



August 6, 1999

NOTICE TO RESIDENTS OF THE MILWAUKEE AREA TECHNICAL COLLEGE DISTRICT,
WISCONSIN

An open meeting of the **PUBLIC TELEVISION COMMITTEE** of the Milwaukee Area Technical college District Board, Wisconsin will be held in **ROOM 210, BOARD ROOM of the MILWAUKEE AREA TECHNICAL COLLEGE**, 700 W. State Street, Milwaukee, Wisconsin, on **THURSDAY, AUGUST 19, 1999**, beginning at **5:00 P.M.**

The agenda for said meeting is presented as follows:

- A. Roll Call**
- B. Compliance with the Open Meetings Law**
- C. [Approval of Minutes – June 17, 1999 – Attachment 1](#)**
- D. Comments from the public**
- E. Action Items**
 - [1. Tentative meeting dates – Attachment 2](#)
- F. Discussion Items**
 - 1. General Manager's Report - Bryce Combs
 - 2. [Friends Report – Attachment 3](#)
 - 3. [Bylaws of Channel 10/36 Friends, Inc. – Attachment 4](#)
 - 4. [Channel 10/36 Friends, Inc. Articles of Incorporation – Attachment 5](#)
- G. Information Items**
 - 1. [Independent Production Contracts FY2000 – Attachment 6](#)
 - 2. [Agency Services for Television Production Personnel – Attachment 7](#)
 - 3. [Television Production Funding/Comparisons – Attachment 8](#)
 - 4. [Monthly Bills, June/July, 1999 - Attachment 9](#)
 - 5. [Monthly Advertising Fund Expenditures, August/September, 1999 – Attachment 10](#)
 - 6. Status of Community Advisory Board
- H. Miscellaneous Items**
 - 1. Communications and Petitions
 - 2. Information Items
- I. Old Business/New Business**
 - 1. Next Committee Meeting: **TO BE DETERMINED**
MATC Board Room, Room 210, 700 West State Street

Committee Members: Killebrew, Moeser, Earle

**MILWAUKEE AREA TECHNICAL COLLEGE DISTRICT BOARD
Public Television Committee Minutes**

DATE: June 17, 1999
TIME: 5:00 P.M.
PLACE: MATC Board Room, Room 210, Milwaukee Campus

COMMITTEE MEMBERS PRESENT:

Mae Killebrew, Peter Earle, Elliott Moeser

MATC STAFF PRESENT:

Dr. Birkholz, Bryce Combs, Joe Bauer, David Foran, Luise Fuzy, Bill Roden, Cindy VanVreede, Ken Kobylarz, Art Welter, Tom Firchow, Bonnee Welch, Karen Gilboy, David Baule, John Lewinski, Kathleen Lenhardt, Greg Vraney, Charlie Dee, Jan Pritzl, Mike Behlen, Michael Rosen, Michael Gavin

GUESTS PRESENT:

Lamont McLoughlin, Martin Costello, Richard Robbins, Sheila Cochran, A. Paul Peterson, Rose Dartman, Rita Buchman, Lois Robinson, Mark Fourman, Jay Brickman, Bettie Eisendrath, Jack Norman, Karen Royster,

ITEM A: ROLL CALL

All Committee members were present

ITEM B: COMPLIANCE WITH THE OPEN MEETINGS LAW

The Public Television Committee meeting of June 17, 1999, was noticed in compliance with the requirements of the Open Meetings Law.

ITEM C: APPROVAL OF MINUTES – May 20, 1999 - Attachment 1

Discussion: Ms. Killebrew asked if there were any questions related to the minutes of the May 20, 1999, Public Television Committee meeting. None were noted.

Motion: Motion Mr. Earle, second Dr. Moeser to approve the Public Television Committee minutes of May 20, 1999.

Action: Motion passed.

ITEM D: COMMENTS FROM THE PUBLIC

Chairperson Killebrew, noting that there were many people in the audience that would like to speak, proposed that we move directly to the discussion items.

ITEM F: DISCUSSION ITEMS

1. Action by the Wisconsin Legislature Joint Finance Committee regarding Public TV

Discussion: Dr. Birkholz updated the Committee and members of the audience on the status of what has transpired within the Joint Finance Committee. The Board of Regents of the University of Wisconsin passed a resolution of principles as they related to Public TV. In general, the resolution speaks to the University's retention of the license that it holds. The Executive Committee of the Educational Communications Board (ECB), which holds six Public Television licensees, are in the process of meeting with the Legislative Fiscal Bureau to develop a proposal regarding these licenses. The four representatives of the Legislative Fiscal Bureau are Senators Rosenzweig, Hutchinson, Schneider and George. The other public television entities are Channels 10&36 whose licenses are held by the MATC Board. The MATC Board's position is to retain the licenses of the stations, that there be no change in governance, and that the Board expects state money to help with the conversion to digital television. The stations serve the eleven counties of southeastern Wisconsin; this represents approximately 46% of the state's population. An amendment by Senator Panzer to the Governor's budget passed 9-7. This amendment provided for MATC to enter into a memorandum of understanding that calls for a new entity to operate all of the public television stations in the state. This is the only thing that is officially on the table at this time. Dr. Birkholz and Tom Fletemeyer, Director of the ECB, met with Senator Hutchinson and Kevin Keene, the Governor's lead person on this issue, to voice their opposition to the Panzer proposal. Dr. Birkholz said that if MATC were to adhere to this change of governance, it would mean there would be \$3.5 million available to the stations for the conversion to digital TV.

The Friends of Pubic Radio and the Friends of WHA both have proposed formation of 501(c)3 organizations to hold the respective licenses of those entities. On Wednesday, June 16, Dr. Birkholz received a call from Marty Costello, President of the Channel 10/36 Friends, informing him of a proposal for a like entity for Channel 10&36. This proposal was faxed to members of the Board. On Thursday MATC's lobbyist and Mr. Keene gave Dr. Birkholz a proposal for the creation of the Southeastern Wisconsin Telecommunications Service that he had received. Mr. Keene asked what the position of the MATC Board is on this proposal. Dr. Birkholz stated that this was the first time he had seen this document, but based on the original proposal from the Friends, he reiterated that the Board has been firm in its decision to make no changes in the governance of 10&36.

Mr. Earle asked if Dr. Birkholz had any indication of the 10/36 Friends' proposal prior to the call he received from Mr. Costello? He said he did not.

1. General Manager's Report

Discussion: Mr. Combs informed the Committee that a crane is now at the top of the tower which will place the arms on the tower. Dr. Birkholz said that he has placed a call to the principals of the tower company to ask if construction was proceeding on time and where they are in securing tenants for the tower. Mr. Earle asked if we were meeting our timeline for completion. Mr. Combs informed him that the completion date is set for the first week of August, which is close to the must-finish date of the second week of August. The weather has been a factor, but all parties are confident the deadline will be met.

Mr. Combs, responding to a request at the May meeting by Mr. Earle, reported on the amount of money made on the locally produced program THE FABULOUS FIFTIES. After airing once during the March membership drive, it brought in \$7,800. A similar program MILWAUKEE BETWEEN THE WARS which has aired during numerous pledge drives has to date brought in over \$130,000. Mr. Combs wanted the Committee to know that the Fifties program will be aired several more times also and that the fund-raising results for such an enterprise is a cumulative process.

1. Friends Report – Attachment 2

Discussion: Mr. Lamont McLoughlin reported that the Friends are completing the fiscal year, and it has turned out to be an extremely positive year. FY98 saw revenue of \$5,535,783. The budget for FY99 was \$5,769,000 and the estimated end figure is \$5,874,486. This represents an increase of 6.2% over last year. Mr. McLoughlin distributed several charts analyzing the Friends' fundraising capabilities over the past 13 years. The first chart displays the growth from 1986 through 1999 in total support and revenue. During that time funds, he said raised by the Friends from the community amounted to over \$64,600,000. During that same period underwriting has increased by over 255.8%. The last eleven Auctions have brought in more than one million dollars each. Membership revenue increased from \$1,889,00 to \$3,000,400 since 1986. The Friends' Special Events Department, which began as public relations type events planner, has changed to fund-raising activities. The money raised has gone from \$37,000 in the first year to \$271,000 this year.

Mr. Earle asked if the numbers represent gross amounts? Mr. McLoughlin responded yes; however, he said you can look at this two ways. At any other public television station, all of the costs of the station and of raising money are combined under a single budget. In the Friends' case during this fiscal year, they will be transferring to the stations \$3,774,000. In the course of these years, the Friends have taken over many functions that were once the responsibility of the stations such as the cost of publishing the FINE TUNING magazine including the cost of the editor's salary and benefits. Mr. Earle asked for a breakdown of total revenue raised versus actual money given to the stations. Mr. McLoughlin said that \$5,874,00 had been raised and that \$3,774,000 will be transferred to the stations.

ITEM D: COMMENTS FROM THE PUBLIC

Ms. Killebrew informed the audience that those who had indicated they wished to speak would be permitted to do so at this time.

The first speaker was Cindy VanVreede who spoke on Action Item #1: Independent Production Contracts for FY2000. She voiced concerns regarding the station's implementation of MATC's policy. Ms. VanVreede distributed the policy and related materials to the Committee. Of importance to her was a checklist prepared by MATC that must be filled out to determine whether a person is an independent contractor or should be considered an employee. Ms. VanVreede felt some of these independent contractors do not meet the requirements set forth by MATC. She asked that this item be tabled until the Committee could determine whether these individuals are truly independent contractors.

The following audience member spoke on the issue of governance. Ken Kobylarz, Rose Dartman, Charlie Dee, Shelia Cochran, Mark Forman, Jay Brickman, Betty Eisendof, Michael Rosen, Mike Behlen and John Lewinski. All speakers felt strongly that MATC should keep the licensees of Channels 10&36.

Discussion: Ms. Killebrew thanked the speakers for their comments and for taking their time and energy to make known their concerns. Ms. Killebrew stated that there has been no doubt that the Friends have been significantly involved through their contributions to the success of Channels 10&36. In looking at the charts Mr. McLoughin distributed, she said, we can see that these numbers do add up and are appreciated. However, as the Chair of the PTV Committee, I must reiterate that the MATC Board gave its word to the public several months back that MATC would keep the licenses, and it is our fiduciary obligation to live up to what was stated at that time. We as a Committee and Board must make sure that the public knows we have not changed our position in mid-stream.

Mr. Earle stated that at the October-1998 public meeting, he asked Mr. Costello if the Friends have any problem with MATC maintaining control of the licenses. He stated that Mr. Costello indicated there was not and that the Friends were being misunderstood. The Friends were only willing to step in if the Board were inclined to transfer the licensees outside of southeastern Wisconsin. Mr. Earle, therefore, said he was surprised at this new development. He said he understood that the Friends have enlisted the help of lobbyists to further their cause. He asked Mr. Costello if portions of the money contributed by the public are being used for this purpose. Mr. Costello thought this was a leading question. He stated that the Friends are not trying to take the licenses. The Friends are paying for their operating money for their lobbyists just as MATC is paying for lobbyists with operating funds from the stations that were provided by the Friends. Mr. Earle vehemently disagreed. If funds raised for support of the stations are being used to promote a legislative initiative that is universally viewed as hostile to the public television stations, Mr. Earle said, that is a different situation. Mr. Costello informed the Committee that their lobbyists are being paid for by two grants received that specifically designated that the money be used

for public relations or lobbying situations. Mr. Earle asked whom the grants were from. Mr. Costello indicated that they were from anonymous donors. Mr. Earle asked how large the grants were. Mr. McLoughlin stated that the grants, \$5,000 and \$10,000 respectively, were from individuals.

Mr. Costello stated that Mr. Earle's questions are based on presumptions. The Friends Board members all volunteer their time because they are strong proponents and believe in public television. The Board and the thousands of volunteers give a tremendous amount of time and energy to raise the money that the Friends turn over to enhance public television in southeastern Wisconsin. Mr. Costello wanted to make his point clear: As the Friends stated last October, its values, goals and desires are the same as MATC's. But unlike last October, he said, what is going on currently in Madison is much more threatening. Things are happening very fast. Following an urging from the Friends lobbyists in Madison, and because the other public entities have come forth with positions on licenses, the 10/36 Friends needed a position. After a lengthy Executive Committee meeting on Tuesday morning (June 15) the Friends Board drafted a one-page position paper that stated should the Governor's power play work to wrestle the licensees away from MATC, the Friends' would attempt to prevent the licensees from leaving southeastern Wisconsin. This area, he said, will not enjoy the same level of quality public television that it currently does if it were to originate in Madison. That is our common goal and desire, he said. Responding to an audience comment referring to the Friends as "sleazy," Mr. Costello stated that within the hour of the Friends Board decision, he placed a call to Dr. Birkholz to inform him of what was happening. Dr. Birkholz was unavailable, but returned the call the following morning when the matter was discussed. After the Friends' lobbyists had the proposal, they said they needed more substance to respond to questions being asked of them. At that point the paper discussing the Southeastern Wisconsin Telecommunications Service was drafted. Mr. Costello suggested there may be better ways to communicate, but given the recent events in Madison, this rapid action was needed. Mr. Costello hoped he clarified the Friends' position. The Friends' proposal serves only one purpose, he said: to prevent the licensees from leaving southeastern Wisconsin.

Dr. Moeser stated that he appreciated Mr. Costello's candidness. He perceives the role of the Friends as an organization working in tandem with MATC for the good of the stations. However, by going off in different directions, it was inevitable there would be conflict. Dr. Moeser, referring to the grants used for lobbying, asked if the Friends had solicited them. Mr. Costello responded that they had not been solicited and that they came with no conditions. Dr. Moeser questioned the use of separate lobbyists by the stations and the Friends and the implications of sending mixed messages. By speaking with one voice, he said, we would be stronger. Mr. Costello indicated that during a meeting with himself, Mr. McLoughlin, Mr. Rice and Dr. Birkholz, the idea of separate lobbyists seemed very much the appropriate strategy at the time.

Mr. Earle asked that in view of the discussion today whether the Friends are in a position to alter their lobbying course and bring the operation in conformity and in

support of the position of MATC. Dr. Moeser also would like to see the Friends' Board reconsider their positions. Mr. Costello said he needed to confer with the Friends' Executive Committee for their collective reaction to the recommendations of Messrs. Earle and Moeser.

Mr. Costello expressed an additional concern. He said that as the costs are rising for both the Friends and MATC, the stations' operating budget does not adequately reflect their needs. He strongly believes that the stations are underfunded. Mr. Costello referred to a Resolution passed by the MATC Board in 1994, which projected MATC's funding levels for the stations' operating costs for a number of years into the future. If MATC had been supporting the stations at those funding levels, the College today would be contributing in excess of \$3 million to the operations of the stations instead of the \$1.4 million that it currently contributes. The Friends' concern is that, if the Board does not live up to its commitment and resolution to adequately fund the stations, a barrier is created. The Friends' ability to raise money is being challenged by increases in costs. This is further complicated by a \$5 million capital campaign that the Friends have committed to for the transition to digital television.

Dr. Birkholz said that if the Friends' proposal became reality, they would be responsible for raising both operational and capital money for the stations. He cited a similar public television organization being operated in the way that the Friends propose. This organization is now going broke and is looking to its state for new funding. Dr. Birkholz reiterated the Board's position, which is to retain the licenses. He also said he believes the Friends' proposal is hurting MATC's position in seeking financial support from the state for the stations.

Mr. Costello asked if the Friends could be assured that the MATC Board would address the funding issue. He said he did not want to leave the issue lying on the table.

Dr. Birkholz stated the Friends could have that assurance. In a closed session at the last MATC Board meeting, he said, funding for the stations was discussed. In addition, he said the staff and Board have been very active in attempting to obtain additional funding from the state for the stations and the college. Dr. Birkholz said he had met with the Mayor who has indicated that the city's lobbyists would support MATC in its efforts for more funding for digital TV and the college in general. Dr. Birkholz stated that state funding for the college has dropped from 30% to 20% of overall MATC operating costs since 1995, resulting in a current shortfall of \$7 million. Had the funding stayed at the original level, he said, there would have been more than enough money to support the stations at the level referred to in the 1994 resolution. In addition, Dr. Birkholz said the MATC Board has budgeted \$1.3 million for the next fiscal year to begin the conversion to digital television.

Ms. Killebrew stated that the goals of the Friends and MATC are the same and that the PTV Committee has extended its openness to work toward better communication with the Friends.

ITEM E: ACTION ITEMS

1. Independent Production Contracts for FY2000 – Attachment 7

Discussion: Ms. Killebrew thought that in light of the discussion that took place regarding this item the Committee should not take action on this tonight. Mr. Earle concurred. Dr. Birkholz stated that no action should be taken on this item contingent upon review by his office and general counsel to assure that the proper procedures were followed.

2. Agency Services for Television Production personnel – Attachment 12

Discussion: Mr. Earle stated that this item, which was on the FPO Consent agenda, was removed and referred to Les Ingram and Bill Roden for review before action is taken.

ITEM G: INFORMATION ITEMS

1. Procedure II0201-1 Appointment of Members to the Community Advisory Board (CAB) – Attachment 3

Discussion: Mr. Bill Roden, MATC General Counsel, indicated that the draft procedure reflects the comments made by Committee members in previous meetings. A timeline has been set so that the CAB can be in place by August. In September, the CAB will convene its first meeting. Legal notices, seeking applications for membership to the CAB, will be sent to the newspapers designated in each of the 11 southeastern Wisconsin counties as the papers of record. This notice is based on the Board appointment process that MATC uses. The PTV Committee will review applications and then select members for the CAB. A memo was drafted by Mr. Roden to be signed by Ms. Killebrew and faxed to the entire MATC Board to inform them of this process. If there is any input from the PTV Committee, regarding the application, Mr. Roden asked that members contact him with their suggestions. Mr. Roden has available a draft of the application that he will forward to the Committee.

2. Public Television Core Budget Comparisons – Attachment 4

Discussion: Mr. Combs stated this is a follow up to a request from Mr. Earle who had questioned a \$84,000 decrease in core money from FY98 to FY99. After much explanation and discussion, Mr. Earle was not comfortable with his understanding of this issue. Dr. Birkholz was concerned that some items coming before this Committee were not being presented clearly. Mr. Earle asked that this item be rewritten in a clearer manner. Mr. Combs indicated this would be done.

3. Underwriting Report – Attachment 5

Discussion: Ms. Luise Fuzy informed the Committee that this attachment lists all underwriting secured by Aldrich & Associates and SKS Associates. Ms. Fuzy indicated the list shows only cash that has been received, not pledges. Mr. Earle asked what period

of time the list covers. Ms. Fuzy indicated it covered the tenure of these underwriting companies. Aldrich & Associates have been with the stations for 21/2 years and SKS Associates for 9 months. Mr. Earle asked when HOW TO BUILD A DINOSAUR was produced. Mr. Combs responded that, although this program was produced 10 years ago, it is still bringing in money in tape sales. Mr. Earle was confused on the \$15,000 underwriting figure for WISCONSIN LAWN & GARDEN. Ms. Fuzy stated this amount should be \$26,000. Mr. Earle cited minutes in which it was reported that this program had \$40,000 in underwriting. Mr. Combs indicated that he had misspoken at a previous PTV meeting. The total budget was \$40,000. Underwriting secured was \$26,000. Mr. Earle asked if this program had been cancelled. Ms. Fuzy indicated that it is in reruns, and the stations are still seeking underwriting to produce new episodes in the fall. Ms. Fuzy also wanted to clarify that WISCONSIN LAWN & GARDEN is a low priority. At this point, the stations have established that BLACK NOUVEAU and the Hispanic program are the stations' top program priorities. Ms. Killebrew asked about underwriting for BLACK NOUVEAU. Ms. Fuzy stated that in addition to the \$1,500 listed, the Diversity Program at the U.S. Post Office has also pledged \$15,000 in underwriting which will be received in FY2000. Ms. Fuzy then distributed printed material that was put together to solicit underwriting for BLACK NOUVEAU, including a invitation to a program taping, which was sent out to many prospective underwriters. The Committee asked that they be included on the invitation list for events such as the taping and that they receive copies of printed promotional material.

Mr. Earle asked that in the future when the Committee is asked to accept production grants that more information regarding the history and budget is included so that the overall picture of such funding is made clear.

4. College of the Air Report – Attachment 5

Discussion: Mr. Combs stated that staff tried to include all of the information requested on one chart. The chart shows the number of FTEs, students enrolled, and number of broadcast hours for the College of Air programming. The question was asked at the May Public Television meeting whether the decrease in broadcast hours has affected the number of FTEs. As indicated on the chart, FTEs have continued to increase. Dr. Birkholz asked what is being aired in the hours vacated by College of the Air programming. Ms. Kathy Lenhardt, Program Director for Channel 36, gave a few examples: THE MERROW REPORT #501 "Lost in Translation: Latinos, Schools and Society"; THE STRANGE DEMISE OF JIM CROW; STRUGGLES IN STEEL: THE STORY OF AFRICAN-AMERICAN STEELWORKERS; REMEMBER THE MAINE; ADIOS PATRIA? THE CUBAN EXODUS; A WOMEN'S PLACE.

Mr. Earle asked why, beginning in 1997, the number of telecourses offered was decreasing by one per year. Mr. John Lewinski, Director of College of the Air, answered that this is due primarily to licensing issues. Some of these programs have been converted to the College by Cassette program.

5. Sole Source Media Service Providers – Attachment 8

Discussion: Mr. Combs indicated that this attachment has gone before the FPO Committee for approval. These are single source entities, and there is no way to competitively bid for these services, he said.

6. PBS and various regional memberships – Attachment 9

Discussion: Mr. Combs stated that these items have also gone before the FPO Committee. These are annual fees paid to various program sources. All of these services are seeing inflationary costs above the norm.

7. Monthly Bills, May, 1999 - Attachment 10

Discussion: Ms. Killebrew asked if there were any questions related to the May bills list.

None were noted.

8. Monthly Advertising Fund Expenditures, June/July 1999 - Attachment 6

Discussion: Mr. Combs informed the Committee that the \$6,000 figure noted in July was used as a placeholder. In actuality, there will not be any advertising expenditures in the month of July.

ITEM H: MISCELLANEOUS ITEMS

1. Communications and Petitions

Discussion: Mr. Earle wanted to ask a question that he neglected to previously. Since Mr. Costello had left the meeting, he asked Dr. Birkholz if he knew who the lobbyists were for the Friends organization. Dr. Birkholz responded that Zigman Joseph Stephenson is the firm. The lobbyists are Craig Peterson, George Petak and John Tries. Mr. Earle asked who the principals are at Zigman Joseph Stephenson. Dr. Birkholz responded the major principal is Linda Stephenson. Mr. Earle asked if Scott Jensen was associated with this firm. Dr. Birkholz responded that he was at one time, but is no longer. Mr. Earle asked if an MATC Board member is associated with the firm. Mr. Rice is associated with them, Dr. Birkholz said.

2. Information Items

Discussion: Luise Fuzy informed the Committee that the stations had received an approximately \$17,000 grant from the Corporation for Public Broadcasting for a local follow-up program to a national crime and violence solution program airing on September 29, 1999. Our local half-hour follow-up is entitled SEEKING SOLUTIONS: THE BRIDGE. It is a story of 93 high school students that the Milwaukee public schools essentially gave up on because of truancy and fighting. An alternative school was

started, and this will be a profile of that school. Mr. Richard Oulahan, who began the school, stated that there has not been a fight in this school in the two years of its existence. Mr. Earle commended the stations for this initiative. This is the kind of story that needs to be told, he said.

ITEM I: OLD BUSINESS/NEW BUSINESS

1. Date of next meeting: **TBD in the MATC Board Room, Room 210, 700 W. State Street**

Adjournment

Being no further discussion, the meeting adjourned at 8:15 p.m.

Respectfully submitted,

Karen A. Wierschem
Administrative Specialist

PTV Attachment 2

**MILWAUKEE AREA TECHNICAL COLLEGE
PUBLIC TELEVISION COMMITTEE MEETING SCHEDULE
FISCAL YEAR 1999-2000**

Thursday, August 19, 1999	5:00 PM
Thursday, September 23, 1999	5:00 PM
Thursday, October 21, 1999	5:00 PM
Thursday, November 11, 1999	5:00 PM
Thursday, December 9, 1999	5:00 PM
Thursday, January 20, 2000	5:00 PM
Thursday, February 10, 2000	5:00 PM
Thursday, March 23, 2000	5:00 PM
Thursday, April 13, 2000	5:00 PM
Thursday, May 18, 2000	5:00 PM
Thursday, June 22, 2000	5:00 PM

All meetings are held in the Boardroom of Milwaukee Area Technical College, Room 210, 700 W. State Street, Milwaukee, Wisconsin.

PTV Attachment 3

**Channel 10/36 Friends, Inc.
CALENDAR OF EVENTS**

1999

August	6-15	o	Summer Pledge Drive
	15	+	Tea with Mr. Humphries , Grain Exchange, 2 - 5 PM
September	3-4	+	Sprecher Fest, Old Heidelberg Park, Friday from 4 PM to midnight, Saturday from noon to midnight
	6		Friends' office closed for Labor Day holiday.
	7	+	Meeting of the Executive Committee of the Board of Directors of the Channel 10/36 Friends, Inc.
	30	+	Annual Meeting of the Channel 10/36 Friends, Inc.
	30	+	Meeting of the Board of Directors of the Channel 10/36 Friends, Inc.
October	3	+	The Ultimate TV Dinner at The Grenadier's
	27	+	An Evening with Dr. Deepak Chopra , Auditorium, 7 PM
November	25-26		Friends' office closed for Thanksgiving holiday
November 27 - December 12		+	December Pledge Drive
December	24 & 27		Friends' office closed for Christmas holiday
	31		Friends' office closed for New Year's holiday

2000

January	3		Friends' office closed for New Year's holiday
February	23	+	Outdoor Wisconsin Banquet, Country Inn, Waukesha
September	15	+	The Mark Russell Comedy Show , Elmbrook Church, 7 PM

C = Cancelled
Change

+ = New Event/Meeting

o = Date and/or Time

**BYLAWS
OF
CHANNEL 10/36 FRIENDS, INC.**

**ARTICLE I
General**

Section 1. Purpose of Corporation. The purposes of this Corporation shall be as set forth in the Articles of Incorporation of the Corporation. These Bylaws specify various matters affecting the operations and governance of the Corporation.

Section 2. Solicitation and Receipt of Gifts. The Corporation shall seek gifts, contributions, donations and bequests (herein generally called "gifts") for its purposes. While the Corporation specifically encourages unrestricted gifts whose principal and/or income therefrom may be used for the Corporation's purposes in the discretion of the Board of Directors of the Corporation, the Board of Directors will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or otherwise conforms with these Bylaws and any other guidelines established by the Board of Directors for such restricted gifts.

ARTICLE II Members

Section 1. Classes. Classes of membership shall be determined by a vote of the Board of Directors.

Section 2. Designation of Members. The Board of Directors shall determine membership dues.

Section 3. Responsibilities and Voting Rights of Members.

(a) Members shall have no responsibilities or voting rights on any matter except as specifically set forth herein.

(b) Any voting rights specified herein shall be exercised only by the members acting as a whole, and not by classes, except as otherwise specifically provided. Each member shall be entitled to one vote on any matter submitted to a vote of the members as a whole or of any class, except as otherwise specifically provided.

(c) The only matters as to which the members shall have any voting rights are as follows:

(1) Members shall have voting rights for elections of the Board.

Section 4. Method of Voting - , Proxies; Ballot

(a) Proxies. Each member may vote or execute consents in person or by one or more agents authorized by a written proxy executed by the member and filed with the Secretary of the Corporation. No proxy shall be valid after eleven (11) months following the date of its execution, unless the member executing it specifies the length of time for which it is to continue in force. The effect of proxies and the manner of their execution, revocation and exercise shall be governed by the laws of the State of Wisconsin. If this Corporation has corporate memberships, a corporate member's vote may be cast by the President of the corporation, or by any officer or proxy appointed by the President of such corporation, in the absence of express notice of the designation of some other person by the board of directors or by-laws of such corporate member.

(b) Ballots. Any action to be taken at an annual, regular or special meeting of the members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action and must state (1) the number of responses needed to meet the quorum requirements, (2) the percentage of approvals necessary to approve each matter other than the election of directors, and the time by which the ballot must be received by the Corporation in order to be counted. An action decided by ballot shall be valid if the quorum and voting requirements for such action to be considered at a meeting are met.

(c) Presumed Approval of Nominating Committee Recommendation. Members not returning a ballot for elections of Board Members shall be presumed to have voted for the candidates proposed by the Nominating Committee.

Section 5. Meetings.

(a) Annual Meeting. An annual meeting of the members shall be held each year. Failure to hold the annual meeting shall not work a forfeiture or dissolution of the corporation.

(b) Special Meetings. Special meetings of the members may be called by the Chair, the Board of Directors or ten percent (10%) of the membership upon petition to the Board of Directors stating the purpose of such meeting or by such other officers or such other proportion of members as may be provided in the Articles of Incorporation or these Bylaws. In the event that a petition from the membership is duly received and complies with the requirements set forth herein, the Board shall call such meeting within 45 days of receipt of such petition.

Section 6. Place of Meetings. Meetings of the members may be held at any place within or without Wisconsin.

Section 7. Notices. Notice of any meeting of the members of the Corporation, in each case specifying the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which it is called, shall be given to each member by delivering notice, orally or in writing, not less than 30 days prior to the date of the meeting but at least 10 days prior to the date of the meeting or, if notification is by mail, by mailing such notice at least 15 days before the time set for such meeting, unless a different time shall be prescribed for a particular action by Chapter 181 of the Wisconsin Statutes. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the

member at his address as it appears on the records of the Corporation. In lieu of such notice, notice may be given by publishing the same as a class 2 notice under Chapter 985 of the Wisconsin Statutes, near the principal office of the Corporation. Inclusion of notices required by

these Bylaws or Wisconsin law within any publication of the Corporation, which is sent to the membership, shall be acceptable written notice.

Section 8. Waiver of Notice. The transactions of any meeting of the members of the Corporation, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by the member or members entitled thereto. Such waiver shall contain the same information as would have been required to be included in such notice, except that the time and place of the meeting need not be stated. All such waivers shall be filed with and made a part of the minutes of the meeting.

Section 9. Action Without Meeting. Any action which may be taken at a meeting of the members may be taken without a meeting if at least 50 % of the members shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the vote of the members at a meeting duly called and held. Written notice of member approval shall be given to all members who have not signed the written consent. If member approval by written consent is less than unanimous, any such actions contemplated by such consent will be effective 10 days after the aforementioned notice has been given.

Section 10. Quorum: Action. The members present shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members present at a duly held meeting at which a quorum is present shall be the act or decision of the members, unless the law, the Articles of Incorporation of the Corporation or these Bylaws require a greater proportion.

Section 11. Adjournment. Any meeting of the members, whether annual or special, and whether or not a quorum is present, may be adjourned from time to time by the Board. Notice of the time and place of an adjourned meeting need not be given to absent members if said time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Section 12. Transfers; Termination; Expulsion. No member may transfer membership or any right or rights arising therefrom unless transfer is authorized by the Articles of Incorporation or, if the Articles of Incorporation so provide these Bylaws. Unless otherwise provided in the Articles of Incorporation, membership shall be terminated by death, voluntary withdrawal, or expulsion, and thereafter all the rights of the member in the Corporation shall cease. A member may be expelled by an affirmative vote of two-thirds (2/3) of the members entitled to vote on the matter, or of two-thirds (2/3) of the Directors where there are no members entitled to vote on the matter.

Section 13. Organization. The Chair of the Corporation, or in the absence of the Chair, an acting chair chosen by a majority of the members present, shall act as chair at every meeting of the members. The Secretary of the Corporation, or in the absence of the Secretary any person appointed by the chair of the meeting, shall act as Secretary of the meeting.

Section 1. Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number; Election; Term.

(a) The number of Directors of this Corporation shall be not less than fifteen (15) and not more than thirty (30). Except as otherwise provided herein with respect to the terms of the initial Directors, each Director shall hold office for a term of three (3) years or until such Director's successor shall have been duly elected or until such Director's death, resignation or removal. Directors may be re-elected to serve more than one term in office but no person may serve as a Director for more than nine (9) consecutive years. The Board may suspend this nine (9) year term limit for a particular Board Member upon a vote of two-thirds (2/3) of the Directors. Directors need not be residents of the State of Wisconsin.

(b) The Board of Directors shall be elected by the members at the Annual Meeting in accordance with the procedures established in accordance with Section 16(c) of this Article and the following provisions:

- (1) The election shall be held at the Annual Meeting.
- (2) Candidates may be nominated from the floor by any member in good standing. All floor nominees must be approved by the Nominating Committee before being accepted by the Chair.
- (3) Ballots shall include the approved nominees and write-in space for floor nominees.

(c) In addition to those Board members mentioned in subsection (a), the Board shall include the following ex-officio voting members:

- (1) Chair. The Chair shall serve as an ex officio voting member for one (1) year following the completion of his/her term of office.
- (2) General Chair or Co-Chairs of the Auction. The General Chair or Co-Chairs of the Auction shall be an ex-officio voting member(s) for one (1) year during the term(s) of his/her appointment.
- (3) MATC Representative. The President of the Milwaukee Area Technical College shall be an ex-officio voting member of the Board during the term of his/her service as President.
- (4) General Manager. The General Manager of Channels 10/36 shall be an ex-officio voting member of the Board during the term of his/her service as General Manager.

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(d) The President of this Corporation shall be an ex-officio, non-voting member of the Board.

Section 3. Board Qualifications, Non-Discrimination Statement.

(a) Each member of the Board shall be a member in good standing of the Corporation.

(b) Selection of a Board member shall be without regard to race, color, religion, sex or national origin.

Section 4. Resignation. A Director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal. Any individual Director may be removed from office, with cause or for any reason provided in the Articles of Incorporation or Bylaws, by the action of two thirds (2/3) of the Directors at a special meeting called for such purpose, or by a majority of the member(s).

Section 6. Vacancies A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, may be filled by the Chair subject to the approval of a majority of the Directors then in office, even though less than a quorum. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill or until such Director's successor is elected and qualified, or until such Director's death, resignation or removal.

Section 7. Meetings.

(a) Annual Meeting. A regular annual meeting of the Board of Directors shall be held each year during the month of September or October at such time and place as may be designated by the Chair of the Corporation, or by the Vice-Chair if the Chair is unable to act, for the election of officers and the transaction of such other business as may properly come before the meeting.

(b) Other Regular Meetings. The Board of Directors of the Corporation shall hold three (3) other regular meetings per year with notice at such time and place as the Board of Directors may designate.

(c) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called, upon forty-eight (48) hours prior notice, by the Chair of the Corporation, or if the Chair is absent or is unable or refuses to act, by the Vice-Chair, or by a majority of Directors.

Section 8. Notices. With the exception of regular meetings as set forth in Section 6(b) above of this Article, notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each Director by delivering notice, orally or in writing, not more than thirty (30) days but not less than ten (10) days prior to the

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date of the meeting, if notification is by mail, by mailing such notice at least ten (10) days before the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Director at the Director's address as it appears on the records of the Corporation. Neither the business to be

transacted at, nor the purpose, of any meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting.

Section 9. Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by (a) each Director not present at the meeting and (b) each Director present at the meeting who objected thereto to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.

Section 10. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Section 11. Quorum; Action of Directors. Not less than one-third (1/3) of the members of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by law, the Articles of Incorporation or these Bylaws.

Section 12. Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Section 13. Organization. The Chair of the Corporation, or in the absence of the Chair, an acting Chair chosen by a majority of the Directors present, shall act as Chair at every meeting of the Board of Directors. The Secretary of the Corporation, or in the absence of the Secretary any person appointed by the Chair of the meeting, shall act as Secretary of the meeting.

Section 14. Compensation. No member of the Board of Directors may receive any compensation for their services as Directors. Board members may receive reimbursement of expenses in attending any meeting of the Board of Directors or in otherwise fulfilling their duties as Directors hereunder. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, or receiving reasonable compensation therefor.

Section 15. Committees; General Provisions.

- (a) Standing or Temporary Advisory Committees Without Board Authority. The Executive Committee shall designate standing and/or temporary committees to consider appropriate matters, make reports to the Chair and/or Board of Directors,

and fulfill such other advisory functions as it may designate. The designation of such standing and/or temporary committees, and the members thereof, shall be recorded in the minutes of the Board of Directors.

(b) Executive or Other Committees with Limited Board Authority. The Board of Directors may by appropriate resolution designate one or more committees, each of which shall consist of three (3) or more Directors elected by the Board of Directors, which to the extent provided in said resolutions or in these Bylaws, 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 affairs of the Corporation, except action with respect to election of officers, filling of vacancies in the Board of Directors, or the formation of or filling of vacancies in committees with limited board authority pursuant to this subsection. The Board of Directors may elect one or more Directors as alternate members of any such committee, who may take the place of any absent committee member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board of Directors or any individual Director by law.

Section 16. Standing Committees.

(a) Executive Committee. The Executive Committee of the Board of Directors shall consist of its officers, the chairs of its current committees, the immediate past Chair of the Board, the General Manager of Channels 10/36, and such other members of the board as appointed by the Chair.

The Executive Committee is charged with the duties and responsibilities of the Board and is authorized to act on behalf of the Board between its regular or special meetings except action in respect to election of officers, filling Board vacancies, hiring/firing of the President, and amendments of the Bylaws.

A majority of the members of the Executive Committee shall constitute a quorum.

In addition, it shall:

- (1) Review, evaluate or formulate short and long range planning for the organization.
- (2) Review annually the personnel policies and requirements and needs, and physical condition of the organization's office and equipment.
- (3) Select and recruit the Auction General Co-Chair each year in consultation with the immediate past Co-Chair.
- (4) Review the annual allocation request from Channels 10/36 and make recommendations in respect of the same to the Board of Directors.

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(b) Finance Committee. The Finance Committee shall be chaired by the Treasurer of the Board. The functions and responsibilities of this Committee shall include:

- (1) Establish financial and fiscal policy for the organization.

- (2) Review the annual budget of the organization proposed by the President and make recommendations in respect to the same to the Board.
- (3) Review actual income/expense data with the President at least quarterly recommending any revisions or adjustments as may be required to the Board of Directors.
- (4) Receive and review the annual audit of the organization for presentation to the Board.

(c) Nominating Committee. This Committee shall consist of the immediate past Chair who shall serve as its voting chair and two (2) elected members of the Board who shall be appointed by the Chair and approved by the Board. The functions and responsibilities of the Nominating Committee shall include:

- (1) Review, evaluate, and/or develop criteria for Board membership and make recommendations in respect to the same to the Board of Directors.
- (2) Solicit recommendations for nominations from the Board, Channels 10/36 management, and the membership at large.
- (3) Present nominees for membership on the Board of Directors as an incoming class of Directors to be elected at the Annual Meeting by the membership. Size of class and term of office of nominees are to be approved by the Board of Directors at its June meeting. Each nomination must be supported by a profile and the written consent of the nominee.
- (4) Present the approved class to the membership in writing with the notice of the Annual Meeting and mailed no less than fifteen (15) days prior to the meeting.
- (5) Present to the Board of Directors, at the Annual Meeting following the general membership Annual Meeting, a slate of officers, having obtained their consent, to be elected for a one-year term. Nominees from the floor will be accepted providing nominees have given their consent in writing prior to the meeting.
- (6) Analyze periodically the attendance and participation of members of the Board and consult with those whose attendance is irregular to determine the cause and recommend appropriate action to the Board of Directors.

Section 17. Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or has a material financial interest, shall be either void or voidable because of such relationship or interest or because such Director or

Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if (1) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (2) the fact of such relationship or interest is disclosed or known to the

members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE IV **Officers**

Section 1. Officers. The Corporation shall have a Chair, a Vice-Chair, a Secretary, and a Treasurer. Any two or more of said offices may be held by the same person, except that the offices of Chair and Secretary and the offices of Chair and Vice-Chair may not be held by the same person.

Section 2. Election. The officers of the Corporation shall be chosen annually by the Board of Directors at its annual meeting, and each officer shall hold office for a term not to exceed one (1) year, or until such officer's death, resignation or removal. Election or appointment as an officer shall not of itself create contract rights. No officer may serve more than two (2) successive terms in the same position.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer may be removed from office by the action of the Board of Directors, whenever in their judgment the best interests of the Corporation will be served thereby, without prejudice to the contract rights, if any, of the officer so removed.

Section 5. Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by appointment by the Chair subject to approval by the Board of Directors.

Section 6. Chair. The Chair shall be the chief executive officer of the Corporation and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board of Directors or as are prescribed in these Bylaws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of Directors. The Chair may sign and execute, in the name of the Corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation; provided, that neither the Chair nor any other officer may sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts, or other orders for payment of money, notes, acceptances, or other evidence of indebtedness without the specific authority of the Board of Directors pursuant to the Article V below of these Bylaws dealing with such matters. The Chair shall, whenever it may in the Chair's opinion be necessary, prescribe the duties of other officers and employees of the Corporation, in a manner not inconsistent with the provisions of these Bylaws and the directions of the Board of Directors. The Chair shall also:

(a) Appoint and remove, with the approval of the Board, all members of committees unless otherwise provided.

(b) Present an Annual Report of the activities of the organization to the membership.

(c) Be an ex-officio, non-voting member of all the Committees of the Board and receive notice of their meetings.

(d) Vote to break a tie in a voice or roll call vote; vote as any other member in a ballot.

(e) Perform the duties of the Treasurer in case of absence or disability of the Treasurer.

(f) Fill by appointment with the approval of the Board any unexpired term of an officer.

Section 7. Vice-Chair. The Vice-Chair shall:

(a) Serve as the Chair-elect. Upon completion of the Chair's term, the Vice-Chair shall succeed him/her as Chair.

(b) In the absence or disability of the Chair, the Vice-Chair shall perform the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair.

(c) Have such other powers and perform such other duties as may be prescribed for them from time to time by the Board of Directors, or these Bylaws.

Section 8. Secretary. The Secretary shall:

(a) Certify and keep at the principal office of the Corporation the original or a copy of its Articles of Incorporation and Bylaws, as amended or otherwise altered to date.

(b) Keep at the principal office of the Corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings of the members of the Corporation, the Board of Directors and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.

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(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records and of the seal of the Corporation, if any, and see that it is engraved, lithographed, printed, stamped, impressed upon, or affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws.

(e) See that the books, reports, statements and all other documents and records required by law are properly kept and filed.

(f) Exhibit for inspection upon request the relevant books and records of the Corporation to any member (if the Corporation has members) for any proper purpose at any reasonable time.

(g) 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 Board of Directors.

Section 9. Treasurer. The Treasurer shall perform or have performed under the Treasurer's direction the following functions:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

(b) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.

(c) Exhibit for inspection upon request the relevant books and records of the Corporation to any member (if the Corporation has members) for any proper purpose at any reasonable time.

(d) Render interim statements of the condition of the finances of the Corporation to the Board of Directors upon request, and render a full financial report at the annual meeting of the Board of Directors and, if there are members, at the annual meeting of members.

(e) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.

(f) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

Section 10. President. The President shall perform, or have his/her designate perform at his/her discretion, the general administration of the policies and management of the organization. The President shall, at his/her discretion, participate as a member of all committees of the Corporation.

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Section 11. Compensation. The reasonable compensation of the officers, if any, shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a Director of the Corporation.

ARTICLE V
Instruments; Bank Accounts; Checks
and Drafts; Loans; Securities

Section 1. Execution of Instruments. Except as in these Bylaws otherwise provided, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 2. Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these bylaws as the Board may deem expedient.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, 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 be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without counter-signature, by the Chair or any Vice-Chair, or the Treasurer or any Assistant Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the Chair or, in the case of the Chair, as determined by the Board of Directors.

Section 5. Sale of Securities. The Board of Directors may authorize and empower any officer or officers to sell, assign, pledge or hypothecate any and all shares of stocks, bonds or securities, or interest in stocks, bonds or securities, owned or held by the Corporation at any time, including without limitation because of enumeration, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser or purchasers, pledgee or pledgees, on behalf and in the name of the Corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by the

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Corporation, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock. However, the Corporation shall not offer or sell any securities in violation of any State or Federal securities law registration or other requirement.

ARTICLE VI

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on June 30 and begin on July 1.

Section 2. Corporate Seal. The seal of the Corporation, if one is adopted by the Board of Directors of the Corporation, shall contain the name of the Corporation and the word "Wisconsin."

ARTICLE VII **Indemnification**

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by the Statute, indemnify each Director and Officer against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or Officer is a Party because he or she is a Director or Officer of the Corporation. The Corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, board resolution, vote of members, the Statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against Liability and advancement of Expenses under this Section 1 by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section 1. The term "Statute," as used in this Article, shall mean Sections 181.0871 through 181.0883 of the Wisconsin Nonstock Corporation Law and all amendments thereto which permit or require the Corporation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Statute.

Section 2. Private Foundation Limitation. Notwithstanding the foregoing, at any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended, or Section 181.0320 of the Wisconsin Statutes, the following limitation shall apply: No indemnification will be permitted to the extent such indemnification would constitute an act of "self-dealing" or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended, or is prohibited under Section 181.0320 of the Wisconsin Statutes or any similar successor provision thereto.

Section 3. Limited Liability of Volunteers. Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation ("Volunteer") shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest

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extent provided by Section 181.0670 of the Wisconsin Nonstock Corporation Law or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Corporation in writing.

ARTICLE VIII **Amendment**

These Bylaws may be amended in the following manner:

- (a) Upon an affirmative vote of two-thirds **(1/3)** of the members of the Board of Directors present and voting at any meeting of the Board.
- (b) Proposed amendments to these Bylaws must be included in the notice of the meeting at least ten (10) days prior thereto.
- (c) Any modifications to a proposed amendment must be submitted in writing to the Chair of the Board at least five (5) days prior to the meeting.

PTV Attachment 5

CHANNEL 10/36 FRIENDS, INC.
ARTICLES OF INCORPORATION
ADOPTED OCTOBER, 1976
STILL IN FORCE

Joseph B. Tyson, Jr.
777 East Wisconsin Avenue, #380
Milwaukee, WI 53202

RESTATED ARTICLES OF INCORPORATION
OF
CHANNEL 10/36 FRIENDS, INC. formerly named
COMMUNITY BROADCAST COUNCIL, INC.

ARTICLE I. Name

The name of the corporation is Channel 10/36 Friends, Inc.

ARTICLE II. Purposes

The purposes for which this corporation is organized are exclusively charitable, scientific, literary and educational, as those terms are used and mean under Section 501(c)(3) of the Internal Revenue Code of 1954, or any corresponding provisions of subsequent federal tax laws. No part of the net earnings of the corporation shall inure to the benefit of any private shareholders or individual. No 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 distributing of statements) any political campaign on behalf of any candidate for public office. The more particular purpose is to support public television broadcasting by public television stations WMVS/WMVT.

ARTICLE III. Members

The corporation shall have one (1) or more classes of members, the designation of which class or classes and the qualifications, rights and method of acceptance of members thereof shall be as provided in the By-Laws.

ARTICLE IV. Board of Directors

The directors shall be elected by the membership and the number of directors

shall be fixed by the By-Laws but shall not be less than fifteen (15).

ARTICLE V. Dissolution

In the event of dissolution of the corporation, all of its assets not necessary to discharge its debts shall be transferred or conveyed to the Milwaukee Area Technical College for use by Channels 10/36 (WMVS/WMVT).

ARTICLE VI. Location of Principal Office
 Registered Agent

The principal office of the corporation is 1015 North 6th Street, Milwaukee, Wisconsin 53203, and the name of the registered agent at such office is Christine S. Christensen. The principal office of the corporation is located in Milwaukee County.

ARTICLE VII. Amendment

The Articles may be amended as provided by law at the time of the amendment.

The undersigned officers of this corporation certify:

The foregoing Restated Articles of Incorporation a) supersede and take the place of the heretofore existing Restated Articles of Incorporation any amendments thereto and b) were adopted by the members on the 18th day of October, 1976, by the following vote:

Number of Members Having Voting Rights	Number of Present in Person or Proxy	Number Voted For Against
6,987	3,245	Unanimous For

Executed in duplicate and seal affixed this 1st day of May 1984.

Wayne F. Caskey, President

[No Seal]

Attest:

Barbara Blutstein, Secretary

PTV Attachment 6

To: Lester C. Ingram, Vice President Administrative Services
From: William J. Roden, Vice-President and General Counsel
Date: July 28, 1999
Subject: Evaluation of 10/36 Independent Contractors

At the June 1999 MATC District Board meeting, the Board requested that a review be conducted by my office in coordination with yours of the procurement of television production services of independent contractors by MATC and Channels 10&36. A key tool for my analysis was a questionnaire used by supervisors to make such determinations. Below please find my numerical ratings using the questionnaire. While there is a difference in scores between Luise Fuzy's and mine, I find these individuals to be independent contractors.

Highlights of My Evaluation

Although they do not maintain private offices for their businesses, these individuals do offer their services to other clients. In the case of Dan Small, for example, he is a magazine writer and involved in many outdoor media projects. Small has also heavily invested in outdoor equipment for his program. The Producer/Hosts do rely upon 10/36 camera and lighting equipment but they maintain independence in designing their programs with little or no consultation with station management.

I do find problematic the fact that the group stated the station picks up their business expenses (including travel). In addition, individuals are listed in the station's telephone directory.

Ratings

	General Counsel	L. Fuzy
Heather Aldrich (Aldrich & Associates)	12	12
Dan Jones	11	14
Jim Peck, Jr. (Wanderlust Productions, Inc.)	12	15
Dan Small	9	16
Sara Stum (SKS Associates)	10	9

Lester C. Ingram
July 28, 1999
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Recommendations

I recommend that Independent Contractors furnish Employer ID numbers, demonstrate they have invested in their own businesses (i.e. purchased their own equipment, etc.), that they maintain their own books and records-some do, some do not). I further recommend their business and travel expenses be negotiated as part of the cost of providing their services. Apparently procurement has recently required evidence of purchase of professional services insurance at the individual's expense. Each should execute an Independent Contractor agreement with Procurement.

Finally, a questionnaire should be completed each time the programmatic needs are identified and before an individual is selected.

In any event, I find it appropriate to retain the services of these individuals as Independent Contractors. Concerns I've raised can be addressed through contractual agreements and also through revisions to proposal requirements in future bids.

Cc: Dr. John R. Birkholz
Wm. Bryce Combs
Dennis Behling

PTV Attachment 7

To: Lester C. Ingram, Vice President, Administrative Services
From: William J. Roden, Vice-President and General Counsel
Date: July 28, 1999
Subject: Review of Gogolak Communications Group, Inc. Procurement for Services

At the June, 1999 MATC District Board Meeting, the Board requested that a review be conducted by my office in coordination with yours of the proposed procurement of television production services through the Gogolak Group. That has been accomplished.

It is my understanding approximately 35 individuals performing duties as pool producer and pool graphic designer will be employed by Gogolak. They are currently nonrepresented MATC part-time pool employees.

I met with Channels 10&36 station staff and reviewed the firm's Annual Report to determine who its officers were. At the outset, I note that Mr. Dennis Majewski, identified as the president of Gogolak, has also been a member of the MATC Academic Advisory Committee for the Television and Video Production A.A.S. program for the past ten years. These advisory committees are not subject to the State Code of Ethics and given this individual has no control or authority regarding station decision-making, there is probably no ethical issue here.

To maintain an "arm's length" relationship with Gogolak, that is, to insure that their services are retained and not merely those of a particular individual's could be problematic. The same MATC station supervisor who worked with the "former employee" would arguably exercise the same degree of control over the "independent contractor employee". To access the services of the Gogolak employees, station management has to preserve the independence of individuals selected to perform contracted services.

Dr. John R. Birkholz
July 28, 1999
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MATC must insure that all individuals who are employed by Gogolak are treated as employees of that entity. They should receive pay and employee benefits from Gogolak, proper deductions must be made, etc. The payment of expenses for the individual and other "perks" should not be borne by the District, but by Gogolak and should be addressed in any agreement with the vendor. Making proper deductions and payments to the government goes far toward preventing an IRS audit.

The agreement with the Gogolak Group can address some or all of the other concerns raised. While such a document is not dispositive of what the relationship is (i.e. employee or independent contractor), it can demonstrate the intent of the parties.

In any event, I find the procurement of services through the Gogolak firm to be appropriate. The issues I have raised can be addressed in the contract developed between the District and Gogolak.

Cc: Dr. John R. Birkholz
Wm. Bryce Combs
Dennis Behling

TELEVISION PRODUCTION FUNDING/COMPARISONS

Summary

Budgets are developed based on information currently available. As time passes, new information becomes available, and modifications are made. Budget modifications are standard practice at MATC and the right has been specifically reserved in the budget adoption resolution.

The original production department budget for FY 1998-99 was \$1.2 million. The budget assumptions included \$100,000 of department generated revenue. At mid-year, it appeared that the department would generate only \$16,000. To adjust for the \$84,000 shortfall, station staff recommended the program production budget line be reduced rather than station staff. In addition, reallocations were made from Wisconsin Lawn & Garden and [TECHNO@bytes](#) to Black Nouveau and development of a new Latino affairs series. This sentence is not meant to indicate that existing programs or future production department revenues were impaired as a result.

PTV Attachment 9

BOARD BILL LIST
TV Fund by Check No
06/30/99

Page 1

Check Date	Check No	Vendor Name	Object	Description	Object Amount	Check Amt
06/03/99	0511760	America Online	5668	Program Production	19.95	19.95
06/03/99	0511763	American Paper and	5241	Office Supplies	47.00	47.00
06/03/99	0511764	American Public Tele	5667	Program Acquisition	934.00	934.00
06/03/99	0511768	Ameritech	5671	Remote/Studio Supp	51.77	51.77
06/03/99	0511774	AT&T	5668	Program Production	0.99	313.77
06/03/99	0511786	Boise Cascade	5675	Traffic	34.32	1,281.32
06/03/99	0511807	Complete Delivery In	5675	Traffic	24.27	24.27
06/03/99	0511861	Daniel R. Jones	5668	Program Production	2,040.00	2,040.00
06/03/99	0511882	Claudia M. Looze	5201	Travel Expenses	7.00	7.00
06/03/99	0511896	Michael Best & Fried	5361	Legal Services	7,150.82	8,697.66
06/03/99	0511930	Palette Shop Inc	5671	Remote/Studio Supp	33.60	210.40
06/03/99	0511935	PBS Conference Manag	5201	Travel Expenses	400.00	400.00
06/03/99	0511966	Marshall J. Savick	5201	Travel Expenses	7.75	7.75
06/03/99	0511971	Mark W. Siegrist	5668	Program Production	1,550.00	1,550.00
06/03/99	0511974	SKS & Associates	5668	Program Production	999.08	999.08
06/03/99	0511977	Sony Electronics Inc	5674	Technical Operations	224.96	502.74
06/03/99	0511996	Travel Traders Unlim	5201	Travel Expenses	1,697.00	3,231.00
06/03/99	0512000	United Parcel Servic	5675	Traffic	317.06	317.06
06/07/99	0512083	American Paper and	5241	Office Supplies	159.00	159.00
06/07/99	0512086	Ameritech	5454	Telephone	776.97	13,758.95
06/07/99	0512099	Boise Cascade	5241	Office Supplies	90.64	1,207.52
06/07/99	0512101	Broadcasting & Cable	5675	Traffic	129.00	129.00
06/07/99	0512107	Catholic Herald	5220	Membership & Subscri	42.00	42.00
06/07/99	0512109	Chicago Midwest Emmy	5668	Program Production	100.00	100.00
06/07/99	0512110	Chicago Midwest Emmy	5668	Program Production	75.00	75.00
06/07/99	0512111	Chicago Midwest Emmy	5668	Program Production	100.00	100.00
06/07/99	0512112	Chicago Midwest Emmy	5668	Program Production	100.00	100.00
06/07/99	0512113	Chicago Midwest Emmy	5668	Program Production	100.00	100.00
06/07/99	0512114	Chicago Midwest Emmy	5668	Program Production	75.00	75.00
06/07/99	0512115	Chicago Midwest Emmy	5668	Program Production	200.00	200.00
06/07/99	0512116	Chicago Midwest Emmy	5668	Program Production	300.00	300.00
06/07/99	0512117	Chicago Midwest Emmy	5668	Program Production	175.00	175.00
06/07/99	0512118	Chicago Midwest Emmy	5668	Program Production	225.00	225.00
06/07/99	0512119	Chicago Midwest Emmy	5668	Program Production	400.00	400.00
06/07/99	0512120	Chicago Midwest Emmy	5668	Program Production	75.00	75.00
06/07/99	0512121	Chicago Midwest Emmy	5668	Program Production	150.00	150.00
06/07/99	0512129	Convention Svcs Unit	5201	Travel Expenses	500.00	500.00
06/07/99	0512145	EXCELtech Computer S	5673	Studio Equipment Rep	670.00	670.00
06/07/99	0512146	Federal Express	5675	Traffic	148.99	148.99
06/07/99	0512165	Hein Electric Supply	5678	Wmvs Transmitter Rep	652.30	3,937.26
06/07/99	0512174	Industrial Electroni	5674	Technical Operations	136.04	224.47
06/07/99	0512180	Karls Rental Center	5668	Program Production	2,298.45	2,298.45
06/07/99	0512202	Midwest Emmy's Natio	5668	Program Production	100.00	100.00
06/07/99	0512220	Nielsen Media Resear	5661	Audience Research	1,400.00	1,400.00
06/07/99	0512286	United Parcel Servic	5675	Traffic	196.49	196.49
06/07/99	0512304	Woodmark Hotel	5201	Travel Expenses	1,136.28	1,136.28
06/10/99	0512317	Aldrich & Associates	5668	Program Production	1,239.00	1,239.00
06/10/99	0512331	Badger Coaches Inc	5675	Traffic	91.50	91.50
06/10/99	0512364	Daily Reporter	5668	Program Production	24.80	24.80
06/10/99	0512371	Dow Lohnes & Alberts	5361	Legal Services	1,589.86	1,589.86
06/10/99	0512373	Duncan Group Inc	5668	Program Production	61,301.93	61,301.93
06/10/99	0512376	Federal Express	5675	Traffic	123.50	123.50
06/10/99	0512382	Gill Design	5273	Publicity	60.00	60.00
06/10/99	0512421	Milwaukee Star	5668	Program Production	29.75	29.75

BOARD BILL LIST
TV Fund by Check No
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Check Date	Check No	Vendor Name	Object	Object Description	Object Amount	Check Amt
06/10/99	0512429	Myers Information Sy	5674	Technical Operations	200.00	200.00
06/10/99	0512463	Dan Small	5668	Program Production	1,662.00	1,662.00
06/14/99	0512519	Ameritech	5454	Telephone	366.65	2,922.11
06/14/99	0512541	Karen J. Copper	5201	Travel Expenses	8.00	8.00
06/14/99	0512556	Elert & Associates	5273	Publicity	372.25	372.25
06/14/99	0512564	David J. Foran	5201	Travel Expenses	47.12	47.12
06/14/99	0512565	Full Compass Systems	5674	Technical Operations	151.69	151.69
06/14/99	0512569	Hall Chevrolet Co In	5676	Vehicle Supplies	358.48	358.48
06/14/99	0512575	Higgins Tower Servic	5678	Wmvs Transmitter Rep	700.00	700.00
06/14/99	0512580	Scott F. Johnson	5201	Travel Expenses	11.78	11.78
06/14/99	0512600	Milwaukee Advertisin	5201	Travel Expenses	30.00	30.00
06/14/99	0512618	Jan L. Pritzl	5201	Travel Expenses	76.49	76.49
06/14/99	0512647	Vaughn Communication	5273	Publicity	174.68	426.66
			5668	Program Production	251.98	
06/14/99	0512650	Wanderlust Productio	5668	Program Production	3,900.00	3,900.00
06/14/99	0512653	Wisconsin Electric P	5452	Light & Power	7,318.53	37,429.06
06/14/99	0512654	Wisconsin Newspaper	5273	Publicity	52.26	52.26
06/17/99	0512696	AT&T	5454	Telephone	17.85	17.85
06/17/99	0512697	AT&T	5454	Telephone	7.38	88.96
06/17/99	0512716	Central Educational	5675	Traffic	250.00	250.00
06/17/99	0512722	Complete Delivery In	5675	Traffic	55.18	55.18
06/17/99	0512728	CSRG Digital L.L.C.	5357	Professional & Consu	1,157.50	1,157.50
06/17/99	0512740	Electronic Design	5674	Technical Operations	468.00	468.00
06/17/99	0512741	Eye brow Films	5675	Traffic	300.00	300.00
06/17/99	0512742	Federal Express	5675	Traffic	348.00	348.00
06/17/99	0512759	Industrial Electroni	5674	Technical Operations	70.01	70.01
06/17/99	0512763	Daniel R. Jones	5668	Program Production	2,040.00	2,040.00
06/17/99	0512783	Milwaukee Advertisin	5220	Membership & Subscri	290.00	290.00
06/17/99	0512795	National Educational	5675	Traffic	30.00	30.00
06/17/99	0512808	Mark W. Siegrist	5668	Program Production	1,550.00	1,550.00
06/17/99	0512809	SKS & Associates	5668	Program Production	964.00	964.00
06/17/99	0512810	Dan Small	5668	Program Production	1,662.00	1,662.00
06/21/99	0512843	Ameritech	5675	Traffic	39.81	39.81
06/21/99	0512844	Ameritech	5454	Telephone	29.04	4,387.47
06/21/99	0512845	Amoco Oil Company	5676	Vehicle Supplies	72.79	337.37
06/21/99	0512861	Chris Awards	5668	Program Production	750.00	750.00
06/21/99	0512862	Cinema Chicago	5668	Program Production	110.00	110.00
06/21/99	0512865	Comprompter Electron	5668	Program Production	1,260.00	1,260.00
06/21/99	0512873	Dielectric Communica	5840	Equipment	157,394.70	157,394.70
06/21/99	0512883	Entertainment Design	5660	Affiliation/Mbsps	37.95	37.95
06/21/99	0512890	Full Compass Systems	5674	Technical Operations	947.00	947.00
06/21/99	0512909	K & H Products Ltd	5674	Technical Operations	80.15	80.15
06/21/99	0512921	Myers Information Sy	5357	Professional & Consu	750.00	750.00
06/21/99	0512922	NAB Broadcasters	5220	Membership & Subscri	83.00	83.00
06/21/99	0512929	Sharon R. Patterson	5201	Travel Expenses	888.00	888.00
06/21/99	0512954	Sony Electronics Inc	5674	Technical Operations	177.65	177.65
06/21/99	0512959	System Parking Inc	5668	Program Production	4.50	4.50
06/24/99	0513035	Celtic Advertising I	5270	Advertising	10,980.72	95,622.20
06/24/99	0513041	Common World Inc	5840	Equipment	1,750.00	1,750.00
06/24/99	0513051	Thomas J. Dvorak	5201	Travel Expenses	1,087.66	1,087.66
06/24/99	0513055	Federal Express	5675	Traffic	85.75	110.50
06/24/99	0513064	Gill Design	5273	Publicity	2,425.00	2,425.00
06/24/99	0513078	Gail G. Grzybowski	5201	Travel Expenses	6.56	6.56
06/24/99	0513113	Debra A. Kunath	5273	Publicity	4.03	4.03

BOARD BILL LIST
 TV Fund by Check No
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Check Date	Check No	Vendor Name	Object	Object Description	Object Amount	Check Amt
06/24/99	0513116	Kathleen M. Lenhardt	5201	Travel Expenses	691.32	691.32
06/24/99	0513130	John S. McKay	5201	Travel Expenses	12.00	12.00
06/24/99	0513142	Mouser Electronics	5674	Technical Operations	115.74	115.74
06/24/99	0513148	National Supply & Ha	5674	Technical Operations	181.30	181.30
06/24/99	0513161	Philips Digital Vide	5673	Studio Equipment Rep	1,926.40	2,376.40
			5674	Technical Operations	450.00	
06/24/99	0513190	Joseph M. Sankey	5668	Program Production	204.70	204.70
06/24/99	0513212	Studio Gear LLC	5674	Technical Operations	175.00	175.00
06/24/99	0513223	Thomcast Communicati	5678	Wmvs Transmitter Rep	1,038.32	1,038.32
06/24/99	0513230	United Parcel Servic	5675	Traffic	133.78	204.78
06/24/99	0513260	William W. Jackson	5668	Program Production	225.00	225.00
06/28/99	0513267	Aldrich & Associates	5668	Program Production	2,154.00	2,154.00
06/28/99	0513284	Castle Hill Producti	5675	Traffic	500.00	500.00
06/28/99	0513285	Celtic Advertising I	5670	Reimbursed Advertisi	6,000.00	13,646.94
			5662	Design Center Fees	711.00	
06/28/99	0513314	Krugman Associates I	5675	Traffic	500.00	500.00
06/28/99	0513322	Michael Best & Fried	5361	Legal Services	2,762.50	3,154.56
06/28/99	0513331	National Supply & Ha	5671	Remote/Studio Supp	221.98	221.98
06/28/99	0513355	Marshall J. Savick	5201	Travel Expenses	16.00	16.00
06/28/99	0513387	Zack Electronics	5674	Technical Operations	259.65	259.65
					312,645.90	464,649.16

BOARD BILL LIST
 Over \$2500 Channel 10/36
 06/30/99

Check Date	Check No	Vendor Name	Object	Object Description	Object Amount	Check Amt
06/03/99	0511896	Michael Best & Fried	5361	Legal Services	7,150.82	8,697.66
06/03/99	0511996	Travel Traders Unlim	5201	Travel Expenses	1,697.00	3,231.00
06/07/99	0512086	Ameritech	5454	Telephone	776.97	13,758.95
06/07/99	0512165	Hein Electric Supply	5678	Wmvs Transmitter Rep	652.30	3,937.26
06/10/99	0512373	Duncan Group Inc	5668	Program Production	61,301.93	61,301.93
06/14/99	0512519	Ameritech	5454	Telephone	366.65	2,922.11
06/14/99	0512650	Wanderlust Productio	5668	Program Production	3,900.00	3,900.00
06/14/99	0512653	Wisconsin Electric P	5452	Light & Power	7,318.53	37,429.06
06/21/99	0512844	Ameritech	5454	Telephone	29.04	4,387.47
06/21/99	0512873	Dielectric Communica	5840	Equipment	157,394.70	157,394.70
06/24/99	0513035	Celtic Advertising I	5270	Advertising	10,980.72	95,622.20
06/28/99	0513285	Celtic Advertising I	5670	Reimbursed Advertisi	6,000.00	13,646.94
			5662	Design Center Fees	711.00	
06/28/99	0513322	Michael Best & Fried	5361	Legal Services	2,762.50	3,154.56
					261,042.16	409,383.84

BOARD BILL LIST
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07/31/99

Check Date	Check No	Vendor Name	Object Description	Object Amount	Check Amt
07/01/99	0513418	Amateur Electronic S	5678 Wmvs Transmitter Rep	309.90	309.90
07/01/99	0513420	America Online	5668 Program Production	21.95	21.95
07/01/99	0513432	Boc Gases	5678 Wmvs Transmitter Rep	3.00	3.00
07/01/99	0513440	C & H Distributors I	5678 Wmvs Transmitter Rep	488.29	488.29
07/01/99	0513449	Complete Delivery In	5675 Traffic	16.88	16.88
07/01/99	0513452	Copy Editor	5220 Membership & Subscri	69.00	69.00
07/01/99	0513456	Crivellos's, Mike	5273 Publicity	200.67	200.67
07/01/99	0513469	Federal Express	5675 Traffic	137.17	137.17
07/01/99	0513491	Hy Zeiger & Co	5273 Publicity	515.00	515.00
07/01/99	0513493	IKON Technology Serv	5668 Program Production	230.00	230.00
07/01/99	0513497	Daniel R. Jones	5668 Program Production	2,040.00	2,040.00
07/01/99	0513517	Napa Auto Parts Mart	5676 Vehicle Supplies	65.21	459.11
07/01/99	0513521	New York Festivals	5668 Program Production	165.00	165.00
07/01/99	0513548	Marshall J. Savick	5201 Travel Expenses	8.00	8.00
07/01/99	0513552	Gary J. Sharbuno	5201 Travel Expenses	11.37	11.37
07/01/99	0513553	Mark W. Siegrist	5668 Program Production	1,550.00	1,550.00
07/01/99	0513554	SKS & Associates	5668 Program Production	964.00	964.00
07/01/99	0513564	Travel Traders Unlim	5201 Travel Expenses	470.00	470.00
07/01/99	0513572	Vaughn Communication	5668 Program Production	255.99	255.99
07/01/99	0513576	Washington Post	5220 Membership & Subscri	41.00	41.00
07/05/99	0513593	Jack R. Abrams	5201 Travel Expenses	310.00	310.00
07/05/99	0513603	Ameritech	5454 Telephone	29.79	1,798.59
			5671 Remote/Studio Supp	42.85	
07/05/99	0513604	Ameritech	5454 Telephone	810.05	27,412.16
07/05/99	0513638	Jan L. Pritzl	5201 Travel Expenses	261.90	261.90
07/05/99	0513640	Full Compass Systems	5674 Technical Operations	319.33	769.18
07/05/99	0513658	Gary J. Jones	5201 Travel Expenses	17.15	17.15
07/05/99	0513673	McMaster-Carr Supply	5678 Wmvs Transmitter Rep	185.80	185.80
07/05/99	0513680	Mse Media Solutions	5678 Wmvs Transmitter Rep	664.58	664.58
07/08/99	0513781	Celtic Advertising I	5270 Advertising	1,134.53	1,134.53
07/08/99	0513789	William B. Combs	5201 Travel Expenses	1,123.52	1,123.52
07/08/99	0513814	Dow Lohnes & Alberts	5361 Legal Services	366.76	366.76
07/08/99	0513821	Enlargement Works In	5671 Remote/Studio Supp	73.60	73.60
07/08/99	0513831	David C. Felland	5201 Travel Expenses	275.62	275.62
07/08/99	0513853	Hein Electric Supply	5678 Wmvs Transmitter Rep	682.59	759.01
07/08/99	0513866	Industrial Electroni	5674 Technical Operations	15.30	315.63
07/08/99	0513901	Michael Best & Fried	5361 Legal Services	3,422.20	3,422.20
07/08/99	0513938	PC Mall Inc	5674 Technical Operations	386.93	386.93
07/08/99	0513948	Pro Battery Inc	5674 Technical Operations	723.94	723.94
07/08/99	0513975	Schwaab Inc	5241 Office Supplies	158.87	158.87
07/08/99	0513976	Schwartz Woods & Mil	5357 Professional & Consu	1,623.09	1,623.09
07/08/99	0513986	Dan Small	5201 Travel Expenses	830.54	830.54
07/08/99	0513991	Sony Electronics Inc	5840 Equipment	5,954.75	5,954.75
07/08/99	0514006	Tele Port Inc	5678 Wmvs Transmitter Rep	79.95	343.80
07/08/99	0514008	Catharine A. Tierney	5201 Travel Expenses	3.10	3.10
07/08/99	0514023	United Parcel Servic	5675 Traffic	53.60	53.60
07/08/99	0514026	Vaughn Communication	5668 Program Production	152.51	152.51
07/08/99	0514028	Wanderlust Productio	5668 Program Production	1,950.00	1,950.00
07/08/99	0514029	WebTV Networks Inc	5220 Membership & Subscri	149.70	149.70
07/12/99	0514059	Ameritech	5454 Telephone	109.72	3,334.81
07/12/99	0514092	Columbia Journalism	5220 Membership & Subscri	25.95	25.95
07/12/99	0514095	Complete Delivery In	5675 Traffic	6.85	6.85
07/12/99	0514113	Federal Express	5675 Traffic	552.42	552.42
07/12/99	0514119	Full Compass Systems	5674 Technical Operations	197.83	1,321.79

BOARD BILL LIST
TV Fund by Check No
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Check Date	Check No	Vendor Name	Object	Object Description	Object Amount	Check Amt
07/12/99	0514131	Harris Corporation	5674	Technical Operations	58.96	58.96
07/12/99	0514145	Killer Tracks	5669	Records/Music	1,300.00	1,300.00
07/12/99	0514177	Mouser Electronics	5674	Technical Operations	6.84	6.84
07/12/99	0514227	Mark W. Siegrist	5668	Program Production	1,550.00	1,550.00
07/12/99	0514228	Dan Small	5668	Program Production	1,662.00	1,662.00
07/12/99	0514245	United Parcel Servic	5259	Postage	762.84	1,550.36
07/12/99	0514261	Karen A. Wierschem	5201	Travel Expenses	286.61	286.61
07/12/99	0514266	Wisconsin Newspaper	5273	Publicity	45.80	45.80
07/12/99	0514270	Zack Electronics	5674	Technical Operations	537.93	537.93
07/15/99	0514300	Aldrich & Associates	5668	Program Production	1,077.00	1,077.00
07/15/99	0514307	Ameritech	5675	Traffic	40.40	40.40
07/15/99	0514312	AT&T	5454	Telephone	9.52	20.01
07/15/99	0514315	BBC Worldwide Americ	5667	Program Acquisition	4,830.00	4,830.00
07/15/99	0514326	Central Educational	5675	Traffic	588.00	21,748.00
			5665	Network Prog Service	21,160.00	
07/15/99	0514372	Rick Horowitz	5668	Program Production	4.01	4.01
07/15/99	0514379	Daniel R. Jones	5668	Program Production	2,040.00	2,040.00
07/15/99	0514405	National Supply & Ha	5674	Technical Operations	89.51	189.39
07/15/99	0514411	Nielsen Media Resear	5661	Audience Research	1,400.00	1,400.00
07/15/99	0514422	James E. Peck	5668	Program Production	35.88	35.88
07/15/99	0514430	Professional Sound C	5674	Technical Operations	209.22	209.22
07/15/99	0514431	Public Broadcasting	5665	Network Prog Service	11,934.00	11,934.00
07/15/99	0514448	Marshall J. Savick	5668	Program Production	5.00	5.00
07/15/99	0514451	Dan Small	5668	Program Production	1,662.00	1,662.00
07/15/99	0514466	Travel Traders Unlim	5201	Travel Expenses	296.00	1,155.80
07/15/99	0514467	United Parcel Servic	5675	Traffic	102.56	102.56
07/15/99	0514474	Wanderlust Productio	5668	Program Production	1,950.00	1,950.00
07/15/99	0514489	Amoco Oil Company	5676	Vehicle Supplies	142.62	444.28
07/15/99	0514496	Federal Express	5675	Traffic	60.25	60.25
07/19/99	0514522	Ameritech	5454	Telephone	135.91	135.91
07/19/99	0514532	Central Educational	5667	Program Acquisition	5,200.00	5,745.00
			5675	Traffic	545.00	
07/19/99	0514535	Chip Merchant Inc	5674	Technical Operations	196.70	196.70
07/19/99	0514536	CINE	5668	Program Production	155.00	155.00
07/19/99	0514584	Kiwanis Club of Milw	5220	Membership & Subscri	325.00	325.00
07/19/99	0514610	National Supply & Ha	5671	Remote/Studio Supp	27.12	27.12
07/19/99	0514613	New York Festivals	5668	Program Production	200.00	200.00
07/19/99	0514648	Dan Small	5668	Program Production	255.60	255.60
07/19/99	0514664	Vaughn Communication	5668	Program Production	313.65	313.65
07/22/99	0514737	Association of Ameri	5660	Affiliation/Mbsps	24,879.00	24,879.00
07/22/99	0514740	Joseph D. Bauer	5201	Travel Expenses	260.87	260.87
07/22/99	0514770	Electronic Media	5675	Traffic	69.95	69.95
07/22/99	0514785	Industrial Electroni	5674	Technical Operations	19.09	1,045.69
07/22/99	0514841	Rotary Club of Milwa	5660	Affiliation/Mbsps	512.50	512.50
07/22/99	0514867	Vaughn Communication	5668	Program Production	47.20	47.20
07/22/99	0514886	Wisconsin Trails	5668	Program Production	39.95	39.95
07/22/99	0514898	Michael Best & Fried	5361	Legal Services	4,090.00	4,090.00
07/26/99	0514914	Badger Coaches Inc	5675	Traffic	94.50	94.50
07/26/99	0514948	Hall Chevrolet Co In	5676	Vehicle Supplies	79.98	79.98
07/26/99	0514968	MA Junior Parking In	5668	Program Production	277.25	277.25
07/26/99	0515006	SKS & Associates	5668	Program Production	964.00	964.00
07/26/99	0515010	State Historical Soc	5668	Program Production	15.00	15.00
07/26/99	0515020	Vaughn Communication	5668	Program Production	73.71	73.71
07/26/99	0515021	Venture Electrical	5678	Wmvs Transmitter Rep	6,889.00	6,889.00

BOARD BILL LIST
 TV Fund by Check No
 07/31/99

Check Date	Check No	Vendor Name	Object Description	Object Amount	Check Amt
07/26/99	0515027	Wisconsin Educationa	5667 Program Acquisition	14,060.00	14,060.00
07/29/99	0515069	Ameritech	5671 Remote/Studio Supp	48.63	1,450.76
			5454 Telephone	30.09	
07/29/99	0515070	Ameritech	5454 Telephone	828.07	13,008.02
07/29/99	0515076	AT&T	5668 Program Production	14.68	395.47
07/29/99	0515080	Boc Gases	5678 Wmvs Transmitter Rep	3.00	3.00
07/29/99	0515130	Daniel R. Jones	5668 Program Production	2,040.00	2,040.00
07/29/99	0515144	Mouser Electronics	5674 Technical Operations	25.28	25.28
07/29/99	0515148	Nebraska Educational	5675 Traffic	33.87	33.87
07/29/99	0515163	Public Broadcasting	5660 Affiliation/Mbsps	195.00	195.00
07/29/99	0515164	Public Broadcasting	5665 Network Prog Service	946,714.00	946,714.00
07/29/99	0515168	Roscor Corporation	5840 Equipment	9,150.24	9,150.24
07/29/99	0515176	Mark W. Siegrist	5668 Program Production	1,550.00	1,550.00
07/29/99	0515177	SKS & Associates	5668 Program Production	1,297.67	1,297.67
07/29/99	0515178	Dan Small	5668 Program Production	1,662.00	1,662.00
07/29/99	0515184	Sara Stum	5201 Travel Expenses	51.71	51.71
07/29/99	0515186	System Parking Inc	5668 Program Production	11.25	20.25
07/29/99	0515205	Wanderlust Productio	5668 Program Production	1,950.00	1,950.00
				1,109,436.17	1,160,625.36

BOARD BILL LIST
Over \$2500 Channel 10/36
07/31/99

Check Date	Check No	Vendor Name	Object	Object Description	Object Amount	Check Amt
07/05/99	0513604	Ameritech	5454	Telephone	810.05	27,412.16
07/08/99	0513901	Michael Best & Fried	5361	Legal Services	3,422.20	3,422.20
07/08/99	0513991	Sony Electronics Inc	5840	Equipment	5,954.75	5,954.75
07/12/99	0514059	Ameritech	5454	Telephone	109.72	3,334.81
07/15/99	0514315	BBC Worldwide Americ	5667	Program Acquisition	4,830.00	4,830.00
07/15/99	0514326	Central Educational	5675	Traffic	588.00	21,748.00
			5665	Network Prog Service	21,160.00	
07/15/99	0514431	Public Broadcasting	5665	Network Prog Service	11,934.00	11,934.00
07/19/99	0514532	Central Educational	5667	Program Acquisition	5,200.00	5,745.00
			5675	Traffic	545.00	
07/22/99	0514737	Association of Ameri	5660	Affiliation/Mbsps	24,879.00	24,879.00
07/22/99	0514898	Michael Best & Fried	5361	Legal Services	4,090.00	4,090.00
07/26/99	0515021	Venture Electrical	5678	Wmvs Transmitter Rep	6,889.00	6,889.00
07/26/99	0515027	Wisconsin Educationa	5667	Program Acquisition	14,060.00	14,060.00
07/29/99	0515070	Ameritech	5454	Telephone	828.07	13,008.02
07/29/99	0515164	Public Broadcasting	5665	Network Prog Service	946,714.00	946,714.00
07/29/99	0515168	Roscor Corporation	5840	Equipment	9,150.24	9,150.24
					-----	-----
					1,061,164.03	1,103,171.18

CELTIC ADVERTISING

330 S. Executive Drive. Suite 206
Brookfield, WI 53005
(414) 789-7630
(414) 789-9454 fax

WMVS/WMVT

**August 1999 Media
Schedule**

Billed: July 1999

ACTUAL

AUGUST MEDIA

Advertising Objectives

- Develop tune-in for August highlighted programs.

MEDIA EXPENDITURES

\$18,054.88

Print:

\$12,418.88

Program specific ads/Pledge specific ads.
Milwaukee, Racine and Kenosha target areas.

Radio:

\$ 5,640.00

Radio utilized for program specific promotion.
Milwaukee, Racine and Kenosha target areas.

ACTUAL MINORITY MEDIA SPENDING = \$2728.28

Community Journal \$991.20
Milwaukee Times \$247.08
Total African American = \$1238.28 (or 7 %)

Spanish Times \$516.00
El Conquistador \$174.00
Radio:
WBJX \$800.00
Total Hispanic = \$1490.00 (or 8 %)

CELTIC ADVERTISING INC.

7/30/99

**330 S. Executive Drive Suite 206
Brookfield, WI 53005
(414) 789-7630
(414) 789-9454 fax**

**WMVS/WMVT
September 1999 Media**

Billed: August 1999

ESTIMATE

SEPTEMBER MEDIA

Advertising Objectives

Develop tune-in for September highlighted programs.

MEDIA BUDGET

\$0.00

Print

Program specific ads
Milwaukee, Racine and Kenosha target areas

Radio

Radio will only be utilized if the program content
is appropriate

No media expenditures for the month of September 1999.

MINIMUM MINORITY MEDIA ESTIMATED PERCENTAGE SPENDING = 10-12%