

**RESOLUTIONS TO BE ADOPTED AT A SPECIAL MEETING OF THE
MEMBERS OF FRIENDS OF PBS WISCONSIN, INC.**

DATE: February 20, 2020

RECITALS

WHEREAS, the members of Friends of PBS Wisconsin, Inc. (the "Corporation") deem it in the best interests of the Corporation to amend and restate the Bylaws as attached hereto;

WHEREAS, the amendments to the Bylaws are being made to provide that voting rights in all matters shall vest solely in the Board of Directors and that members shall be non-voting; and

WHEREAS, a redline comparison document, attached to these resolutions, illustrates the specific changes to be made to the Bylaws by the resolutions set forth below.

RESOLUTIONS

BE IT RESOLVED, that the Bylaws shall be amended and restated in their entirety in the form attached hereto;

BE IT FURTHER RESOLVED, that the Corporation's directors and officers are authorized in the name of and on behalf of the Corporation to take any and all action as necessary or appropriate to ensure that the foregoing resolutions are carried out, including, without limitation, that the amendments to the Bylaws shall be disclosed as appropriate on the Corporation's Form 990-series return for the current fiscal year.
