

September 10, 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, SEPTEMBER 23, 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 – August 19, 1999 – Attachment 1](#)**
- D. Comments from the public**
- E. Action Items**
 - [1. Resolution on Membership lists – Attachment 2](#)
 - [2. Membership in Limited Liability Corporation – Attachment 3](#)
- F. Discussion Items**
 - 1. General Manager's Report - Bryce Combs
 - [2. Friends Report – Attachment 4](#)
 - [3. 10/36 Friends Bylaws/Articles of Incorporation – Attachment 5](#)
 - [4. Production entrepreneurial activities balance sheet for FY99 – Attachment 6](#)
 - 5. Local production ad campaign – *(available at meeting)*
- G. Information Items**
 - [1. Monthly Bills, August, 1999 - Attachment 7](#)
 - [2. Monthly Advertising Fund Expenditures, September/October, 1999 – Attachment 8](#)
 - 3. Status of Community Advisory Board – *(not available for electronic viewing)*
 - 4. Channel 10/36 Friends, Inc. Financial Statements and Supplemental Schedule for Years ended June 30, 1998 and 1997 Independent Auditors' Report – Attachment 9
(not available for electronic viewing)
- H. Miscellaneous Items**
 - 1. Communications and Petitions
 - 2. Information Items
- I. Old Business/New Business**
 - 1. Next Committee Meeting: **THURSDAY, OCTOBER 21, 1999**
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: August 19, 1999
TIME: 5:00 P.M.
PLACE: MATC Board Room, Room 210, Milwaukee Campus

COMMITTEE MEMBERS PRESENT:

Peter Earle, Elliott Moeser

MATC STAFF PRESENT:

Dr. Birkholz, Bryce Combs, Luise Fuzy, David Felland, Bill Roden, Lester Ingram, Vivian Joyner, Greg Vraney, Cindy VanVreede, Sharon Patterson, Bill Werner, Ken Kobylarz, Art Welter, Jack Abrams, Michael Garvin, Charlie Dee, Jan Pritzl, Reginald Radney, Dave Balasco, Michael Gavin

GUESTS PRESENT:

Kathleen Hart, Anthony Zielinski, Carston Koeller, Phillip Blank, Martha Love, Grant Waldo, Pedro Colon, Lev DeBack, John Goldstein, Ollie Thompson, Frank Zeidler, Bruce Bennett, Tim Marsh, Juan Carlso-Ruiz

ITEM A: ROLL CALL

Present: Dr. Moeser, Mr. Earle
Excused: Ms. Killebrew (Dr. Moeser will chair the meeting)

ITEM B: COMPLIANCE WITH THE OPEN MEETINGS LAW

The Public Television Committee meeting of August 19, 1999, was noticed in compliance with the requirements of the Open Meetings Law.

ITEM C: APPROVAL OF MINUTES – June 17, 1999 - Attachment 1

Discussion: Dr. Moeser asked if there were any questions related to the minutes of the June 17, 1999, Public Television Committee meeting. None were noted.

Motion: Motion Mr. Earle, second Dr. Moeser to approve the Public Television Committee minutes of June 17, 1999.

Action: Motion passed.

ITEM D: COMMENTS FROM THE PUBLIC

Mr. Earle, noting that there were many people in the audience that would like to speak, asked that the minutes of this meeting identify each speaker and reference their comments.

State Representative Pedro A. Colon: Rep. Colon presented a written version of his comments, which are attached to these minutes (Exhibit 1).

Former Mayor Frank Zeidler: Educational television is one of the great tools for education today and, therefore, should remain in the domain of an educational entity. MATC should not be afraid that it would not be able to finance the new technology, as the resources will come. No group of people, no matter how well organized, can represent the community as well as a public body's board.

Bill Werner, MATC employee: MATC provides about \$1.4 million in operating money for public TV and more than \$1 million annually over the past decade for capital expenditures and in kind services. The "Jones plan" is just an idea, not a plan at all, and would make it more costly to operate the stations. The charge that the MATC Board is directing content is incorrect. The new minority programming has been falsely cited as the reason for the cancellation of other programs. The Program Advisory Panels for the minority programs has not micro-managed the process.

County Supervisor Tony Zielinski: Spoke in support of MATC retaining the licensees. He said that the current MATC Board is responsive to community needs and that he will introduce a resolution to the County Board urging MATC to keep public television public

Grant Waldo (President, Public Enterprise Committee; Treasurer, Wisconsin Council of Senior Citizens; and alumnus of MATC: Attended both Marquette University and MATC and puts MATC on top. Channels 10&36 have done a wonderful job in the last forty years and asked that they stay in the control of MATC

Charlie Dee, Executive Vice President Local 212, MATC: The recent *Metro-Shepherd Express* article seemed very one sided, very critical of programming on 10&36. He alleges that the stations' general manager is behind the effort to have MATC give up its licensees. He would like to know why the district Board puts up with the general manager.

Martha Love, Community Relation Counsel for County Executive Tom Ament: Milwaukee County has a wonderful relationship with MATC. She serves on the *Black Nouveau* advisory panel and urged the MATC Board to keep the 10&36 licenses.

John Goldstein, President, Milwaukee County Labor Council: The delegates of the Labor Council voted to urge MATC to retain the licensees because the college ensures local control of programming. The MATC Board provides diversity whereas the Friends Board is not diverse. The licensees are increasing in value as technology changes. He urged the Friends to cooperate with the MATC Board.

Cindy Van Vreede, MATC employee: Addressed the issue of independent contractors. She said they are treated as employees as they are provided with office space, phones, and computers. MATC pays their travel expenses. She wonders if the College is in violation of Federal and State laws. Mr. Roden stated the contracts would be rewritten to ensure that MATC is in compliance with IRS regulations. Ms. Van Vreede then spoke about the agency services for pool employees. Why is this being done in the first place? Is there a problem in Human Resources and, if so, can it be worked out? Will employees receive the same pay as they currently receive, and how much control will the College exercise over who is hired? If this process is moving too quickly, it should be slowed down.

Ken Kobylarz, MATC employee: The "Jones plan" would be economic suicide for MATC and the stations. Working situations at the stations are getting very bad. Why are producers being told they cannot do a documentary on cemeteries when there is plenty of staff available with nothing to do? The reasons given were that resources were tied up in minority programming, and the Friends did not feel this topic would generate additional membership money. Producing this type of programming would have zero impact on the budget. If the Friends are making program decisions, is MATC in violation of federal law?

Juan Carlos-Ruiz, Chairperson, Riverwest Committee: If the stations fall into private hands, he feels the Hispanic community would not be represented. Station management is not sensitive to the needs of Hispanics. Decisions will be made based on money and not on community needs. The question was asked how many minorities are on the Friends Board.

Philip Blank, WCSC, Milwaukee Public Enterprise and former MATC teacher: Channel 36 is the epitome of the concept of vocational technical education. He understands that a lot of money went into the building of the tower and asked if it is being used as a cash cow. Keeping licensees with MATC is most appropriate and fulfilling to the diversity of our community, he said.

Reginald T. Radney, MATC employee: Spoke regarding concern for *Black Nouveau* staff, the African American Community and himself. Presented written version, a portion of which is attached to these minutes (Exhibit 2)

Bruce Bennett, broadcast professional: This opportunity to speak to the Board can only happen with publicly operated television stations. Together, for 40

years, this community and these television stations have woven themselves into the fabric of the community and have become a magnificent asset. I urge you not to break that up.

Tim Marshall, President, Brandon Marsh Independent Inc.: Why are we here again? The issue was decided once, and we should be moving forward. A community-run board would have to take a second seat to the first refusal clauses provided by CPB and build a tower of its own or rent space on the MATC tower.

ITEM E: ACTION ITEMS

1. Tentative Meeting Dates – Attachment 1

Discussion: Dr. Moeser asked if there were any questions regarding the tentative meeting dates.
Mr. Earle stated that the same days and times currently used work well for him.

Motion: Motion Mr. Earle, second Dr. Moeser to approve the meeting dates as presented.

Action: Motion passed

ITEM F: DISCUSSION ITEMS

1. General Manager's Report

Discussion: Bryce Combs, was pleased to report that we have transmitted a signal from the new tower twenty-two hours before the FCC deadline. The ironworkers have approximately two more weeks of work before they are completely finished. A public opening of the facilities will be held Monday, November 1, 1999 at Noon. Additional materials will be forthcoming.

The Latino Advisory Panel has recommended ¡Adelante! as the name of the new series. The panel also recommended that the program be produced in Spanish.

The documentary Through One City's Eyes will be broadcast at 7pm on September 29, 1999. Mr. Combs viewed an early edit portion of the program and said that it is a very moving perspective of what occurred in Milwaukee in the mid-sixties during the march for fair housing and equal opportunity in the African-American community. The Committee will receive invitations for a premiere to be held prior to the airing.

2. Friends Report – Attachment 3

Discussion: Bryce Combs gave the Friends report, as Mr. McLoughlin was unable to attend. The membership drive that was just completed was the second highest August drive totaling \$171,343.

The Friends have completed a resolution on mailing list practices and membership privacy matters. A few public television stations got in trouble with Congress for selling their membership lists to political organizations. That has never occurred here, and this resolution reaffirms that position.

Mr. Earle asked if Mr. Combs was a member of the Friends Executive Committee. Mr. Combs responded "yes," and said that he attends the meetings. Mr. Earle stated that he asked Mr. McLoughlin two months ago for minutes from these meetings for the months of May and June. At that time, Mr. McLoughlin stated that these minutes are not available to anyone who is not a member of the Executive Committee. Mr. Earle asked if that was Mr. Combs' understanding as to how the Friends operate. Mr. Combs does not have that specific understanding, but he also does not have a copy of the minutes. Mr. Earle requested that this Committee make a request to be kept informed of the events that occurred at these meetings when decisions were made to pursue a lobbying effort in Madison.

Dr. Birkholz concurred. There are a number of questions of this nature. Dr. Birkholz will forward the Bylaws and Articles of Incorporation to the full Board so that a list of concerns can be formulated and presented to the Friends. Dr. Birkholz brought to the Committee's attention the fact that the Friends Bylaws were revised on March 5, 1999. It is his judgment that the Bylaws were changed to allow the Friends to operate the stations.

Dr. Moeser, in an effort to protect the workings of the PTV Committee, suggested the full Board be solicited for their questions and that the request for information come from this Committee.

Dr. Birkholz has asked legal counsel if the Friends have an obligation to share information with MATC. Of concern, he said, is the Friends' lobbying efforts. According to the Bylaws, is this a legal activity? MATC must answer to the public and needs this information.

Mr. Earle would like to know precisely how much support MATC provides to the Friends through staff support of the fundraising activities, i.e. Auction and Membership drives. He would like a comprehensive evaluation of the support MATC provides financially for the operation of the Friends. Mr. Earle would also like to have a detailed breakdown of the Friends overhead totaling approximately \$2 million.

Dr. Moeser suggested we forward the information to the full Board, have them forward their questions to this Committee, and then present a package of questions to the Friends to the information that is needed.

Dr. Birkholz, being a paying member of the Friends and an ex-officio member of the Board, can per section 8, item F of the Bylaws request inspection of the relevant books and records of the Corporation for any proper purpose at any reasonable time.

Mr. Earle is concerned about the 'Sale of Securities'. It seems the Friends have granted themselves the authority to create shares. Dr. Birkholz believes that these changes made in March were premeditated and was the intent from day one, in spite of what has been stated publicly. Mr. Earle concurred.

Mr. Earle asked Dr. Moeser to summarize the proceeding discussion. Dr. Moeser stated the PTV Committee has asked Dr. Birkholz to forward to the full MATC Board the By-laws and Articles of Incorporation of the 10/36 Friends to solicit their comments and questions. Board members will forward their comments and questions to the PTV Committee, which will prepare a request, through Dr. Birkholz and counsel, to be presented to the Friends.

Mr. Earle suggested that because of complicated legal language of he documents to be given to Board members, this Committee prepare an abstract indicating what the By-laws mean in a concise way. Dr. Moeser would like the Board members to give their questions and comments unfiltered. He did not feel the President or counsel should put an interpretation on the materials. Dr. Moeser asked if this could be done before the next meeting so it could be put on the next agenda. Dr. Birkholz said this could be done.

3. Bylaws off Channel 10/36 Friends, Inc. – Attachment 4

The proceeding discussion covered this item.

4. Channel 10/36 Friends, Inc. Articles of Incorporation – Attachment 5

The proceeding discussion covered this item.

ITEM G: INFORMATION ITEMS

1. Independent Production Contracts FY2000 – Attachment 6

Discussion: Mr. Bill Roden, MATC Counsel, stated this item was discussed at the Finance, Personnel and Operations meeting on Monday, August 16, 1999. It was decided that, indeed, there are problem areas of this item that need to be cleaned up. Additional information given by Ms. Cindy VanVreede was provided to Board members, however, at this time Mr. Roden is still of a mind that we can develop new contracts and move forward with this item.

2. Agency Services for Television Production Personnel – Attachment 7

Discussion: Mr. Roden stated this was a procurement item. Requests for Proposals were sent out and responded to by Gogolak Communications Group, Inc, a media personnel organization that provides clients with support staff to work with producers on TV productions. Gogolak Communications does have other clients in the Milwaukee area to which they provide services. After reviewing the documents and carefully constructing a contract, MATC would be in a position to retain their services. The FPO Committee agreed to move this item forward with a modification of a one-year contract trial period. Mr. Earle, a member of the FPO Committee, stated that there were serious concerns for the manner in which the contract was presented by 10&36 management. A provision was added to the approval of this item, that in the future any such contract or change in personnel practices should be brought forth no later than 90 days prior to the end of the budgetary cycle so that the item could be explored. Mr. Earle still has many questions as to what we are doing at a policy level.

3. Television Production Funding/Comparisons – Attachment 8

Discussion: Mr. Combs indicated this item is in response to a request made in May as to how a particular funding assumption was made. Mr. Combs contacted members of this committee outside of this meeting to ensure a comfort level of understanding regarding this matter. Mr. Earle thanked Mr. Combs for his response and for the addition of the sentence clarifying that there is room for *Black Nouveau* and the new Latino program without displacing any of the other important activity. Mr. Earle would like to understand more of the financial situation as it relates to programming and asked for balance sheet itemizing income and expenses associated with the entrepreneurial activities of the production department for the last fiscal year. Income would include revenue from underwriting, cassette sales, rentals, and any other income. Expenses should include all personnel involved including independent contractors, advertising, travel and any other expenses associated with these activities.

4. Monthly Bills, June/July, 1999 – Attachment 9

Discussion: Dr. Moeser asked if there were any significant items contained in these statements. Mr. Combs replied that the only large bill is to Die Electric for the purchase of the digital Channel 8 antenna, which is now in place.

5. Monthly Advertising Fund Expenditures, August/September, 1999 – Attachment 10

Discussion: Dr. Moeser asked if there was anything Mr. Combs wanted to bring forward regarding the advertising expenditures. Mr. Combs informed the Committee that there are no advertising expenditures for the month of September.

October will be a big month, as this is the kick-off of the fall season. Mr. Earle asked what the plans were for the promotion of *Black Nouveau* and the new Latino series. Mr. Combs responded that a plan is in place for all of the local productions including *Black Nouveau* and the Latino series. Dr. Birkholz suggested we add this item to the September agenda. Mr. Earle stated he would like substantial detail of this item.

6. Status of Community Advisory Board

Discussion: Dr. Birkholz reported that we have received a limited number of applications. He has been in contact with individuals in the 11 viewing counties and will supply these names to the Committee for their consideration at the September meeting. The question was raised regarding the need to extend the deadline for applications. There is no need to extend the deadline, however, the minutes should reflect that we are behind schedule, but are proceeding.

ITEM H: MISCELLANEOUS ITEMS

1. Communications and Petitions

2. Information Items

ITEM I: OLD BUSINESS/NEW BUSINESS

1. Date of next meeting: **Thursday, September 23, 1999 at 5:00 p.m. in the MATC Board Room, Room 210, 700 W. State Street**

Adjournment

Being no further discussion, the meeting adjourned at 7:05 p.m.

Respectfully submitted,

Karen A. Wierschem
Administrative Specialist

Exhibit 1

**Testimony before the MATC Public television Committee
MATC Board Room 210**

Thursday, August 19, 1999

by

State Representative Pedro A. Colon

The central issue facing Channels 10 and 36 is whether the State Senate or State Assembly position will prevail, thereby determining the future of public television in the eleven county southeastern area of Wisconsin and the entire state.

Under current law, the 16-member Educational Communications Board (ECB) and the **University of Wisconsin Board of Regents administers state public broadcasting in Wisconsin, as the licensees for a total of six public television and 21 public radio stations.**

Under the Assembly Republican's budget proposal, channels 10 and 36 which are broadcast under the public broadcasting licenses of MATC would be required to relinquish their licenses to a newly created nonstock corporation. This proposal also attaches requirements for receiving state aid for digital television aid. As such, MATC would be required to secure nonstate donations before the Building Commission could approve any funding for digital television. MATC would be required to raise \$1.75 million rather than the current \$350,000 matching requirement.

This proposal will eliminate the independence of public broadcasting for the Milwaukee area. MATC has done an excellent job serving about 46% of all public television viewers in the state and this should not be compromised. Our population is both large and diverse and as such, programming decision must remain local if we are to serve the needs of our community.

It is not wise or sound policy to transfer current broadcasting licenses to a private not for profit corporation, such as the Friends of Channels 10 & 36. This would amount to privatization of public television. Privatization means changing control and ownership from public to private hands. This is precisely what happened to County Hospital. Ownership was transferred from county government to a private not for profit corporation. Froedtert Lutheran Memorial Hospital is a private, not-for-profit corporation that is licensed and regulated. No one would argue that County Hospital was not privatized. The same characterization would apply to transferring ownership from MATC to the Friends. What is being proposed is privatization. Those who want to take the licenses from MATC don't like the sound of the privatization, but one must call it as one sees it.

Under the Friends of Channels 10 and 36 proposal, a private not for profit corporation would hold the licenses as a "community licensee." However, such an organization would not be subject to open records statutes nor would the meetings of its board of directors be subject to the open meetings law. While it would be required by FCC regulations to have a community advisory board (CAB) that is broadly representative of the viewership area, such a CAB would only be advisory and the real decision-makers would be largely unaccountable for their actions.

For example, the current Friends organization will not even be required to make the minutes of its executive committee publicly available.

MATC by contrast is publicly accountable in all respects. Its meetings are open and subject to public notice requirements. All its records and documents are available under the open record statutes. MATC has conducted its deliberations on this governance in an open and thoughtful way. The resolutions adopted regarding keeping the licenses represent the best fruit of public ownership and public accountability, thus proving that Channels 10 and 36 truly do belong to the community.

As a state legislator, I am in daily contact with my constituency. I am committed to responsibly representing the views of my district. My constituency overwhelmingly favors public ownership of public television. In this vein, I favor maintaining public television as it stands today and support retaining MATC as the license holder for both Channels 10 and 36. In this way, we can be assured the public television remains in the public domain and programming decisions are maintained at the local level. Additionally, I feel that since public television viewers in the greater Milwaukee areas represent 46% of all public television viewership in the state we should be entitled to funding for digital television conversion on a statewide basis.

MATC should steer the course. The governance issue is and should remain off the table. I challenge the Friends of Channels 10 and 36 to join me in seeking adequate public support for MATC from the state legislature in order to maintain the quality and integrity of public broadcasting in Milwaukee and the state of Wisconsin.

Exhibit 2

My name is Reginald T. Radney and I am a graphic artist at Channels 10/36. I have come to you out of concern for the Black Nouveau staff, the African American community and myself.

Black Nouveau

1) My primary reason for appearing today is in regard to the figures that appear on the Black Nouveau budget (**Attachment 1**). My name appears in the Black Nouveau production budget for fiscal year 98 to present claiming that since October 98 whatever I have been paid overall from MATC was charged to the Black Nouveau account. (**Attachment 2**) was received from payroll on 8/17/99. I have been at the stations for about three years and throughout that time I have always worked on items for several shows and provided regular station production. This has not changed. I have compiled a list of several of the shows and events that have required my contribution since October 98 (**Attachment 3**). I have brought a sample reel for you to view that can prove that the work was done and is used.

I am aware that Black Nouveau was restarted at your request. Station management stated to the Black Advisory Panel that when the show was cancelled last time it was for budgetary reasons only. The official name for the show and its theme song were not decided till after late November 98 (**Attachment 4**). Nothing could be created before those items existed but the account was still charged every cent that I made. Since the Black Nouveau budget is terribly inflated as reflected in these documents, in a deliberate attempt to fool you the board into thinking that large expenditures have been used for the show, **I implore you to investigate this situation thoroughly.**

This appears to be an attempt to ultimately make the show be too costly to keep on the air and/or a retaliation against me. I am both disappointed and hurt by being singled out and falsely accused of consuming ridiculous amounts of money from the Black Nouveau account. I have come to you with no protection of unions or influence of outside parties. There are no negative motives because the facts are right here in front of you. Someone must be held responsible for these actions.

These findings are only the most current in a list of several other financial mishandlings that clearly appear to be intentional. The board should know that I am presently involved in a dispute with station management about the way my time is charged and method of payment. The State of Wisconsin is involved in this dispute. Please note that I am the only one who is in the station forty plus hours a week, who works on many different assignments for a variety of producers, directors and others, who is NOT hired on a project(contract) basis as are others in my supposed employment status. For your reference, on April 19, 1999 station management also manufactured a new project sheet that was an attempt to make me appear to work on

a project(contract) basis. I am harassed bi-weekly in an attempt to make me fill these sheets out. I have been informed by payroll that these documents serve no purpose in their records. Then why do these documents exist? Why am I being harassed in this way?

Gogalack

- 2) Is the Gogalack contract an effort, in whole or in part, to change my employment status and thus "solve" the problem?
- 3) What is a **POOL EMPLOYEE?** What are **UNITS** and why is this method used? What is **TRANSLATION OF HOURS** and why is this method used? Will this method be used with the Gogalack Group?,
- 4) What percentage of the dollar amount requested by station management will actually be paid to the employee after Gogalack takes their cut? Who will determine that percentage? Where will the rest of the money go if it is not paid to the employee that actually earned the amount that station management has requested?

Please take note of all questions. I feel that they are valid and ones which should be answered before a long contract with anyone is approved.

Respectfully,

Reginald T. Radney

For Immediate Release: July 30, 1999

CPB ANNOUNCES NEW GUIDELINES

**TO PROTECT PRIVACY OF PUBLIC BROADCASTING
CONTRIBUTORS;**

**STATIONS NOT ALLOWED TO SHARE LISTS WITH POLITICAL CAMPAIGNS
OR COMMITTEES**

WASHINGTON, D.C., July 30 -- The Corporation for Public Broadcasting yesterday informed public television and radio stations of the steps they now must take to control the mailing lists of donors and subscribers, to protect their subscribers' privacy, and to guarantee that no membership lists will be exchanged with or rented to political campaigns or committees. Stations must have policies in place before they can receive FY 2000 CPB funding.

Under the new policy, CPB established new grant criteria regarding: control, privacy, limits of use, and record-keeping of membership lists. Effective immediately, to receive a CPB grant, stations must certify that they meet each of following public interest standards:

- * Control -- maintain active control of their membership and donor lists;
Privacy<respect the privacy of all subscribers and donors by offering a means by which the names may be suppressed upon request and suppress names as requested;
- * Limits on Use -- not sell, rent, lease, loan, trade, give, donate, transfer or exchange membership or donor names to, with or from any candidate for public office, committees or organizations supporting a candidate, political parties, or organizations that solicit funds for use in political campaigns for any purpose whatsoever; and
- * Record-keeping -- maintain complete and accurate records of all uses of membership and donor lists for fundraising purposes, and must furnish such records on request.

Additionally, stations must certify annually their compliance with laws and regulations of the Internal Revenue Service regarding their tax-exempt status, and with all federal laws and regulations governing political activity and lobbying.

"Many people will see this as an unprecedented step, and, sadly, they will be right," said Robert T. Coonrod, CPB president and CEO. "The practice of list swapping with political campaigns and committees is more than a political controversy. It's about our bond with our viewers and listeners. That's a core issue for us. Our goal is to restore the public's trust in the work public broadcasting does everyday."

Under CPB's policy, stations must inform their members periodically of any possibility that lists containing their names might be sold, rented or exchanged, offer a means for members to ask that their names not be given out, and ensure that those requests are honored.

Additionally, Federal law requires that tax-exempt, 501 c(3) organizations, which includes public broadcasting stations, "not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Failure to carry out the guidelines will disqualify a station from eligibility to receive, in whole or in part, annual Station Grants of federal support, and other CPB grants or awards.

For more information contact: Jeannie Bunton 202-879-9687.



Milwaukee Area Technical College

POLICY

Title: Protection of WMVS/WMVT Membership Lists	Code: 10501
Authority:	Original Adoption: Revised/Reviewed: Effective:

Background

The Corporation for Public Broadcasting has informed public television stations of the steps they now must take to control the mailing lists of donors and subscribers, to protect their subscribers' privacy, and to guarantee that no membership lists will be exchanged with or rented to political campaigns or committees. Stations must have policies in place before they can receive CPB funding.

Under the new guidelines, CPB established new compliance criteria regarding control, privacy, limits of use, and record keeping of membership lists.

Policy

MATC as licensee for Channel's 10 & 36 shall not engage in the exchange, rental, or sale of donor or member names to, from or with any candidate for public office, committees or organizations supporting a candidate, political parties, or organizations that solicit funds for use in political campaigns.

Channels 10 & 36 station management, on behalf of MATC shall maintain complete and accurate records of the use of membership lists by which it may be assured that MATC is in compliance with all applicable laws and regulations of the Federal government, and the eligibility requirements for public telecommunications entities as established by the Corporation for Public Broadcasting (CPB).

MATC shall meet the following compliance requirements of CPB.

1. Definitions

- a. Candidate: means an individual who seeks nomination for election, or election to Federal, State, and Local office.
- b. Authorized committee: means the principal campaign committee of a candidate for public office.
- c. Political party: means an association, committee, or organization which nominates a candidate for election to any office whose name appears on the

Title: WMVS/WMVT Membership Lists

Code: 10501

elections ballot as the candidate of such association, committee, or organization.

2. Requirements

- a. Annually certify to CPB continued compliance with the laws and regulations of the Internal Revenue Service, and with all other applicable Federal law or regulations governing political activity and lobbying in effect at the time of certification.
- b. Not sell, rent, lease, loan, trade, give, donate, transfer or exchange membership or donor names to, with or from any candidate for public office, committees or organizations supporting a candidate, political parties, or organizations that solicit funds for use in political campaigns for any purpose whatsoever.
- c. Maintain active control of membership and donor lists, and take all appropriate measures to ensure against unauthorized use of such lists including requiring any third party, including but not limited to list brokers, mail-list management organizations, Friends organizations, fundraising organizations, or advertising or public relations agencies to abide by these compliance requirements.
- d. Periodically inform members/donors of any potential for sale, rental, lease, loan, trade, gift, donation, transfer, or exchange of their names; and offer a means by which the names may be suppressed upon request; and suppress names as requested.
- e. Maintain complete and accurate records of all uses of membership and donor lists for fundraising purposes, and furnish such records on request.

3. Documentation

- a. The MATC District Board directs Channels 10 & 36 station management to develop documentation indicating the manner of compliance with requirements.
- b. Documentation shall be kept and made available to CPB, upon request, to determine the fact and extent of compliance. The documentation shall also be made available to auditors who may be making periodic audits of a station.

4. MATC shall be in compliance with IRS requirements.

PTV Attachment 3

T0: PTV Committee
FROM: William J. Roden, Vice President and General Counsel
DATE: September 7, 1999
SUBJECT: Membership in the PTV Digital, LLC

I have reviewed MATC's membership in the PTV Digital, LLC.

Todd Gray, our FCC counsel, was involved on behalf of other clients in the formation of PTV Digital, including incorporation into the organization's Limited Liability Company Agreement of provisions that protect the freedom of independent action of its members and provide significant release against fiduciary obligations and other potential liabilities as a member. He states that PTV Digital has become the form for membership in what was formerly the Community Stations Resource Group. He is not aware of any legal reason why Milwaukee Public Television should not continue to be a member.

Please contact me if you have any questions.

SOLE SOURCE PROVIDERS

Media Services

BACKGROUND

To assist with the transition to Digital Television (DTV), Milwaukee Public Television has been a member of the Public Television Digital, L.L.C. for the past year.

This Public Television Digital, L.L.C is providing:

- A forum for the members to discuss potential revenue-generating and other opportunities, including those offered by new technologies, such as digital television;
- To engage in non-binding discussions with third parties concerning such opportunities; and
- To provide a forum for evaluating any possible proposals generated by discussions with third parties.

The fee for membership for the PTV Digital, L.L.C. is now \$9,300 annually. The college attorney and Todd Gray, of the law firm Dow, Lohnes & Albertson, have reviewed the L.L.C. agreement and have found it to be in order. Bryce Combs has been elected to the L.L.C. Board of Directors.

COMMITTEE ACTION

The Committee and Board are asked to approve membership in the Public Television Digital. L. L. C. at an annual membership fee of \$9,300.

PTV Attachment 4

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

1999

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
October	3	+	The Ultimate TV Dinner at The Grenadier's
	6	+	Meeting of the Community Relations Committee of the Board of Directors of the Channel 10/36 Friends, Inc.
	8	+	Meeting of the Corporate Support Committee of the Board of Directors of the Channel 10/36 Friends, Inc.
	13	+	Meeting of the Individual Giving Committee of the Board of Directors of the Channel 10/36 Friends, Inc.
	15	+	Meeting of the Finance Committee of the Board of Directors of the Channel 10/36 Friends, Inc.
	27	+	An Evening with Dr. Deepak Chopra , Auditorium, 7 PM
	20	o	Meeting of the Executive Committee of the Board of Directors of the Channel 10/36 Friends, Inc.
	28	o	Annual Meeting of the Channel 10/36 Friends, Inc.
	28	o	Meeting of the Board of Directors of the Channel 10/36 Friends, Inc.
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
March	3-19	+	March Pledge Drive
September	15	+	The Mark Russell Comedy Show , Elmbrook Church, 7 PM

PTV Attachment 5

To: The MATC District Board

From: William J. Roden, Vice-President and General Counsel

Date: September 9, 1999

Subject: Review of Channel 10/36 Friends' Bylaws and Articles of
Incorporation

As a follow-up to my earlier communication addressing concerns raised by the Board regarding the Friends' Bylaws and Articles of Incorporation, I attach a copy of a letter from Attorney Gary Hollman reviewing the revisions to the above items. Mr. Hollman is an expert in the non-profit corporation area. If you have any questions, please let me know.

Cc: Dr. John R. Birkholz

September 9, 1999

William Roden, Vice President and
General Counsel
Milwaukee Area Technical College
700 West State Street
Milwaukee, WI 53233

Re: Channel 10/36 Friends, Inc.
Review of Articles of Incorporation and Bylaws

Dear Mr. Roden:

Pursuant to your request, I have reviewed and discussed with you the provisions of the Restated Articles of Incorporation of Channel 10/36 Friends, Inc. adopted October 18, 1976 and the Revised Bylaws of Channel 10/36 Friends, Inc. dated March 5, 1999 (the "Revised Bylaws"). In particular, you have asked me to comment on certain lobbying activities engaged in by Channel 10/36 Friends, Inc. and the fact that the Revised Bylaws contain numerous provisions not found in the December 1988 Bylaws.

1. Articles of Incorporation. The Restated Articles of Incorporation contain provisions which are standard for a Section 501(c)(3) charitable organization. In order to qualify as a public charity which is exempt from tax under Section 501(c)(3) of the Internal Revenue Code, the Internal Revenue Service requires that the Articles of Incorporation recite that no part of the earnings of the corporation shall inure to the benefit of any private shareholders or individuals, and that no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. A public charity may elect under Section 501(h) to apply certain rules and definitions found in Sections 501(h) and 4911 for purposes of determining whether a substantial part of its activities involves influencing legislation. Section 4911(d)(2)(C) of the Internal Revenue Code states that "influencing legislation" does not include appearances before, or communications to, any legislative body with respect to a possible decision of such body which might

William Roden, Vice President and
General Counsel
September 9, 1999
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affect the existence of the organization, its powers and duties, tax-exempt status, or the deduction of contributions to the organization.

It is my understanding that Channel 10/36 Friends, Inc. has hired a lobbyist to influence legislation concerning the powers, duties and status of the organization. While such activity appears to violate the provisions of its Restated Articles of Incorporation, Channel 10/36 Friends, Inc. may be relying upon the definition found in Section 4911(d)(2)(C) to justify its activities. In order for this section to apply, however, Channel 10/36 Friends, Inc. must have filed a special tax election under Section 501(h) of the Internal Revenue Code. The documents which I have reviewed do not indicate whether this tax election has been filed with the Internal Revenue Service.

2. Revised Bylaws. In general, the Revised Bylaws have been expanded to incorporate newly-created provisions found in Chapter 181 of the Wisconsin Statutes. Chapter 181 sets forth the laws which govern nonstock (nonprofit) corporations. In 1997, Chapter 181 was repealed and recreated by 1997 Wisconsin Act 79. In many cases, the provisions found in the Revised Bylaws either reference or restate the newly-created provisions of Chapter 181. However, the following changes are worth noting:

(a) Section 181.0708 of the Wisconsin Statutes allows for the ballot procedure set forth in Article II, Section 4(b) of the Revised Bylaws but states that approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Article II, Section 4(c) of the Revised Bylaws creates a presumption that members not returning ballots have voted for the candidates proposed by the Nominating Committee. This presumption seems to be contrary to the provisions of Section 181.0708.

(b) Article II, Section 5(b) requires 10% of the membership to petition the Board for a special meeting of members. Section 181.0702(1)(b) would require at least 5% of the members to call a special meeting unless the Bylaws require a different percentage. Therefore, this Bylaw provision doubles

William Roden, Vice President and
General Counsel
September 9, 1999
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the percentage of members required by the Wisconsin Statutes to call a special meeting of members. Moreover, the 1988 Bylaws allowed a special meeting of the members to be called upon the petition of 1% of the membership.

(c) Section 181.0705(1) states that notice of a meeting of members must be provided in a manner that is fair and reasonable. In general, a notice is deemed to be fair and reasonable if provided to members not more than 60 days nor less than 10 days if mailed by first class or registered mail (or not less than 30 days if mailed by other than first class or registered mail). The manner in which notice of a meeting may be given to members of Channel 10/36 Friends under Article II, Section 7 of the Revised Bylaws differs from the general rule set forth in the Wisconsin Statutes .

(d) Article II, Section 10 provides that the members present constitute a quorum, thereby eliminating the need for any minimum percentage of members to attend or vote at a meeting. This is the same quorum which existed in the 1976 and the 1988 Bylaws. It is lower than the 10% requirement set forth in Section 181.0722, which is the quorum required by law unless the Bylaws provide for a lower quorum.

(e) The 1988 Bylaws provided that the Executive Director of Channel 10/36 Friends, Inc. was an ex-officio, non-voting member of the Board. Article III, Section 2(d) now provides that the President of Channel 10/36 Friends (rather than the Executive Director) is an ex-officio, non-voting member of the Board. The President is a new position which is described in Article IV, Section 10.

(f) Article III, Section 11 states that one-third of the members of the Board of Directors shall constitute a quorum. Section 181.0824(1) states that except as otherwise provided in the Bylaws, a quorum of a Board consists of a majority of the Directors in office.

(g) Article III, Section 14 expands the reimbursement a Director may receive to include expenses in attending meetings of the Board of Directors. The 1988 Bylaws provided that Directors could be reimbursed for expenses incurred as a direct result of carrying out their responsibility as a Board member but did not specifically provide for reimbursement of expenses in attending

William Roden, Vice President and
General Counsel
September 9, 1999
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meetings. The 1988 Bylaws also specifically provided that members of the Board, other than the Executive Director, may not receive compensation for their services. Article IV, Section 11 now specifically provides that the reasonable compensation of officers 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 the officer also is a Director of the Corporation.

(h) Article III, Section 17 (which provides a specific provision to deal with Director Conflicts of Interest) is taken directly from Section 181.0831 of the Wisconsin Statutes. Therefore, inclusion of this provision in the Bylaws does not expand or change the statutory provisions which deal with this matter.

(i) Provisions similar to Article V, Sections 3 and 5 are normally included in bylaws of a corporation, including a nonstock corporation. Article V, Section 3 (which deals with Checks and Drafts) allows for the adoption of Board resolutions which designate the persons in the organization who can sign checks for the organization. Such resolutions are normally required by banks and other financial institutions in dealing with a corporation, whether it is a stock or nonstock corporation. Similarly, Article V, Section 5 provides that the Board may authorize and empower a particular officer to sell shares of stock which are contributed to the corporation from time to time. Such provisions are necessary in order that transfer agents dealing with publicly-traded stock can rely upon the resolutions of the Board of Directors which authorize a particular corporate officer to sell stock contributed to the corporation. The last sentence of Article V, Section 5 which states that the corporation shall not offer or sell securities in violation of any State or Federal securities law is the type of standard provision put in bylaws to alert directors of the legal requirements which exist when selling stock or securities.

The foregoing notwithstanding, Article V, Section 5 of the Revised Bylaws does not authorize the Board of Directors to issue stock of Channel 10/36 Friends, Inc. and does not authorize the Board of Directors to convert Channel 10/36 Friends, Inc. from a nonstock public charity organized under Chapter 181 of the Wisconsin Statutes to a privately or publicly-owned stock corporation organized under Chapter 180 of the Wisconsin Statutes. Such a conversion to a stock corporation would be in violation of Articles II and V of the Restated Articles of Incorporation.

William Roden, Vice President and
General Counsel
September 9, 1999
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(j) Article VII, Section 2 of the Revised Bylaws provides that the indemnification of Directors and Officers (as allowed by Chapter 181 of the Wisconsin Statutes and adopted by Article VII, Section 1 of the Revised Bylaws) will not be permitted to the extent such indemnification would constitute an act of "self dealing" under Chapter 42 of the Internal Revenue Code. While this section states that it only applies if the corporation becomes a "private foundation" within the meaning of section 509(a) of the Internal Revenue Code, such a reference does not authorize the Directors to convert Channel 10/36 Friends, Inc. from a public charity to a private foundation. This section is the type of precautionary provision that is included in bylaws (often times at the direction of the Internal Revenue Service) to ensure that the indemnification provisions are not used to relieve directors and officers of their obligation to comply with the tax laws.

Mr. Roden, the foregoing summary is intended to highlight the various provisions which you and I have discussed in greater detail. While reasonable men could differ as to whether or not the changes I have highlighted above are appropriate, for the most part, the Revised Bylaws follow the statutes or make changes permitted by the statutes. If you or any members of the MATC Board would like to discuss the contents of this letter or any provisions of the Restated Articles of Incorporation or Revised Bylaws in greater detail, please contact me.

Yours very truly,

Gary A. Hollman

MW\535589GAH:MM

**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/WMTV).

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

PTV Production Department Fundraising Activities Fiscal Year 1998-1999

As requested, the following information details revenues and expenses associated with the fund raising activities of the production department for the last fiscal year. Revenues were received for underwriting, videocassette sales, and rentals. Expenses include independent and pool producers whose job duties include fundraising for new and existing programs.

In FY 1998-99, revenues exceeded expenses by \$145,831. The difference was used to fund program production costs.

Revenues	<u>Amount</u>
Abbott Labs	\$ 1,500
Gateway 2k	11,809
Kopp's & Elsa's On the Park	45,066
Michael Cudahy	1,000
Miller Friends of the Field	75,000
Steins Garden and Gifts	13,000
VHS catalog	15,000
VHS individual retail	21,048
Viking Range Corp.	69,000
WB Place	1,200
WI State Sesquicentennial	18,000
Wisconsin Black Pages	1,500
Total Revenues	<u>273,123</u>
Expenses	
Contract and Pool Staff	70,403
Co-Producer Expense	29,960
Travel and Conferences	10,949
Product Duplication	7,384
Printing and Reproduction	3,041
Postage and Delivery	2,728
Donor Events	2,155
Videotape, Supplies, and Miscellaneous	672
Total Expenses	<u>127,292</u>
Difference	<u>\$ 145,831</u>

PTV Attachment 7

BOARD BILL LIST
TV Fund by Check No
08/31/99

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Check Date	Check No	Vendor Name	Object	Object Description	Object Amount	Check Amt
08/02/99	0515231	Aldrich & Associates	5668	Program Production	1,077.00	1,077.00
08/02/99	0515239	Boise Cascade	5668	Program Production	146.88	425.39
08/02/99	0515247	Complete Delivery In	5675	Traffic	9.96	9.96
08/02/99	0515256	Federal Express	5675	Traffic	81.73	81.73
08/02/99	0515260	Fletcher Chicago Inc	5674	Technical Operations	421.78	421.78
08/02/99	0515263	Full Compass Systems	5840	Equipment	9,068.07	9,068.07
08/02/99	0515281	Industrial Electroni	5674	Technical Operations	23.20	23.20
08/02/99	0515310	Nielsen Media Resear	5661	Audience Research	1,400.00	1,400.00
08/05/99	0515415	Heather Aldrich	5201	Travel Expenses	415.64	415.64
08/05/99	0515430	Best Lumber Company	5671	Remote/Studio Supp	247.50	247.50
08/05/99	0515435	Boise Cascade	5243	Other Supplies	31.06	1,410.29
08/05/99	0515450	William B. Combs	5201	Travel Expenses	94.30	94.30
08/05/99	0515463	Duncan Group Inc	5668	Program Production	61,301.93	61,301.93
08/05/99	0515468	Federal Express	5675	Traffic	267.25	290.50
08/05/99	0515473	Hein Electric Supply	5674	Technical Operations	201.11	1,840.58
08/05/99	0515498	John S. McKay	5201	Travel Expenses	62.00	62.00
08/05/99	0515551	SKS & Associates	5668	Program Production	1,226.50	1,226.50
08/05/99	0515567	United Parcel Servic	5675	Traffic	283.68	308.68
08/05/99	0515578	Wisconsin Electric P	5452	Light & Power	7,808.12	21,792.18
08/09/99	0515600	Broadcasters General	5840	Equipment	5,264.00	5,264.00
08/09/99	0515644	Industrial Electroni	5674	Technical Operations	106.17	106.17
08/09/99	0515674	Newark Electronics	5674	Technical Operations	35.29	35.29
08/09/99	0515711	Vaughn Communication	5668	Program Production	177.03	177.03
08/12/99	0515753	Aldrich & Associates	5668	Program Production	1,077.00	1,077.00
08/12/99	0515754	Heather Aldrich	5201	Travel Expenses	327.46	327.46
08/12/99	0515759	Ameritech	5454	Telephone	55.29	557.05
08/12/99	0515760	Amoco Oil Company	5676	Vehicle Supplies	8.86	511.66
08/12/99	0515765	Associated Air Filte	5678	Wmvs Transmitter Rep	749.58	749.58
08/12/99	0515767	Badger Coaches Inc	5675	Traffic	103.50	123.50
08/12/99	0515770	David K. Baule	5201	Travel Expenses	364.98	364.98
08/12/99	0515790	Liddie M. Collins	5201	Travel Expenses	1,007.85	1,007.85
08/12/99	0515828	Hyatt Regency Atlant	5201	Travel Expenses	406.98	406.98
08/12/99	0515833	Daniel R. Jones	5668	Program Production	2,040.00	2,040.00
08/12/99	0515842	Latina Magazine	5668	Program Production	26.97	26.97
08/12/99	0515852	Myers Information Sy	5674	Technical Operations	200.00	200.00
08/12/99	0515856	National Supply & Ha	5674	Technical Operations	43.03	43.03
08/12/99	0515860	National Educational	5675	Traffic	1,440.00	1,440.00
08/12/99	0515861	National Supply & Ha	5671	Remote/Studio Supp	412.38	412.38
08/12/99	0515880	Public Broadcasting	5201	Travel Expenses	625.00	625.00
08/12/99	0515902	Mark W. Siegrist	5668	Program Production	1,550.00	1,550.00
08/12/99	0515917	Travel Traders Unlim	5201	Travel Expenses	1,132.49	1,132.49
08/12/99	0515922	United Parcel Servic	5675	Traffic	188.29	293.60
08/12/99	0515927	Ms. Cindy L. Vanvree	5668	Program Production	6.00	6.00
08/12/99	0515932	Wanderlust Productio	5668	Program Production	1,950.00	1,950.00
08/12/99	0515943	Wisconsin Chapter PR	5201	Travel Expenses	55.00	55.00
08/12/99	0515946	Wisconsin Electric P	5452	Light & Power	944.76	979.40
08/12/99	0515947	Wisconsin Electric P	5452	Light & Power	15,309.32	24,568.54
08/12/99	0515950	Wisconsin Newspaper	5273	Publicity	50.00	50.00
08/16/99	0515968	Ameritech	5454	Telephone	388.21	4,376.74
08/16/99	0515974	Best Lumber Company	5671	Remote/Studio Supp	315.18	315.18
08/16/99	0515985	Burton & Mayer Inc	5668	Program Production	850.00	850.00
08/16/99	0515991	Central Educational	5675	Traffic	560.00	560.00
08/16/99	0515994	Comark Communication	5678	Wmvs Transmitter Rep	77.73	77.73
08/16/99	0515995	William B. Combs	5201	Travel Expenses	552.97	552.97

BOARD BILL LIST
TV Fund by Check No
08/31/99

Check Date	Check No	Vendor Name	Object	Object Description	Object Amount	Check Amt
08/16/99	0516035	Industrial Electroni	5674	Technical Operations	86.91	476.91
08/16/99	0516042	Daniel R. Jones	5668	Program Production	400.00	400.00
08/16/99	0516069	National Supply & Ha	5674	Technical Operations	77.69	137.82
08/16/99	0516085	Kevin F. Pulz	5201	Travel Expenses	14.00	14.00
08/16/99	0516089	Glenn P. Riley	5668	Program Production	10.52	10.52
08/16/99	0516136	Vaughn Communication	5668	Program Production	180.20	180.20
08/16/99	0516137	Venture Electrical	5678	Wmvs Transmitter Rep	5,461.00	5,461.00
08/19/99	0516201	American Public Tele	5675	Traffic	7,250.00	7,250.00
08/19/99	0516204	Ameritech	5675	Traffic	40.40	40.40
08/19/99	0516224	Central Educational	5667	Program Acquisition	335.00	335.00
08/19/99	0516251	Full Compass Systems	5674	Technical Operations	29.46	29.46
08/19/99	0516253	Global Computer Supp	5674	Technical Operations	544.52	544.52
08/19/99	0516286	Norlight Telecommuni	5674	Technical Operations	150.00	150.00
08/19/99	0516309	Roscor Corporation	5840	Equipment	730.99	730.99
08/19/99	0516312	Schwartz Woods & Mil	5361	Legal Services	66.95	66.95
08/19/99	0516323	Technology Resource	5840	Equipment	24.95	564.85
08/19/99	0516329	United Parcel Servic	5675	Traffic	137.41	137.41
08/23/99	0516350	All Wisc Media Direc	5220	Membership & Subscri	136.00	136.00
08/23/99	0516354	American Public Tele	5667	Program Acquisition	3,375.00	3,375.00
08/23/99	0516361	AT&T	5668	Program Production	99.63	539.73
08/23/99	0516372	Brennan Inc, J M	5678	Wmvs Transmitter Rep	1,492.47	1,492.47
08/23/99	0516373	Burton & Mayer Inc	5668	Program Production	514.00	514.00
08/23/99	0516396	Fairness & Accuracy	5668	Program Production	35.00	35.00
08/23/99	0516397	Federal Express	5675	Traffic	143.75	143.75
08/23/99	0516398	David J. Foran	5201	Travel Expenses	32.24	32.24
08/23/99	0516409	Industrial Electroni	5674	Technical Operations	135.84	135.84
08/23/99	0516412	Jim's Golf Cars Inc	5674	Technical Operations	150.00	150.00
08/23/99	0516427	NAB Broadcasters	5220	Membership & Subscri	166.00	166.00
08/23/99	0516432	Pentrex	5668	Program Production	188.04	188.04
08/23/99	0516444	Duane J. Rodriguez	5201	Travel Expenses	12.00	12.00
08/23/99	0516456	Mark W. Siegrist	5668	Program Production	1,550.00	1,550.00
08/23/99	0516457	SKS & Associates	5668	Program Production	984.00	984.00
08/23/99	0516458	Dan Small	5668	Program Production	1,726.00	1,726.00
08/23/99	0516476	Venture Electrical	5678	Wmvs Transmitter Rep	712.76	712.76
08/23/99	0516483	Arthur G. Welter	5201	Travel Expenses	12.00	12.00
08/26/99	0516532	Boc Gases	5678	Wmvs Transmitter Rep	3.00	3.00
08/26/99	0516543	Celtic Advertising I	5270	Advertising	18,054.88	21,182.38
			5662	Design Center Fees	3,127.50	
08/26/99	0516553	Dow Lohnes & Alberts	5361	Legal Services	1,212.82	1,212.82
08/26/99	0516563	Michael J. Garvin	5201	Travel Expenses	12.50	12.50
08/26/99	0516569	Darlyne C. Haertlein	5273	Publicity	11.90	11.90
08/26/99	0516587	Daniel R. Jones	5668	Program Production	2,040.00	2,040.00
08/26/99	0516597	Michael Best & Fried	5361	Legal Services	725.00	725.00
08/26/99	0516616	Marshall J. Savick	5201	Travel Expenses	8.00	8.00
08/26/99	0516620	Gary J. Sharbuno	5201	Travel Expenses	7.76	7.76
08/26/99	0516630	United Parcel Servic	5675	Traffic	60.64	60.64
08/26/99	0516636	Wanderlust Productio	5668	Program Production	1,950.00	1,950.00
08/30/99	0516662	Ameritech	5454	Telephone	29.76	190.86
			5671	Remote/Studio Supp	44.47	
08/30/99	0516678	Best Lumber Company	5671	Remote/Studio Supp	42.00	42.00
08/30/99	0516735	Nielsen Media Resear	5661	Audience Research	1,895.00	1,895.00
08/30/99	0516773	Venture Electrical	5678	Wmvs Transmitter Rep	898.00	898.00
					-----	-----
					179,696.99	212,985.53

BOARD BILL LIST
 Over \$2500 Channel 10/36
 08/31/99

Check Date	Check No	Vendor Name	Object	Object Description	Object Amount	Check Amt
08/02/99	0515263	Full Compass Systems	5840	Equipment	9,068.07	9,068.07
08/05/99	0515463	Duncan Group Inc	5668	Program Production	61,301.93	61,301.93
08/05/99	0515578	Wisconsin Electric P	5452	Light & Power	7,808.12	21,792.18
08/09/99	0515600	Broadcasters General	5840	Equipment	5,264.00	5,264.00
08/12/99	0515947	Wisconsin Electric P	5452	Light & Power	15,309.32	24,568.54
08/16/99	0515968	Ameritech	5454	Telephone	388.21	4,376.74
08/16/99	0516137	Venture Electrical	5678	Wmvs Transmitter Rep	5,461.00	5,461.00
08/19/99	0516201	American Public Tele	5675	Traffic	7,250.00	7,250.00
08/23/99	0516354	American Public Tele	5667	Program Acquisition	3,375.00	3,375.00
08/26/99	0516543	Celtic Advertising I	5270	Advertising	18,054.88	21,182.38
			5662	Design Center Fees	3,127.50	
					136,408.03	163,639.84

CELTIC ADVERTISING INC.

9/3/99

**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%

CELTIC ADVERTISING INC.

9/3/99

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

WMVS/WMVT
October 1999 Media

Billed: September 1999

ESTIMATE

OCTOBER MEDIA

Advertising Objectives

Develop tune-in for October highlighted programs.

MEDIA BUDGET

\$8,263.00

Print \$2163.20
Program specific ads
Milwaukee, Racine and Kenosha target areas.

Radio \$5,200.00
Radio will only be utilized if the program content
is appropriate.

Outdoor \$0.00
Outdoor advertising will be utilized when
appropriate.

Television \$900.00
Television will only be utilized if the program
content is appropriate.

MINIMUM MINORITY MEDIA ESTIMATED PERCENTAGE SPENDING = 10-12%