

BY-LAWS
OF
JANESVILLE LACROSSE CLUB, INC.
A Wisconsin Nonstock Corporation

ARTICLE 1
Identification

Section 1.1: Name and Organization. The corporation's name is Janesville Lacrosse Club, Inc. (the "Corporation"). The Corporation is a nonstock, not-for-profit corporation organized under Chapter 181 of the Wisconsin Statutes.

Section 1.2: Principal and Business Offices. The Corporation may have such principal and other business offices as the Board of Directors may designate or as the Corporation's operations may require from time to time.

Section 1.3: Registered Agent. The Corporation's registered agent and/or his or her address on file in the applicable office of the Wisconsin Department of Financial Institutions may be changed from time to time by the Board of Directors, in the manner prescribed by law and the By-Laws with proper notice filed thereafter in accordance with the requirements of Section 181.0502 of the Wisconsin Statutes or the corresponding provision of any future law governing nonstock, not-for-profit corporations adopted by the State of Wisconsin.

Section 1.4: Place of Keeping Corporate Records. The records and documents required by law to be kept by the Corporation permanently shall be kept at the Corporation's principal office.

Section 1.5: Date of Annual Member Meeting and Board Meeting.

Member meeting: An annual Member meeting shall be held on or around the 15th of June each year, upon the call of the Chairman of the Board of Directors, for the purpose of electing board members. Candidates will be nominated at or before the June meeting. Newly elected Directors will take office July 1st.

Board meeting: Immediately preceding the annual Member meeting.

Section 1.6: Required Notice of Member Meeting. – Written notice stating the date, place and hour of any meeting of the members shall be delivered to each member entitled to vote at such meeting, not less than seven (7) days before the date of such

meeting. In the case special meeting, or one required by statute or by these By-Laws, the purpose for which the meeting is called shall be stated in the notice.

Section 1.7: Authorized Number of Directors. The initial number of the Board of Directors shall be not less than four (4).

The number of Directors constituting the Board of Directors shall be fixed from time to time by the Board of Directors, but shall be no less than four (4) and no more than eleven (11). Each director shall hold office until his death, resignation, retirement, removal, disqualification or his successor shall have been elected and qualified. Any increase in the number of the Directors shall be by the amendment to the Bylaws.

Section 1.8: Required Notice for Directors Meetings. The required minimum notice for any Directors meeting shall be not less than three (3) days, if notice is communicated by mail or private carrier, and not less than twenty-four (24) hours if notice is communicated in person, by telegraph, teletype, e-mail, facsimile or other form of wire or wireless communication.

ARTICLE 2

Purposes and Powers

Section 2.1: Purposes. The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (a) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law. Pursuant to the provisions in the immediately preceding sentence, the specific purpose for which the Corporation has been created is to promote and organize youth amateur sports and specifically lacrosse for school age youth in Rock County, Wisconsin.
- (b) The Corporation may continue indefinitely. However, upon its dissolution, all remaining assets shall be distributed to or for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, and which are organized and operated exclusively for such purposes.

Section 2.2: Powers. The Corporation shall possess and be permitted to exercise all powers in connection with its purposes as are authorized by Chapter 181 of the Wisconsin Statutes and not inconsistent with the provisions of Section 501(c)(3) of the Internal Revenue Code of the 1986 or the corresponding provisions of any future federal tax code.

Section 2.3: Nondiscrimination. In the pursuit of its purposes and the exercise of its powers, the Corporation shall make its services and facilities available to the community which it serves regardless of race, color, creed, sex or national origin.

ARTICLE 3 Members

Section 3.1: Membership. Membership shall be open to any and all adults 18 years or older who shall apply to and be approved by a majority of the then existing members of the Board of Directors of the Corporation. There shall be no initiation fee. The Corporation shall have but one class of members. No personal benefit of any kind shall accrue to or be payable to or for the benefit of any member as a result of his/her being a member of the Corporation.

Parents or guardians whose youth are duly registered as players with the Club as well as directors, coaches, managers, and active volunteers who do not have children duly registered with the Club shall also be considered active members.

Any member may be removed at any time upon a majority vote of the then existing Board of Directors when the Board, in its best judgment, determines that the best interests of the Corporation and of the purposes for which it is created and operates, will be served thereby. Further, any member may resign by filing a written resignation with the Corporation's secretary.

Section 3.2: Annual Meeting. The Annual Meeting of the members shall be held at the date in each year set forth in Article 1 above, or at such other time and date, within thirty (30) days before or after said date, as may be fixed by or under authority of the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before such meeting.

Section 3.3: Special Meetings. The Corporation may hold a special meeting of the members for any purpose of purposes, if any of the following occurs:

- (a) A special meeting is called by the President or the Board of Directors or
- (b) At least ten percent (10%) of the then current membership calls for such a meeting in a written, signed and dated demand therefore,

which writing shall further describe the purpose or purposes for which such meeting is to be held.

Section 3.4: Place of Meeting. The Board of Directors may designate any place, either within or without the State of Wisconsin, as the place of meeting for any annual or special meeting of the members. If no designation is so made, the place of meeting shall be the principal office of the Corporation in the State of Wisconsin, or, if applicable, such other suitable place in the County of the principal office as may be designated by the person(s) calling such meeting.

Section 3.5: Notice of Meeting to Members. Unless otherwise required or prescribed by law, a written notice stating the place, date and hour of a members meeting, and in the case of a special meeting, the purpose or purposes for which the same is called, shall be delivered no less than the number of days set forth in Article 1 (unless a longer period is required by law or by the Articles of the Corporation), nor more than sixty (60) days before the date of such meeting. Said notice shall be delivered personally, by first class mail, or by other means of written communication to each member of record who may be entitled to vote at such a meeting. All such notices shall be effective at the earliest of the following:

- (a) When received.
- (b) If mailed, when deposited in the United States mail, addressed to the member at his or her address as it appears in the records of the Corporation, with postage pre-paid thereon.
- (c) If sent by a private carrier, when deposited with the private carrier, addressed to the member at his or her address as it appears in the records of the Corporation, with delivery fees thereupon pre-paid, or
- (d) If sent by telegraph, teletype, facsimile, e-mail or other form of wire or wireless communication, when transmission of the notice, addressed to the member and with transmission charges, if any, pre-paid, to a location designated by the member in writing is completed.

Section 3.6: Closing of Records. For purposes of determining members entitled to notice of or to vote at any meeting of the members (or any adjournment thereof) and, in order to make a determination of members for any other proper purpose, the Board of Directors may provide that the records of the Corporation shall be closed for a stated period, not to exceed thirty (30) days, in order to determine the individuals who are then members of the Corporation. In lieu of closing the records of the Corporation, the Board of Directors may fix, in advance, a date upon which the determination of members shall be made, such date in any case to be not more than sixty (60) days before the meeting. In the event no such date or closing date is set by the Board, then the determination of those

individuals who are members of the Corporation shall be determined on the date on which notice of the meeting is effective (as provided in the preceding section). No proxy voting shall be allowed at any meeting of the members. Any action required or permitted to be taken by the Articles of Incorporation, these By-Laws, or any provision of law at a members meeting may be taken without a meeting of the membership but only if such action shall be evidenced by one or more written consents satisfying the requirements of Wis. Stats. Sec. 181.0704 (2001-2002).

Section 3.7: Voting Rights/Quorum. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE 4 **Board of Directors**

Section 4.1: Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these By-Laws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors. Such responsibility shall include the achievement of the Corporation's goals through officers, employees and an administrative structure designated by the Board of Directors; the solicitation, development and investment of funds to assist the Corporation in achieving its goals; the formulation of desirable amendments to the Articles of Incorporation and/or these By-Laws of the Corporation; and attendance at meetings of the Board of Directors and committees thereof.

Section 4.2: Composition and Manner of Selection. The directors shall serve without compensation and shall, at all times, be composed solely of individuals who are members of the Corporation. Directors will be elected at the annual meeting and serve a two year term. Half of the directors will be elected in even-numbered years and the other half in odd-numbered years. If there are an odd number of directors, the odd number will be elected in odd-numbered years and the even number in even-numbered years. Each director shall hold office until his or her successor shall have been elected, or until his or her prior death, resignation, or removal. A director may be removed from office with or without cause by an affirmative vote of the majority of the then members, taken at a meeting of the members called for that purpose, or, by a majority vote of the then acting directors, at a meeting of the Board of Directors called for that purpose. A director may also resign at any time by delivering written notice of his or her resignation to the Board of Directors, to the chairman of the Board of Directors, or to the Corporation. Unless otherwise provided therein, said resignation shall be effective when notice is delivered.

Section 4.3: Duties and Responsibilities. The Board shall have full responsibility for management, direction and control of the business and affairs of the Corporation, subject, however, to limitations set forth in the Corporation's Articles of Incorporation, these By-Laws and Chapter 181 of the Wisconsin Statutes.

Without prejudice to its general powers, the Board shall have and exercise the following specifically enumerated rights, powers, duties and responsibilities to:

- (a) Review and amend statements of corporate mission, philosophy or purpose, and amend and restate By-Laws (subject, however, to the provisions set out below).
- (b) Appoint and/or remove corporate officers in accordance with these By-Laws.
- (c) Delegate powers and duties to any corporate officer, or if he or she is absent, disabled, unable or unwilling to serve, to any other officer or director, for such time and under such circumstances as may be necessary or desirable, provided a majority of the directors then in office concur.
- (d) Review, adopt and amend budgets.
- (e) Determine, except as otherwise provided in the Corporation=s Articles of Incorporation, these By-Laws and Chapter 181 of the Wisconsin Statutes who shall be authorized on behalf of the Corporation to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents and authorize borrowings.

Section 4.4: Actions by the Directors. The Directors may act, by formal resolution or otherwise, at any annual, regular or special meeting of the Board for which proper notice is given and at which a quorum is present, by majority vote of Directors present, unless some greater majority is required by the Articles of Incorporation, these By-Laws or Chapter 181 of the Wisconsin Statutes. Attendance at any meeting by a majority of Directors then in office shall constitute a quorum for the purpose of conducting business.

- (a) An annual meeting of the Board shall be scheduled each year on the date set out in Article 1 above. Regular meetings of the Board shall be scheduled and convened by the Chairperson of the Board at such times as he or she may designate. All annual and regular meetings of the Board shall be held at the principal office of the Corporation unless the Directors unanimously agree to conduct such meetings in some other designated location.
- (b) Special meetings of the Board may be scheduled and convened at any time by the Chairperson of the Board, pursuant to proper written notice to Directors in accordance with this Article 4, or at any time by the President, or by any two (2) Directors, by written request delivered to the Chairperson of the Board designating the time and place for such meeting to be held and stating the purpose for such meeting or the items to be considered. In the event the

Chairperson neglects, fails or refuses to distribute proper notice of a special meeting, the person or persons requesting the meeting may schedule or convene such meeting by proper notice mailed or delivered in accordance with the notice requirements set forth in this Article to all Directors then in office.

- (c) At all meetings of the Board, business shall be transacted in such order as may be determined by the person presiding over the meeting with reference to Robert's Rules of Order (Revised) if disputes arise over questions of procedure.
- (d) At all meetings of the Board, minutes shall be kept to record any and all actions taken by the Board at the meeting; provided, however, the failure to record an action of the Board shall not invalidate such action.
- (e) A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 4.5: Officers of the Board. Each year at its first meeting after July 1, the Board shall elect from among the Directors then in office, persons to serve as chairperson and vice chairperson of the Board until the next annual meeting of the Board.

- (a) The Chairperson of the Board shall be responsible for ensuring that a written notice of all meetings of the Board stating the date, time, place and general nature of the business to be transacted is properly delivered.

The Chairperson of the Board shall preside at and be responsible for scheduling all meetings of the Board and may determine the order of business to be conducted. The Chairperson shall be allowed to vote on matters presented to the Board for decision. The Chairperson shall also be a member of, preside at, and be responsible for giving notice of all meetings of the Executive Committee (if any), shall be an ex-officio member of all other committees, and shall perform such other duties as may be prescribed from time to time by the Board.

- (b) The Vice Chairperson of the Board shall act and perform the duties of the Chairperson of the Board in the absence of the Chairperson or in the event the Chairperson resigns, becomes incapacitated or is otherwise unable to perform his or her duties as Chairperson, or in the event the Chairperson ceases to be a member of the Board by virtue of the termination of the Chairperson's term of appointment as a Board member.

Section 4.6: Committees. The Board may create such committees as it shall determine appropriate to assist in the performance of its responsibilities. The Board may also, at any time, by resolution, combine, consolidate or terminate committees as it deems appropriate.

Committee chairpersons shall be designated by the Board. Unless otherwise instructed by the Board, committees may conduct their business in any manner the committee members determine appropriate. All committees shall, however, be accountable to the Board for the performance of such tasks and functions as the Board may assign them. No committee or committee member may take action on behalf of the Board or of the Corporation without specific authorization by the Board.

Section 4.7: Action without a Meeting. Any action which may be taken by the Board at a meeting may be taken without a meeting if all of the Directors shall consent in writing to such action. Action pursuant to written consent shall have the same force and effect as the unanimous vote of the Board and shall be effective when the last Director signs the consent (or upon such other effective date as is specified in the consent).

Section 4.8: Vacancies. Except as may otherwise be provided herein, any vacancy occurring in the Board of Directors, or any Director to be filled by reason of an increase in the number of the Members of the Board, shall be filled by the Board of Directors pending the next annual meeting of the Members unless the Articles of Incorporation, a statute, or these By-laws provide that said vacancy be filled in some other manner, in which case, such provisions shall control. Each Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 4.9: Voting Rights/Quorum. Each director shall be entitled to one vote on each matter submitted to a vote of the directors. Attendance at any meeting by a majority of the directors in person or by proxy shall constitute a quorum for the purpose of conducting business.

Section 4.10: Attendance. Each director is expected to attend regularly scheduled board meetings. A director may be removed from the Board if his/her attendance is less than 80% of the regularly scheduled meetings on an annual basis beginning July 1 of each year.

ARTICLE 5

Officers of the Corporation

Section 5.1: Number and Titles. The principal officers of the Corporation shall be a President who shall also be the Chief Executive Officer of the Corporation, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers or assistant officers as

the Board may from time to time appoint. One person may hold more than one office. Officers of the Corporation will be selected from the Board of Directors. The Board at its discretion may elect a non-Board member to an officer position.

Section 5.2: Appointment and Tenure. The officers of the Corporation shall be elected annually by the Board, and each officer shall hold office until his/her successor shall have been duly elected and qualified, or until he or she resigns, becomes incapacitated, dies, or is removed in accordance with the provisions of these By-Laws.

Section 5.3: Resignation and Removal. Officers may resign at any time by giving written notice to the chairperson of the Board and/or the President of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt. The removal of any officer may also be effected by a majority vote of the Directors then in office recommending removal. Removal of an officer may take place whenever the Board, in its judgment, determines the best interests of the Corporation will be served thereby.

Section 5.4: Vacancies. Any vacancy in an officer position resulting from resignation, death, incapacity, termination, removal, or otherwise may be filled by a majority vote of the Directors then in office at any meeting of the Board.

Section 5.5: Powers, Authority, and Duties. The officers shall perform the duties usually associated with their respective offices and such other duties as may be assigned from time to time by the Board or as required by the Corporation's Articles of Incorporation, these By-Laws or Wisconsin Statutes.

Section 5.6: President. The President shall be the Chief Executive Officer of the Corporation and shall have such duties, responsibilities, and powers (1) as shall be necessary to carry out the directions and policies of the Board of Directors; (2) are prescribed in these By-Laws; or (3) as are 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 President may sign and execute, in the name of the Corporation, any instrument or document consistent with the foregoing general delegation 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 or by these By-Laws to some other officer or agent of the Corporation, provided further, that the President or 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 if the same is signed or endorsed pursuant to Article 6 below of these By-Laws dealing with such matters. The President shall, whenever it may, in the President'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 By-Laws and the directions of the Board of Directors. The President shall serve as the Corporation's representative to all US Lacrosse chapter and sub-chapter meetings as well as being the

Corporations representative to the school district. The Board at any time may designate someone else to facilitate these representative roles at their discretion.

Section 5.7: Vice-President. The principal duties of the Vice-President shall be the duties usually incident to the office of the Vice-President, including the authority, subject to the direction and authorization of the Board, to carry out the duties of the President in the President's absence, and to perform such other duties as may be required by the Board and/or the President of the Corporation. If at any time the Corporation has more than one Vice-President, the duties and powers of the President shall pass to the Vice-Presidents in the order of their rank as fixed by the Board of Directors, or if they are not so ranked, to the Vice-President designated by the Board of Directors.

Section 5.8: Secretary. The Secretary shall:

- (a) Certify and keep at the principal office of the Corporation the original or a copy of the Articles of Incorporation and By-Laws as the same may from time to time be amended.
- (b) Keep at the principal office of the Corporation or at such other place the Board of Directors may direct, a book of minutes of the meetings of 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.
- (c) Except as may be provided otherwise in Article 4 of these By-Laws, see that all notices are duly given in accordance with the provisions of these By-Laws, or as required by law.
- (d) Be a custodian of the records and of the seal of the Corporation, if any, and see to it that the same is engraved, lithographed, printed, stamped, impressed upon, or affixed to all documents the execution of which on behalf the Corporation under seal is duly authorized in accordance with the provisions of these By-Laws.
- (e) See that the books, reports, statements, and other documents and records required by law are properly kept and filed.
- (f) In general, perform all duties incident to the office of the Secretary, and such other duties as from time to time may be assigned by the Board of Directors.

Section 5.9: Treasurer. The Treasurer shall perform or have performed under the Treasurer's direction the following:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and shall 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 accounts 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 of the Board of Directors or officer of the Corporation 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 and financial report at the annual meeting of the Board Directors.
- (e) Receive and give receipt for monies due and payable to the Corporation from any source.
- (f) Perform all duties incident to the office of the Treasurer, and such other duties as may from time to time be assigned by the Board of Directors.

Section 5.10: Compensation. Reasonable compensation of the officers, if any, shall be fixed from time to time by the Board of Directors.

ARTICLE 6

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

Section 6.1: Execution of Instruments. Except as otherwise provided in these By-Laws, 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 otherwise expressly provided in these By-Laws, 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 6.2: 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 By-Laws, as the Board may deem expedient.

Section 6.3: 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 this 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 President or any Vice President, 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 6.4: 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 President or, in the case of the President, as determined by the Board of Directors.

Section 6.5: Sale of Securities. Except as otherwise provided in the Articles of Incorporation, the Board of Directors may authorize and empower any officer or officers to sell, assign, pledge or hypothecate any and all shares of stock, 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 this Corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by the 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 7

Indemnification

Section 7.1: Successful Defense. The Corporation shall indemnify a Director or officer, to the extent he or she has been successful on the merits or otherwise in the defense of any proceeding, for all reasonable expenses incurred in the proceeding if the Director or officer was a party because he or she is a Director or officer of the Corporation.

Section 7.2: Other Cases. In cases not included in Section 7.1 above, a Corporation shall indemnify a Director or officer against liability incurred by the Director or officer in a proceeding to which the Director or officer was a party because he or she is a Director or officer of the Corporation, unless liability was incurred because the Director or officer breached or failed to perform a duty he or she owes to the Corporation, and the breach or failure to perform constitutes one of the following:

- (a) A willful failure to deal fairly with the Corporation in connection with a matter in which the Director or officer has a material conflict of interest.
- (b) A violation of criminal law, unless the Director or officer has reasonable cause to believe his or her conduct was lawful and no reasonable cause to believe his or her conduct was unlawful.
- (c) A transaction from which the Director or officer derived an improper personal profit.
- (d) Willful misconduct.

The determination of whether indemnification is required under this Section shall be made as set out in Section 7.5 below.

Section 7.3: Definitions.

- (a) As used herein, the terms "Director or officer" mean a natural person who is or was a Director or officer of the Corporation, as well as any natural person who while a Director or officer of the Corporation is or was serving at the Corporation's request as a Director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another corporation or foreign corporation, limited liability company, partnership, joint venture, trust or other enterprise. Said term also includes, where the context admits the same, the estate or personal representative of a Director or officer.
- (b) As used herein, the term "expense" includes fees, costs, charges, disbursements, attorney fees, and all other expenses incurred in connection with a proceeding.
- (c) As used herein, the term "liability" includes the obligation to pay a judgment, settlement, penalty, assessment, fine or forfeiture.
- (d) As used herein, the term "party" means a natural person who is or was, or who is threatened to made, a named defendant or respondent in any proceeding.

- (e) As used herein, the term "proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether the same be formal or informal, and which involves foreign, federal, state or local law, and regardless of whether brought by or in the right of the Corporation or of any other person.

Section 7.4: Presumption. The termination of any proceeding, as defined in this Article, by judgment, order, settlement, or conviction, or upon a plea of no contest or equivalent plea, does not, by itself, create a presumption that indemnification of the Director or officer is not required under this Article.

Section 7.5: Application. Any officer or Director seeking indemnification under this Article shall make a written request to the Corporation therefore. Indemnification shall not be required if the Director or officer has previously received indemnification or an allowance of expenses from any person, including the Corporation, in connection with the same proceeding.

The Director or officer seeking indemnification shall select, as the means for determining his/her right to indemnification, either a Board of Directors vote under Wis. Stats. Sec. 181.0873(1), or Independent Legal Counsel under Wis. Stats. Sec. 181.073(2).

In addition to the above, and upon written request of a Director or officer who is a party to a proceeding, the Corporation may pay or reimburse his or her reasonable expenses as incurred, if the Director or officer provides the Corporation with the following:

- (a) A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the Corporation.
- (b) A written undertaking executed personally on his/her behalf to repay the allowance and, if required by the Corporation, to pay reasonable interest on the allowance to the extent it is ultimately determined that indemnification is not required under this Article and is not otherwise ordered by a court pursuant to Wis. Stats., Chapter 181.

Any allowance for expenses provided under this Article shall be an unlimited general obligation of such officer or Director and may be accepted by the Corporation without reference to his or her ability to repay the same. The undertaking may be secured or unsecured as the Corporation, in its discretion, shall determine.

Section 7.6: Nonexclusive. The indemnification provided by this Article shall not be deemed exclusive of all other rights to which the Directors or officers may be entitled under any Articles of Incorporation, By-Laws, written agreement, vote of disinterested

Directors, or otherwise as to any liability, as defined hereinabove, and shall further continue as to any person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such person. Anything herein to the contrary notwithstanding, the Corporation shall not indemnify a Director or officer, or permit a Director or officer to retain any allowance of expenses unless it is determined that the Director or officer did not breach or fail to perform any duty he/she owes to the Corporation by engaging in conduct described in Section 7.2(a) - (d) of these By-Laws.

Section 7.7: Insurance. The Corporation may, upon resolution of its Board of Directors duly adopted, purchase and maintain insurance on behalf of any person who is or was a Director or officer, as defined hereinabove against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have been required to indemnify such person against liability under this provision of the Corporation's By-Laws.

ARTICLE 8

Amendments

Section 8.1: By Directors. Except as otherwise provided in the Articles of Incorporation or these By-Laws, these By-Laws may be amended by affirmative vote of at least two-thirds of the Board of Directors of the Corporation, provided that written notice of the proposed Amendment has been mailed or delivered to all Directors of the Corporation then in office, at least three (3) days prior to the date of the meeting of the Board at which the proposed amendment is scheduled for consideration. Anything hereinabove to the contrary notwithstanding, no By-Laws adopted, amended or repealed by the members shall be readopted, amended or repealed by the Board of Directors unless said By-Laws so provide.

Section 8.2: By Members. These By-Laws, and the Articles of Incorporation may be amended or repealed, and new By-Laws, and/or Articles of Incorporation may be adopted by the members by affirmative vote of not less than a majority of the members present at any annual or special meeting of the members at which a quorum is present.

ARTICLE 9

Fiscal Year

The Corporation shall operate on a calendar year basis commencing on the first day of January each year and ending on December 31.

ARTICLE 10

Conflicts of Interest

The purpose of the conflict of interest policy is to protect the Corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible

excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 10.1: Definitions.

- (a) Interested Persons. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - i. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 10.2(a), a person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors determines a conflict of interest exists.

Section 10.2: Procedures.

- (a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest to the Board of Directors and be given the opportunity to disclose all material facts.
- (b) Determining Whether a Conflict of Interest Exists. After disclosing of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The Board members who are not the interested person shall decide if a conflict of interest exists.

- (c) Procedures for Addressing the Conflict of Interest.
 - i. An interested person may make a presentation at the Board of Directors, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- (d) Violations of the Conflict of Interest Policy.
 - i. If the Board of Directors has reasonable cause to believe a person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford him/her an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the person has failed to disclose an actual conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 10.3: Records of Proceedings. The minutes of the Board of Directors shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible, conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and

the Board's decision as to whether a conflict of interest in fact existed.

- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 10.4: Compensation.

- (a) A voting member of the Board of Directors, if any, who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that person's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that person's compensation.
- (c) No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, either individually or collectively, is prohibited from providing information regarding compensation.

Section 10.5: Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 10.6: Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exemption status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 10.7: Use of Outside Experts. When conducting the periodic review as provided for in Section 10.6, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 11

Dissolution

Section 11.1: Dissolution. Upon dissolution, all remaining assets of the Corporation shall be distributed and disbursed to another organization that has 501(c) charitable status and shall be used solely for charitable purposes.