

BY-LAWS

OF

TRANS CENTER FOR YOUTH, INC. (A Wisconsin Corporation)

0.01. Corporate Purposes. Purposes of the corporation shall be to provide residential, educational, vocational, and other supportive services to at-risk youth and their families.

0.02. Prohibited Activities. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to 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 set forth in its Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

0.03. Corporate Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the County Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

0.04. By-Laws(s) Not to be Changed. Sections 0.02 and 0.03 of these By-Law(s) shall not be changed by the corporation's Board of Directors, except as may be required or permitted by the U.S. Treasury Department to clarify, modify or expand the provisions hereof to qualify this corporation for tax exempt status under Sec. 501(c) I.R.C., and acts amendatory thereof and supplementary thereto.

0.05. Annual Meeting. The annual meeting of this corporation shall be held at 6:00 p.m. on the first Monday of August in each year.

ARTICLE I. OFFICES

1.01. Principal and Business Offices. The corporation may have such principal and other business offices, either within or without the State of Wisconsin, as the Board of Directors may designate or as the business of the corporation may require from time to time.

1.02. Registered Office: The registered office of the corporation required by Wisconsin Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors. The business office of the registered agent of the corporation shall be identical to such registered office.

ARTICLE II. BOARD OF DIRECTORS

2.01. General Powers, Number and Election. The business and affairs of the corporation shall be managed by its Board of Directors. The number of directors of the corporation shall be 15. Directors shall be elected by a majority vote of the directors then in office at the annual meeting.

2.02 Tenure and Qualifications. Each director shall hold office for a two-year term. A director shall hold office until a successor shall have been elected, unless a director resigns or is removed prior to that time. A director may be removed from office for just cause by the affirmative vote of a majority of the Board of Directors entitled to vote for the election of such director. A director may resign at any time by filing a written resignation with the Secretary of the corporation. Directors need not be residents of the State of Wisconsin.

2.03 Regular Meetings. A regular meeting of the Board of Directors shall be held four times per year. The place of such regular meeting shall be such suitable place within the State of Wisconsin, as may be announced by the Board of Directors. The Board of Directors may provide, by resolution, the time and place, within the State of Wisconsin, for the holding of additional regular meetings without other notice than such resolution.

2.04. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary or any two directors. The President or Secretary calling any special meeting of the Board of Directors may fix any place within the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them, and if no other place is fixed, the place of meeting shall be the principal business office of the corporation in the State of Wisconsin.

2.05. Notice; Waiver. Notice of each meeting of the Board of Directors (unless otherwise provided pursuant to Section 2.03) shall be given by written notice delivered

personally or mailed to each director at his business address or at such other address as such director shall have designated in writing filed with the Secretary, in each case not less than 72 hours prior thereto. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Whenever any notice whatever is required to be given to any director of the corporation under the articles of incorporation or By-Laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, 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 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.

2.06. Quorum. Except as otherwise provided by law or these By-Laws, a majority of the existing number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. But a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

2.07. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or these By-Laws.

2.08. Conduct of Meetings. The President, and in the absence of the President, the Vice-President, and in their absence, any director chosen by the directors present, shall call meetings of the Board of Directors to order and 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 present to act as Secretary of the meeting.

2.09. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors.

2.10. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof of which he is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

2.11. Committees. The Board of Directors by resolution adopted by the affirmative vote of a majority of its number may designate one or more committees, each committee to consist of one or more directors elected by the Board of Directors, which to the extent provided in said resolution as initially adopted, and as thereafter supplemented or amended by further resolution adopted by a like vote, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the corporation, election of the principal officers or the filling of vacancies in the Board of Directors or committees created pursuant to this section. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee, upon request of the President or upon request by the chairman of such meeting. Each such committee shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

2.12. Unanimous Consent Without Meeting. Any action required or permitted by the articles of incorporation or By-Law(s) or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors then in office.

ARTICLE III. OFFICERS

3.01. Number. The principal officers of the corporation shall be a President, Vice-President, Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice-President. All officers must be directors of the corporation.

3.02. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected or until his prior death, resignation or removal.

3.03. Removal. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

3.04. 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.

3.05. President. The President shall be the chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors. The President has the power

to make Committee appointments, and set the agenda for meetings of directors. The President shall have the authority, together with the Secretary, to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by the resolution of the Board of Directors.

3.06. The Vice-President. In the absence of the President or in the event of his death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, 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.

3.07. The Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records of the corporation; and (d) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors.

3.08. The Treasurer. The Treasurer shall oversee the sound financial management and operation of the corporation. The Treasurer shall ensure that all required financial audits, financial reports, and tax filings are timely made. The Treasurer shall also ensure that the corporation's funds are prudently invested and are expended in accordance with legal and contractual requirements.

ARTICLE IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

4.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the President and Secretary, and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officers.

4.02. Loans. No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

4.03. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such

manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

4.04. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICLE V. SEAL

5.01. No corporate seal shall be required by this corporation.

ARTICLE VI. AMENDMENTS

6.01. By Directors. These By-Law(s) may be altered, amended or repealed and new By-Law(s) may be adopted by the Board of Directors by the affirmative vote of a majority of the directors then in office. Written notice of By-Law(s) changes shall be given in accordance with sec. 2.05 of these By-Law(s).

6.02. Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the By-Laws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the By-Laws so that the By-Laws would be consistent with such action, shall be given the same effect as though the By-Laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

ARTICLE VII. FISCAL YEAR

7.01. The Fiscal Year of the Corporation shall begin on the first day of July.

(as amended December 16, 1996)