

BYLAWS  
OF  
THE LAWRENCE WELK FAMILY FOUNDATION  
(FORMERLY THE 1998 L.W. FOUNDATION)

**ARTICLE I**

**NAME**

**Section 1.01 Name of the Corporation.** The name of the Corporation (hereinafter called the "Corporation") is changed from THE 1998 L.W. FOUNDATION to:

THE LAWRENCE WELK FAMILY FOUNDATION.

**ARTICLE II**

**LOCATION**

**Section 2.01 Principal Office.** The principal office of the Corporation shall be located within or without the State of Delaware as such place as the Board of Directors shall from time to time designate. Any change of this location shall be noted by the secretary on these Bylaws opposite this section, or this section may be amended to state the new location. The Corporation shall have and maintain within the State of Delaware a registered office at such place as is designated in the Certificate of Incorporation.

**Section 2.02 Other offices.** The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

**ARTICLE III**

**NONPARTISAN ACTIVITIES**

This Corporation is organized for charitable purposes and is not organized for the private gain of any person. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. This Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in the Certificate of Incorporation.

**ARTICLE IV**

**MEMBERS**

**Section 4.01 Who Shall be Members.** The members of the Corporation shall be all of the living descendants of Lawrence Welk, Sr., who are over the age of twenty-one (21). The

initial members of the Corporation, as provided in the Certificate of Incorporation, are the following thirteen (13) individuals:

Shirley J. Fredricks  
David Fredricks  
Jonathan Fredricks  
Robert Fredricks  
Christine Mack  
David Mack  
Donna Mack  
James Mack  
Lisa Parker  
Laura Segall  
Lawrence Welk, Jr.  
Lawrence Welk, III  
Kevin Welk

**Section 4.02 Term of Membership.** The membership of a qualified individual under Section 4.01 as a member of the Corporation shall commence automatically upon the individual attaining age 21 years of age. The membership of a member shall terminate upon the resignation, death, or permanent incapacity of the member.

**Section 4.03 Liability.** No person who is a member of this Corporation shall be personally liable for the debts, liabilities or obligations of the Corporation.

**Section 4.04 Meetings.**

**Section 4.04.01 Annual Meeting.** The annual meeting of members shall be held for the election of directors, and for the transaction of other business as may properly come before the members, on the third Monday of October of each year; provided, however, that should that day fall upon a Saturday, Sunday, or legal holiday, then any such annual meeting shall be held at the same time and place on the next full business day thereafter.

**Section 4.04.02 Special Meetings.** A special meeting of the members may be called at any time by any of the following: the Board of Directors, the President, or the Secretary. Such meetings may also be convened by members entitled to cast one-twentieth of the total number of votes entitled to be cast at such meeting; these members may, in a writing addressed to the Secretary of the Corporation, demand the call of a special meeting specifying the date and month thereof. Upon receiving this written demand the Secretary of the Corporation shall promptly give notice of such meeting, or if the Secretary shall fail to do so within five business days thereafter, any member signing such demand may give such notice.

**Section 4.04.03 Place and Time of Meetings.** Meetings of members may be held at such place, within or without the State of Delaware, and at such hour as may be fixed in the notice of the meeting, as designated by the members.

**Section 4.04.04 Notice of Annual and Special Meetings.**

(i) General Notice Requirements. Written notice of each meeting of the members shall be given which shall state the place, date and hour of the meeting, and, in the case of a special meeting, shall state the purpose or purposes for which the meeting is called.

The written notice of any meeting shall be given not less than ten nor more than sixty days before the date of the meeting. If mailed, such notice is given when deposited in the United States mail, postage prepaid, directed to the member at his or her address as it appears on the records of the Corporation. An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the secretary, assistant secretary, or any agent of the Corporation giving the notice, and, if so executed, shall be filed and maintained in the minute book of the Corporation. An affidavit of the Secretary or an assistant secretary (if any) that the notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.

(ii) Manner of giving notice. Notice of any meeting of members shall be given either personally or by first-class mail, facsimile, electronic mail, telegraphic or other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the Corporation or the address given by the member to the Corporation for the purpose of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (A) notice is sent to that member by first-class mail or facsimile, electronic mail, telegraphic or other written communication to the Corporation's principal executive office, or (B) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

**Section 4.05 Waiver of Notice.** Whenever notice is required to be given by law, the Certificate of Incorporation, or these Bylaws, a written waiver, signed by the member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice. The attendance of a member at a meeting shall also constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members need be specified in any written waiver of notice.

**Section 4.06 Quorum.** One-third of the members of the Corporation shall constitute a quorum at a meeting of members, and the affirmative vote of a majority of such members present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the members.

**Section 4.07 Proxies.** Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy.

Every member may authorize another person or persons to act for him or her as proxy in the manner provided by law. No proxy shall be valid after three years from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

**Section 4.08 Vote.** Each member shall be entitled at every meeting of the members to one vote. Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law or by the Certificate of Incorporation, be authorized by the affirmative vote of a majority of the members present in person or represented by proxy at the meeting and entitled to vote thereon.

**Section 4.09 Presiding Officer and Secretary.** At any meeting of the members, if neither the Chairperson of the Board (if any), nor President, nor a Vice President, nor a person designated by the Board to preside at the meeting shall be present, the members present shall appoint a presiding officer for the meeting. If neither the Secretary nor an assistant secretary is present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

**Section 4.10 Informal Action by Members; Meetings by Conference Telephone.** Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken by the members at any annual or special meeting may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action to taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members having a right to vote thereon were present and voted. Such written consents shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of members are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Every written consent shall bear the date of signature of each member who signs the consent, and no written consent shall be effective to take the corporate action referred to therein unless, within sixty days of the earliest dated consent delivered in the manner required by this Section 4.10 to the Corporation, written consents signed by a sufficient number of members to take action are delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of members are recorded. Delivery made

to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing. In the event that the action which is consented to is such as would have required the filing of a certificate by law if such action had been voted on by members at a meeting thereof, the certificate filed shall state, in lieu of any statement required by law concerning any vote of members, that written consent has been given in accordance with the Delaware General Corporation Law, and that written notice has been given.

Except as otherwise required by law or restricted by the Certificate of Incorporation or these Bylaws, the members may participate in a meeting of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute presence in person at the meeting.

## ARTICLE V

### BOARD OF DIRECTORS

**Section 5.01 Power of Board.** The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

In the event that the Corporation should have no members currently acting or elected pursuant to Article III above, the Board of Directors shall serve as and possess all the powers granted to members, and any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors, any provision of the Certificate of Incorporation or the Bylaws notwithstanding.

**Section 5.02 Number of Directors.** The number of directors constituting the entire Board of Directors shall be nine (9). The number of directors may be increased or decreased by amendment of the Bylaws by the members.

**Section 5.03 Election and Term of Directors.**

At each annual meeting of the members, except as limited by Section 5.05 below, the members may elect directors by an affirmative vote of a majority of the members present in person or represented by proxy at the meeting and entitled to vote thereon. Except as otherwise provided in Section 5.06 below, each director shall serve for a term of three (3) years, or until the earlier of his or her death, resignation, or removal. Notwithstanding the foregoing, however, directors may be elected to successive terms. In addition, the tenure of incumbent members of the Board of Directors shall not be affected by an increase or decrease in the number of directors.

The Board of Directors may elect or appoint a Chairperson or Chairpersons of the Board. Any such Chairperson elected must be a director of the Corporation and shall serve as Chairperson until the earlier of : (1) the expiration of his or her term of office as Chairperson, (2)

his or her death, resignation, or removal, or (3) the time that he or she ceases to be a director of the Corporation.

**Section 5.04 Vacancies and Newly-Created Directorships.** Except as limited by Section 5.05 below, vacancies and newly-created directorships resulting from any increase in the authorized number of directors may be filled by a majority vote of the directors then in office although less than a quorum, or by a sole remaining director. A director elected to fill a vacancy shall hold office until the next meeting of the members and until his or her successor is elected and qualified.

**Section 5.05 Qualification of Directors.** Directors need not be residents of the State of Delaware. Unless otherwise required by law, the Certificate of Incorporation, or these Bylaws, a director also need not be a member of the Corporation. Of the nine (9) total directors, eight (8) must be "Family Directors," which are defined as individuals who are (1) descendants of Lawrence L. Welk, Sr., including descendants by law by virtue of adoption, (hereinafter "Welk Descendants") or (2) the spouses of such Welk Descendants. However, a spouse of a Welk Descendant shall cease to be a director, and likewise shall be ineligible to become a director, if he or she is divorced from a Welk Descendant or if he or she has been legally separated from a Welk Descendant for more than six months. In addition, at least one member of the family of each of the three family branches of the Welk Descendants (Fredricks, Mack, and Welk) must serve as directors. Further, a minimum of two of the Family Directors must be Welk Descendants.

**Section 5.06 Class of Directors.** There shall be no separate classes of directors.

**Section 5.07 Removal of Directors.** Any one or more of the directors may be removed with or without cause at any time by a majority vote of the members, provided that written notice of such removal is given to any director so removed.

**Section 5.08 Resignations.** Any director may resign at any time upon written notice to the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective.

**Section 5.09 Quorum of Directors and Action of the Board.** Unless a greater proportion is required by law or by the Certificate of Incorporation, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business except when a vacancy or vacancies prevents such majority, whereupon a majority of the directors in office shall constitute a quorum, provided that such majority shall constitute at least one-third of the entire Board. Except as otherwise provided by law, by the Certificate of Incorporation, or by these Bylaws, the vote of a majority of the directors present at the meeting at which a quorum is present shall be the act of the Board.