

OPERATING GUIDELINES
OF
LEAVE A LEGACY⁷ WINONA

ARTICLE I - FISCAL YEAR

The fiscal year of LEAVE A LEGACY⁷ Winona shall be the calendar year.

ARTICLE II - PROGRAM PARTNERS

1. Program Partner Requirements: (a) There are two categories of Program Partners: Non-Profit Program Partners and Advisor Program Partners.

(b) All Program Partners will complete an annual Local Partner License Agreement and pay an annual program fee. The first fee is paid upon becoming a Program Partner. Each January thereafter a subsequent fee is paid.

2. Annual Meetings: The annual meeting of the Program Partners will be held within two (2) months after the close of the fiscal year for the purpose of electing Executive Committee Members and transacting such other business as may properly come before the meeting.

3. Special Meetings: Special meetings of the Program Partners may be called at any time by the Executive Committee or by the Chair, and will be called by the Chair or the Secretary at the written request of the greater of five (5) Program Partners or ten percent (10%) of the Program Partners rounded to the nearest whole number.

4. Notice of Meetings: (a) Written notice of each meeting of the Program Partners, whether annual or special, stating the time when and place where it is to be held, will be served on each Program Partner, either personally or by mail, not less than ten (10) nor more than ninety (90) days before the meeting. Notice of a special meeting will also state the purpose or purposes for which the meeting is called. If mailed, such notice will be effective upon mailing to each Program Partner's address as it appears on the records of LEAVE A LEGACY⁷ Winona.

(b) Notice of any meeting need not be given to any person or entity who may become a Program Partner after the mailing of such notice and prior to the meeting, or to any Program Partner who attends such meeting or to any Program Partner who submits a signed waiver of notice either before or after such meeting. Notice of any adjourned meeting of Program Partners need not be given.

5. Quorum: At all meetings of the Program Partners no quorum will be required for the transaction of business.

6. Voting: (a) At each meeting of Program Partners, each Program Partner in good standing will be entitled to one vote. Except as otherwise provided herein, any action will be authorized by the vote of a majority of the Program Partners attending the meeting.

(b) Each Program Partner may vote by written proxy. No proxy will be valid after the expiration of eleven months from the date of its execution, unless the length of time it is to continue in force is specified therein.

ARTICLE III - EXECUTIVE COMMITTEE

1. Purpose, Duties and Powers: The purpose of the Executive Committee is to provide the necessary leadership so LEAVE A LEGACY⁷ Winona can carry out the various components of a successful LEAVE A LEGACY⁷ Program. The Executive Committee will be responsible for the control and management of the affairs, property and interests of LEAVE A LEGACY⁷ Winona, and may exercise all powers incident thereto.

2. Number, Election and Term of Office: (a) The Executive Committee will consist of seven (7) voting Members elected from the Program Partners. Without specifying the number, the goal is for the Executive Committee to be composed of a fair representation of Members from both the Non-Profit Program Partners and the Advisor Program Partners. The LEAVE A LEGACY⁷ Program Coordinator, if any, will be a non-voting member of the Executive Committee.

(b) Voting Executive Committee Members will have a term of two (2) years, staggered such that one-half of the Members are elected at each annual meeting of the Program Partners. The initial Executive Committee Members, until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Term</u>
Robert Tereba	2007
Sue Wilber	2007
Kathy Solum	2007
Steve Libera	2007 & 2008
Marvel Betchwars	2007 & 2008
Jim Hanzel	2007 & 2008
Nancy Brown	2007 & 2008

(c) With the Notice of the annual meeting of the Program Partners the Executive Committee will include a proposed slate of Executive Committee Members to replace those whose terms have expired. Program Partners may by petition nominate alternate prospective Executive Committee Members. Such petition must be signed by the greater of five (5) Program Partners or ten percent (10%) of the Program Partners rounded to the nearest whole number. Such petition must be submitted to the Executive Committee Secretary at least five (5) days prior to the date of the annual meeting of the Program Partners.

(d) The Members of the Executive Committee will be elected by a majority of the votes cast at the annual meeting of Program Partners. Each Program Partner will have the number of votes equal to the number of Executive Committee Members to be elected at such meeting and may cast only one vote for each prospective Member. Cumulative voting will not be allowed.

(e) Each Executive Committee Member will hold office until the Member's successor is elected and qualified, or until the Executive Committee Member's prior resignation, removal or death.

3. Regular Meetings; Notice: (a) The Executive Committee will hold regular meetings and will fix the time and place thereof.

(b) Notice of any scheduled regular meeting of the Executive Committee will not be required to be given and, if given, need not specify the purpose of the meeting.

4. Special Meetings; Notice: (a) A special meeting of the Executive Committee will be held whenever called by the Chair or by any two (2) of the Executive Committee Members, at such time and place as may be specified in the notice or waiver of notice thereof.

(b) Written notice of a special meeting will be mailed to each Executive Committee Member, addressed to the residence or usual place of business of the Member, at least five (5) days before the day on which the meeting is to be held. If mailed, such notice will be effective upon mailing. In the alternative, such notice may be sent to the Member at such residence or place of business by fax or e-mail or may be personally delivered to the Member not later than three (3) days before the day on which the meeting is to be held.

(c) Notice of any special meeting will not be required to be given to any Executive Committee Member who attends such meeting without protesting the lack of notice, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting will not be required to be given.

5. Quorum and Adjournments: (a) At all meetings of the Executive Committee, the presence of a majority of the Members entitled to vote will be necessary to constitute a quorum for the transaction of business.

(b) A majority of the Executive Committee Members present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum will be present.

6. Manner of Acting: (a) At all meetings of the Executive Committee, each voting Executive Committee Member present will have one vote.

(b) The action of a majority of the voting Executive Committee Members present at any meeting at which a quorum is present will be the act of the Executive Committee. Any action authorized in writing by all of the Executive Committee Members entitled to vote thereon will be the act of

the Executive Committee with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Committee.

7. Resignation: Any Executive Committee Member may resign at any time by giving written notice to the Executive Committee, the Chair or the Secretary. Unless otherwise specified in such written notice, such resignation will take effect upon receipt thereof by the Executive Committee or such Officer, and the acceptance of such resignation will not be necessary to make it effective.

8. Removal: Any Executive Committee Member may be removed with or without cause at any time by a two thirds (b) vote of the Executive Committee at a regular meeting or a special meeting.

9. Vacancies: Any vacancy in the Executive Committee occurring by reason of an increase in the number of Executive Committee Members, or by reason of the death, resignation, disqualification, removal or inability to act of any Member, or otherwise, will be filled for the unexpired portion of the term by a majority vote of the remaining Executive Committee Members at a regular meeting or a special meeting.

ARTICLE IV - OFFICERS

1. Duties of Officers: Officers of LEAVE A LEGACY⁷ Winona will, unless otherwise provided by the Executive Committee, each have such powers and duties as generally pertain to their respective offices.

2. Number, Qualifications, Election and Term of Office: (a) The Officers of LEAVE A LEGACY⁷ Winona will consist of a Chair, a Vice-Chair, a Treasurer and a Secretary. Any two or more offices may be held by the same person. Only Executive Committee Members may be Officers.

(b) The Officers will be elected by the Executive Committee at the first regular meeting of the Committee following the annual meeting of the Program Partners, provided, however, the LEAVE A LEGACY⁷ Program Coordinator, if any, shall be the Secretary.

(c) Each Officer will hold office until the Officer's successor has been elected and qualified, or until the Officer's death, resignation or removal.

3. Resignation: Any Officer may resign at any time by giving written notice of such resignation to the Executive Committee, the Chair or the Secretary. Unless otherwise specified in such written notice, such resignation will take effect upon receipt thereof by the Executive Committee or such Officer, and the acceptance of such resignation will not be necessary to make it effective.

4. Removal: Any Officer may be removed with or without cause at anytime by a majority vote of the Executive Committee at a regular meeting or a special meeting.

5. Vacancies: A vacancy in any office by reason of death, resignation, disqualification, removal, inability to act, or any other cause, may at any time be filled for the unexpired portion of the term by a majority vote of the Executive Committee at a regular meeting or a special meeting.

ARTICLE V - AMENDMENTS

1. By the Executive Committee: The Executive Committee, by a majority vote of those present at a regular or special meeting, will have the power to make, adopt, alter, amend and repeal these Operating Guidelines, provided such modified Operating Guidelines will not be effective until thirty (30) days after written notice of the modified Operating Guidelines is served on each Program Partner, either personally or by mail. If mailed, such notice will be effective upon mailing.

2. By the Program Partners: The Program Partners, by a two thirds (2/3) vote of those present at a regular or special meeting, will have the power to make, adopt, alter, amend and repeal these Operating Guidelines, provided that the notice or waiver of notice of such meeting will summarize or set forth in full therein the proposed modifications. Such modifications made by the Program Partners will not require the approval of the Executive Committee.

The foregoing Operating Guidelines are hereby adopted as the Operating Guidelines of LEAVE A LEGACY⁷ Winona effective this 22nd day of March, 2007.

Executive Committee

By: /s/ Robert Tereba
Robert Tereba

By: /s/ Sue Wilber
Sue Wilber

By: /s/ Kathy Solum
Kathy Solum

By: /s/ Steve Libera
Steve Libera

By: /s/ Marvel Betchwars
Marvel Betchwars

By: /s/ Jim Hanzel
Jim Hanzel

By: /s/ Nancy Brown
Nancy Brown