meeting called for the purpose at which at least one half (1/2) of such eligible Member Organizations are present. Written notice of the proposed removal of any Oversight Committee Member Representative must be delivered to all Oversight Committee Member Organizations at least seven (7) days prior to the date upon which such removal will be subject to a vote. If an Initial Member Organization withdraws under Section II.2 above or is removed under Section II.3. above, that Initial Member Organization's right to appoint an Oversight Committee Member Representative terminates along with the rest of that Member Organization's rights and obligations as a Member Organization. In that case, the number of Oversight Committee Member Representatives appointed under Subsection III.2.(b)(i) above shall decrease by one (1) and the number of Oversight Committee Member Representatives elected under Subsection III.2.(b)(ii) above shall increase by one (1), so that the number of Oversight Committee Members continues to be five (5).

Section 6: Annual and Regular Oversight Committee Meetings. The annual meeting of the Oversight Committee (the “Annual Oversight Committee Meeting”) for the purpose of electing the officers of the Association, and for the transaction of such other business as may come before the meeting, shall be held at the same place, and immediately following the adjournment of, the Annual Member Meeting. The Oversight Committee may provide by resolution for additional regular meetings of the Oversight Committee (each, a “Regular Oversight Committee Meeting”). The resolution approving the Regular Oversight Committee Meetings must specify the time and place of each Regular Oversight Committee Meeting. Upon the effectiveness of any such resolution, the Regular Oversight Committee Meetings provided for therein shall be held at the time and place set forth in the resolution and the resolution shall constitute notice of the Regular Oversight Committee Meeting.

Section 7. Special Oversight Committee Meetings. Special meetings of the Oversight Committee (each, a “Special Oversight Committee Meeting”) may be called at any time by the Chair or by the Secretary or on application in writing that is signed by at least four (4) Oversight Committee Member Representatives, that sets forth the purpose of the meeting, and that is filed with the Secretary. The Secretary shall mail a written notice of all Special Oversight Committee Meetings at least seven (7) days prior to the date of the meeting, stating the time, place, and purpose of the meeting.

Section 8. Meetings By Telephone or Other Communication Technology.

- a. Any or all Oversight Committee Members may participate in an Annual, Regular, or Special Oversight Committee Meeting by, or conduct the meeting through the

use of, telephone or any other means of communication by which either: (i) all participating Oversight Committee Member Representatives may simultaneously hear or read each other's communications during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating Oversight Committee Member Representative, and each participating Oversight Committee Member Representative is able to immediately send messages to all other participating Oversight Committee Member Representatives.

- b.** If a meeting will be conducted through the use of any means described in subsection (a), all participating Oversight Committee Member Representatives shall be informed that a meeting is taking place at which official business may be transacted. An Oversight Committee Member Representative participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 9. Notice and Waiver of Notice.

a. Notice. Notice of the date, time, and place of any Annual or Special Oversight Committee Meeting shall be given by oral or written notice delivered personally to each Oversight Committee Member Representative at least twenty-four (24) hours prior thereto, or by written notice given by other than personal delivery at least forty-eight (48) hours prior thereto. Notice shall be given in one of the methods described in Article IV hereof.

b. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the Act, the Agreement of Association, or these Bylaws, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of an Oversight Committee Member Representative at a meeting shall constitute a waiver of notice of such meeting, except where an Oversight Committee Member Representative attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. Quorum. A majority of the number of Oversight Committee Member Representatives then in office shall constitute a quorum for the transaction of business at any meeting of the Oversight Committee, but if less than such majority is present at a meeting, a majority of the Oversight Committee Member Representatives present may adjourn the meeting without further notice.

Section 11. Manner of Acting. The act of a majority of the Oversight Committee Member Representatives present at a meeting at which a quorum is present shall be the act of the Oversight Committee, unless the act of a greater number is required by the Act, the Agreement of Association, or these Bylaws.

Section 12. Action by Written Consent of Oversight Committee Member Representatives.

- a. **Written Consent.** The Oversight Committee may act without a meeting if consent in writing setting forth the action taken is signed by at least two-thirds of the Oversight Committee Member Representatives then in office. If at least two thirds but fewer than all of the Oversight Committee Member Representatives sign the written consent action, then all of the Oversight Committee Member Representatives must receive notice of the action taken and the action will not become effective until the later of (i) the date specified in the written consent or (ii) the tenth day after the notice is given. If all of the Oversight Committee Member Representatives sign the written consent action, then the action will become effective when signed by all of the Oversight Committee Member Representatives unless a different effective date is specified in the written consent action.
- b. **Use of Electronic Signature.** An Oversight Committee Member Representative may take action by a written consent using an electronic signature if the electronic transmission approving the action includes the signatory's full name in a form intended by the signatory: (i) to serve as his or her signature; and (ii) to authenticate the consent. Each electronic signature should be affixed to an e-mail message or other electronic communication that: (x) contains or attaches the written consent action; (y) includes an affirmative statement (such as "Yes," "I agree," or "I consent"); and (z) contains a clear reference to the written consent action in the subject line.

Section 13. Presumption of Assent. An Oversight Committee Member Representative who is present at a meeting of the Oversight Committee shall be presumed to have assented to any action taken at the meeting unless the Oversight Committee Member Representative's dissent is recorded in the minutes of the meeting. The right to dissent shall not apply to an Oversight Committee Member Representative who voted in favor of such action.

Section 14. Compensation. Oversight Committee Member Representatives shall not receive compensation for serving as Oversight Committee Members Representatives.

However, Oversight Committee Member Representatives may receive reimbursement for reasonable expenses incurred in connection with Association matters, provided that such reimbursement is authorized by the Oversight Committee.

Section 15. Conflict of Interest.

- a. Each Oversight Committee Member Representative shall disclose to the Oversight Committee any conflict of interest or possible conflict of interest whenever the conflict pertains to a matter being considered by the Oversight Committee.
- b. Any Oversight Committee Member Representative having a conflict of interest on any matter shall leave the room during the discussion and vote on the matter and shall abstain from voting on the matter but may be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other Oversight Committee Member Representatives since his or her knowledge may be of great assistance.
- c. The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.
- d. If an Oversight Committee Member Representative is uncertain as to whether he or she has a conflict of interest which requires abstention, or if an Oversight Committee Member Representative asserts that another Oversight Committee Member Representative has such a conflict, the Oversight Committee, by majority vote of those present other than the Oversight Committee Member Representative having the possible conflict, shall decide whether abstention is required. If abstention is required, the affected Oversight Committee Member Representative shall leave the meeting during the Oversight Committee discussion of and vote on the matter, and shall abstain from voting on the matter.
- e. The Oversight Committee may, in its discretion, adopt a more comprehensive conflict of interest policy to supplement, amend, or supersede this Section 15.

Section 16. Committees.

- a. **Finance Committee.** There shall be a Finance Committee comprised of no fewer than three (3) of the Oversight Committee Member Representatives. The Oversight Committee shall appoint the Finance Committee at the Inaugural Meeting and thereafter at the Annual Oversight Committee Meeting beginning with the Annual

Oversight Committee Meeting in January, 2013, and may fill any vacancies at a duly called and noticed Regular or Special Oversight Committee Meeting. If the Association designates a Member Organization as the Association's Fiscal Agent, and such Member Organization appoints a member of the Oversight Committee pursuant to Article III, Section 2, such Oversight Committee Member Representative may not serve on the Finance Committee.

The Finance Committee shall have the following duties:

- (i) Prepare and administer the Association's annual budget, including establishment of the assessments of the Member Organizations (subject to the approval of the Member Organizations at the Annual Member Meeting);
 - (ii) Nominate auditors, to be appointed by the Oversight Committee, as well as determine the scope of the annual audit, meet with the auditors as frequently as necessary, review the annual audit results and report its findings and recommendations to the Oversight Committee as soon after the annual audit is completed as is practicable;
 - (iii) Establish and periodically review internal accounting procedures, as necessary;
 - (iv) Enforce the collection of annual assessments against any Member Organization who fails to pay such assessments within the time period(s) and in the manner required in the approved annual budget, including without limitation, authority to engage such legal and other resources as may be necessary to accomplish such enforcement; and
 - (v) Such other duties as may be delegated by the Oversight Committee or required under the Act or the Agreement of Association.
- b. **Other Committees.** The Oversight Committee may establish such other committees (standing or ad hoc) as it deems appropriate in the best interests of the Association, so long as their powers are not inconsistent with the Act, the Agreement of Association, or these Bylaws. Members of such Committees need not be members of the Oversight Committee.

Section 17. Appointment of Fiscal Agent. The Association may have a fiscal agent (the "Fiscal Agent") to act for the Association in contracting for design and construction services for Projects, for procurement of supplies and materials, and for such other

purposes as the Member Organizations shall deem appropriate. As of the effective date of these Bylaws, the Oversight Committee shall hire the Association's Fiscal Agent. If the Member Organizations decide to appoint a different Fiscal Agent, the new Fiscal Agent shall be appointed by a majority of the Member Organizations present at the next Annual Member Meeting and shall serve until the following Annual Member Meeting. If the Fiscal Agent ceases to act prior to the next Annual Member Meeting, the Fiscal Agent shall be replaced in the same manner at a Special Member Meeting called for that purpose.

Section 18. Appointment of Agent to Receive Service. At the discretion of the Oversight Committee, the Association may appoint an agent to receive service of process in the manner set forth in Section 184.10 of the Act.

ARTICLE IV Methods of Giving Notice

Notice of any Annual or Special Member Meeting, any Annual or Special Oversight Committee Meeting, and any other notice required to be given under the Act, the Agreement of Association, or these Bylaws may be communicated in person, by telephone, facsimile, electronic mail, or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Notice by facsimile, electronic mail, or other form of wire or wireless communication is effective when received. Written notice is effective at the earliest of the following:

- a. When received.
- b. When provided to Oversight Committee Member Representatives, five (5) days after deposit in the U.S. mail, if mailed postpaid and correctly addressed.
- c. When provided to Member Organizations, when mailed, if correctly addressed.
- d. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

ARTICLE V Officers

Section 1. Number. The principal officers of the Association shall be a Chair, a Secretary, and a Treasurer, each of whom shall be an Oversight Committee Member

Representative. No Oversight Committee Member Representative shall hold more than one office.

Section 2. Election and Term of Office. The inaugural officers of the Association shall be elected by the Oversight Committee at the Inaugural Meeting. The Chair, Secretary and Treasurer elected at the Inaugural Meeting shall serve until the Annual Oversight Committee Meeting to be held in January, 2014. Thereafter, each of the Association's officers shall serve two year terms expiring at every other Annual Oversight Committee Meeting (beginning in 2016, or, if earlier, until that officer's death, resignation or removal in the manner hereinafter provided. An individual may serve for no more than five (5) consecutive terms in an office.

Section 3. Removal. Any officer elected or appointed by the Oversight Committee may be removed by the Oversight Committee, whenever in its judgment the best interests of the Association will be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Oversight Committee for the unexpired portion of the term.

Section 5. Chair of the Oversight Committee. The Chair shall preside at all meetings of the Member Organizations and the Oversight Committee. The Chair shall be the chief Oversight Committee officer of the Association and, subject to the general control of the Oversight Committee, shall, to the extent necessary or appropriate in the circumstances, supervise the day-to-day operations of the Association and otherwise implement such actions as have been duly authorized by the Oversight Committee.

Section 6. Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Member Organizations and the Oversight Committee in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the records of the Association; (d) keep a record of the names and addresses of all Member Organizations; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Oversight Committee.

Section 7. Treasurer. The Treasurer shall: (a) have the oversight responsibility for all funds of the Association, and for moneys due and payable to the Association from any source whatsoever, including the deposit of such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident

to the office of Treasurer and such other duties as from time to time may be assigned by the Oversight Committee. If the Association designates a Member Organization as the Association's Fiscal Agent, and such Member Organization appoints a member of the Oversight Committee pursuant to Article III, Section 2, such Oversight Committee Member Representative may not serve as Treasurer.

Section 8. Compensation. Officers shall not receive compensation for serving as officers or for providing other personal services to the Association. However, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Oversight Committee.

ARTICLE VI Indemnification

Section 1. Mandatory Indemnification. The Association shall, to the fullest extent permitted or required by law, indemnify its Oversight Committee Member Organizations and officers against any and all liabilities, and advance any and all reasonable expenses, incurred thereby in any proceeding to which any Oversight Committee Member Representative or officer is a party because such Oversight Committee Member Representative or Officer is an Oversight Committee Member Representative or officer of the Association. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which such Oversight Committee Member Organization or officer may be entitled under any written agreement, Oversight Committee resolution, vote of the members, the Act, or otherwise.

Section 2. Permissive Supplementary Benefits. The Association may, but shall not be required to, supplement the foregoing right to indemnification against liabilities and advancement of expenses under Section 1 of this Article by the purchase of insurance on behalf of any one or more of such Oversight Committee Member Representatives and officers, whether or not the Association would be obligated to indemnify or advance expenses to such Oversight Committee Member Representative or officer.

Section 3. Sovereign Immunity. Nothing in these Bylaws is intended to, in any way, implicate, impair, diminish, or otherwise affect the sovereign immunity to which any Member Organization is entitled under applicable law.

ARTICLE VII Fiscal Year

The fiscal year of the Association shall be January 1 to December 31.

ARTICLE VIII
Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts. The Chair shall have authority to sign, execute, and acknowledge on behalf of the Association, all deeds, mortgages, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Association's regular business or as otherwise authorized by resolution of the Oversight Committee. Except as otherwise provided by the Act or directed by the Oversight Committee, the Chair may authorize in writing any officer or agent of the Association to sign, execute, and acknowledge such documents and instruments in his or her place and stead. The Secretary is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Oversight Committee of the Association. Notwithstanding any of the foregoing, however, no individual shall have the authority to sign, execute, or acknowledge any document in favor of himself or herself.

Section 2. Loans. No moneys shall be borrowed by or on behalf of the Association and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Oversight Committee. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the Association, not otherwise employed, shall be deposited from time to time to the credit of the Association in such banks, investment firms, or other depositories as the Oversight Committee may select.

ARTICLE IX
Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by vote of not less than 2/3 of the Member Organizations at the Annual Member Meeting or any Special Member Meeting duly noticed and called for that purpose.

ARTICLE X
Definitions

Section 1. Electronic Signatures. Any action required in these Bylaws to be "signed" or to have a "signature" by or of a Member Organization, an Oversight Committee


Member Representative, or a committee member shall include an action signed with an electronic signature that is an electronic sound, symbol, or process, attached to or logically associated with a writing and executed or adopted by a person with intent to authenticate the writing.

Certified a true and correct copy of the Bylaws adopted on the 30th day of January, 2014, by the Metropolitan Unified Fiber Network, Unincorporated Association.


Secretary

Sworn to and subscribed before me on this 20th day of February 2014 by ~~Rachel Cannistraro~~ Patrick Christian




Notary of Wisconsin
County of Dane.
expires 4/10/16

