

AMENDED AND RESTATED BYLAWS

of the

KETTLE MORAINÉ CURLING CLUB, INC.

(As Amended June 2022)

These Amended and Restated Bylaws (hereinafter “**Bylaws**”) of Kettle Moraine Curling Club, Inc. (the “**Club**”) amend and replace, in their entirety, the Bylaws of Kettle Moraine Curling Club, Inc., as previously amended. The Bylaws of the Club are amended and restated in their entirety to read as follows:

ARTICLE I

MEMBERS

SECTION 1. MEMBERSHIP: There are seven (7) classes of membership, which shall have the rights and be subject to the limitations contained herein. The Club shall have the ability to add or remove classes of membership as it determines in its sole discretion. Membership shall be divided into the following classes:

A. Voting Membership.

1. Regular Membership: A Regular Membership shall entitle only the named member, who shall be at least 18 years of age, to use the curling club and all related facilities of the Club and participate in such events and activities that such person is legally able to participate, and shall entitle the Regular Member to one vote on all matters submitted to a vote of the members and permit such member to hold office of the Club. All applicants for a Regular Membership shall be liable for a Membership Contribution (as defined below), the cost of which shall be set by the Board of Directors. The Membership Contribution shall become due with or prior to payment of the first year’s annual dues; provided, however, any person approved to become a Regular Member may pay its Membership Contribution in five (5) equal annual installments, with the first payment becoming due and payable with or prior to payment of the first year’s annual dues. Annual dues and payment dates thereof for a Regular Membership shall be determined annually by the Board of Directors and must be paid when due to maintain the voting privilege. No Regular Member shall be entitled to vote or permitted to hold office until he or she has paid at least one-fifth (1/5) of its Membership Contribution. If a Regular Member wishes to terminate his or membership, he or she shall notify the Club of such decision in writing and deliver such written notice to the current Secretary and President of the Club.
2. Regular Senior Membership: A person who has attained the age of sixty-five (65) years on June 30 of the curling season for which a membership

application has been received may apply for a Regular Senior Membership. Any person who has been, and at the time of application is, a fully paid up (including all application, Membership Contributions, dues, assessments, and any other charges), Regular Member for who has attained the age of at least sixty-five (65) years on June 30 of the curling season for which membership application has been received, shall be entitled to convert that person's Regular Membership to a Regular Senior Membership. Any Regular Member who has the attained the age of at least sixty-two (62) years as of April 30, 2022 is grandfathered and shall be able to covert his or her membership to a Regular Senior Membership. Regular Senior Members shall be entitled to all rights and privileges of Regular Members. Annual dues and payment dates thereof for a Regular Senior Membership shall be determined annually by the Board of Directors and must be paid when due. In recognition of loyal service to the Club, Regular Senior Membership dues will be eighty percent (80%) of Regular Membership dues.

3. Regular Social Membership: Regular Social Members shall be at least twenty-one (21) years of age and shall enjoy the same rights and privileges as Social Members described in Article I, Section 1.B.3, below, and shall also entitle the Regular Social Member to one vote on all matters submitted to a vote of the members and permit such member to hold office of the Club. All applicants for a Regular Social Membership shall be liable for a Membership Contribution (as defined below), the cost of which shall be set by the Board of Directors. The Membership Contribution shall become due with or prior to payment of the first year's annual dues; provided, however, any person approved to become a Regular Social Member may pay its Membership Contribution in five (5) equal annual installments, with the first payment becoming due and payable with or prior to payment of the first year's annual dues. Annual dues and payment dates thereof for a Regular Social Membership shall be determined annually by the Board of Directors and must be paid when due to maintain the voting privilege. No Regular Social Member shall be entitled to vote or permitted to hold office until he or she has paid at least one-fifth (1/5) of its Membership Contribution. If a Regular Social Member wishes to terminate his or membership, he or she shall notify the Club of such decision in writing and deliver such written notice to the current Secretary and President of the Club.

B. Non-Voting Memberships.

1. Introductory Membership: An Introductory Member shall be a Limited Season Member or First or Second Year Member who has been elected to membership pursuant to these Bylaws and has not been a member of any other curling club. If any person who has been a member of any type at another curling club prior to application for membership of the Club, such person must apply for Regular Membership of the Club, regardless of the number of years such person was a member at a prior club.

An Introductory Membership shall entitle only the named member to use of the curling club and related facilities of the Club, and shall not entitle the named member to vote on any matter to be taken by the members of the Club entitled to vote.

- (a) Limited Season Membership: A Limited Season Membership shall be open to a person who has no previous curling experience. This is a one-time opportunity for someone to try the sport of curling before joining as a full-time member.
 - (b) First Year Member: A First Year Member shall not have been a curling member of this or any other club, except for those who are coming up from Junior Adult Membership or have participated as a Limited Season Member.
 - (c) Second Year Member: A Second Year Member shall consist of person/persons who shall have been a First Year Member during a year preceding the current year as defined above.
2. Junior Adult Membership: A Junior Adult Membership shall entitle only the named member to use of the curling club and all related facilities of the Club. Junior Adult Memberships may be granted by the Board of Directors, in their discretion, annually to persons who are at least fourteen (14) years of age at the time of application, and will not be twenty-one (21) prior to June 30 of the curling season for which membership application has been received; provided, however, persons who are least 18 years of age prior to June 30 of the curling season for which membership application has been received and who have at least 2 years curling experience may choose to become a Regular Member. Junior Adult Members shall not be entitled to vote or hold office, but will be allowed to curl in adult leagues. Annual dues and payment dates thereof for a Junior Adult Membership shall be determined annually by the Board of Directors.
3. Social Membership: A Social Member shall consist of a person twenty-one (21) years of age or older, as of June 30 preceding the start of the curling season, who has been elected to membership pursuant to these Bylaws. Social Members shall be entitled to curl in three (3) Club league games or one (1) bonspiel, upon invitation of a Regular Member or Regular Senior Member, and may participate in all Club social activities. However, Social Members shall not be entitled to use the Club facilities for practice unless they pay additional dues, which shall be determined by the Board of Directors, as part of their membership. The payment of the additional dues shall entitle the Social Member to use the ice for practice when it is available.
4. Special Memberships: At the sole discretion of the Board of Directors, a person with special or unique circumstances desiring to become a member

of the Club may apply to the Board of Directors for a Special Membership with reduced privileges and reduced dues, fees and other charges. Upon election to membership at the sole discretion of the Board of Directors, such members shall not vote or hold office, but will be allowed to curl in junior and adult leagues.

SECTION 2. ADDITIONAL FACILITIES, MEMBERSHIPS AND CATEGORIES OF MEMBERSHIP: The Club may, in its sole discretion, construct, acquire or otherwise add additional facilities to the Club located either at the Club or at another location, including additional curling facilities. The Club may offer additional categories of membership privileges to its members and such other persons determined by the Club from time to time. If offered, each member may acquire some or all of the additional membership privileges, subject to availability, on such terms and conditions as may be determined by the Board of Directors from time to time. Members who elect to acquire additional membership privileges may be required to pay an additional membership contribution (initiation fee) and additional dues, fees, and charges for the additional membership privileges. The Board of Directors reserves the right to remove or restrict the use of any Club facilities.

SECTION 3. DUES: The Board of Directors reserves the right to set the amount of dues to be payable by any and all classes of members at any level deemed appropriate. The amount of dues for each year is subject to change. All dues and fees will be applied against the Club's operating costs, including debt service. It will be the policy of the Club that the annual and all other dues, plus other receipts by the Club, will be sufficient, insofar as possible to project, to meet the annual operating needs of the Club. Dues, plus any applicable taxes, will be due and payable annually, or on such other basis as determined from time to time by the Board of Directors. Except as otherwise provided for herein, memberships which terminate during the membership year are not entitled to a refund of any dues.

SECTION 4. MEMBERSHIP CONTRIBUTION: Persons desiring to become Regular Members or Regular Social Members of the Club must pay the Club the membership contribution established for memberships on the date the person is approved and invited by the Board of Directors for membership ("**Membership Contribution**"). The amount of the Membership Contribution for all memberships in the Club will be set by the Board of Directors from time to time at any level the Board deems appropriate in its reasonable discretion. Payment for a Membership Contribution may be made in full or in such principal installments on the unpaid balance at such rate as shall be determined by these Bylaws or as set forth in a resolution of the Board of Directors. Equity Participations or Membership Contributions purchased before the Club's regular meeting in 2022 are redeemable provided that such member desiring to redeem its Membership Contribution must notify the Club in writing by delivering written notice to the current Treasurer of the Club by November 1, 2022 of such member's intent to have its Membership Contribution redeemed at a later date. Members that do not notify the Club in writing of their intention to have their Membership Contributions redeemed prior to the date set forth in this Section waive their right to have their Membership Contributions redeemed. Membership Contributions purchased after the Club's regular meeting in 2022 are not redeemable.

SECTION 5. TRANSFER OF MEMBERSHIPS. Memberships are not transferrable or assignable.

SECTION 6. PRIVILEGES: Club privileges for each class of membership shall be subject to rules and regulations which may be prescribed from time to time by the Board of Directors.

SECTION 7. GUEST PRIVILEGES: Guests of any Regular Member, Regular Senior Member, or Regular Social Member may be extended guest privileges subject to applicable guest fees, charges, and the rules and regulations established from time to time by the Board of Directors. Guest privileges may be denied, withdrawn or revoked at any time for reasons considered sufficient by the Board of Directors in its sole and absolute discretion, and members may only reserve a curling time for guests when there are no other scheduled events. Guests may be invited to curl in a league game one (1) time in a current season. No guest may curl in more than one (1) league game in any year. No guest shall curl in a Club play-down or playoff. No guest privileges shall be extended to anyone who is delinquent or in debt to the Club, suspended from the Club, or expelled from the Club. The Club reserves the right to restrict guest privileges, including the number of times a guest may use the Club facilities or the times of play.

ARTICLE II

ELECTION OF NEW MEMBERS; METHOD OF ELECTION TO MEMBERSHIP; RESIGNATION; EXPULSION

SECTION 1. ELECTION OF NEW MEMBERS: Any person of good standing may become a member of the Club upon election by the Board of Directors and payment of the current dues and fees.

The proceedings of the Board of Directors upon the question of an admission to Membership shall be held strictly private and confidential.

SECTION 2. METHOD OF ELECTION TO MEMBERSHIP. All candidates for membership shall be voted upon by the Board of Directors at regular or special meeting or electronically. Members shall be elected only by the vote of two-thirds (2/3) of all directors present at a meeting at which a quorum is present. No rejected candidate shall be again proposed for membership until one (1) year shall have elapsed.

SECTION 3. RESIGNATION: Membership may be terminated by voluntary resignation, in writing or by electronic means delivered to the current Secretary and President of the Club, and accepted by the Board of Directors.

SECTION 4. EXPULSION: A member may be expelled from the Club as provided in the Articles of Incorporation and for good cause shown, such as misconduct or flagrant infraction of the Club rules and practices, but only by the vote of two-thirds (2/3) of all the directors then in office, and after such member shall have been furnished an opportunity

to be heard by the Board of Directors, in their own defense. The Board of Directors shall be the sole judge of what constitutes misconduct or flagrant infraction of Club rules. A motion to reconsider the expulsion of a member may be at the same meeting at which such expulsion is voted or at the next regular meeting, but at no other time. The termination of a membership shall not entitle the member to a refund of any part of any application fee, if any, Membership Contribution, or annual dues paid for said membership. A member who has been expelled from the club may not be readmitted before a period of one (1) year and must receive a simple majority approval of the Board of Directors present at a meeting at which a quorum is present.

SECTION 5. LIABILITY FOR DUES AND ASSESSMENTS: A member shall not be obligated to pay dues or any assessment if he or she elects to resign by properly notifying the Secretary of the Club of their intention to resign within thirty (30) days of receipt of notice of their obligation for such fee, dues, or other indebtedness.

ARTICLE III

MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING: The annual meeting of the membership shall be held on the second Wednesday in June of each year, or at such other time and date within thirty (30) days before or after said date as may be fixed by or under the authority of the Board of Directors, for the purposes of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the date designated herein for the annual meeting of the membership, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the membership as soon thereafter as conveniently may be held.

Notice of the annual meeting shall be mailed or sent via electronic means to all members of the Club entitled to vote no less than ten (10) days and no more than thirty (30) days in advance of such meeting.

SECTION 2. SPECIAL MEETINGS: Special meetings of the members of the Club entitled to vote may be called by the President with the approval of a majority of the Board of Directors present at a meeting at which a quorum is present and must be called by the President within twenty (20) days after receipt of a written request therefore signed by a majority of the Board of Directors then in office, or not less than fifteen (15) members holding voting power of the Club.

SECTION 3. PLACE OF MEETING: The Board of Directors may designate any place, either within or outside the State of Wisconsin, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, whether within or outside the State of Wisconsin, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal business office of the Club in the State of Wisconsin or such other suitable place in the county of such principal office as may be designated by the person

calling such meeting, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the members entitled to vote represented thereat.

SECTION 4. NOTICE OF MEETING. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days (unless a longer period is required by law or the Articles of Incorporation) nor more than fifty (50) days before the date of the meeting, either personally, by mail, or by electronic mail by or at the direction of the President, the Secretary, or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the membership record books of the Club, with postage thereon prepaid. If delivered by electronic mail, such notice shall be deemed delivered when sent.

SECTION 5. VOTING MEMBERS: Each Regular Member, Regular Senior Member, and Regular Social Member of the Club, who have paid such member's Membership Contribution required to be paid at the time of such meeting, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the members. Introductory Members, Junior Adult Members, Social Members (non-voting), and Special Members, shall not be entitled to vote. Each member of the Club entitled to vote, to be entitled to vote in person or by proxy at a meeting of the members, must have paid in full any outstanding dues, assessments, Membership Contribution's then due, and other charges that have been billed to the member as of (1) the date of the membership record books are closed for purposes of the vote, (2) the record date for any such determination of members as fixed in advance by the Board of Directors, or (3) the close of business on the day on which notice of the meeting is mailed, which date has been established pursuant to Article III, Section 6.

SECTION 6. CLOSING OF MEMBERSHIP RECORD BOOKS OR FIXING OF RECORD DATE: For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any proper purpose, the Board of Directors may provide that the membership record books shall be closed for a stated period but not to exceed, in any case, fifty (50) days. If the membership record books shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the membership record books, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than fifty (50) days, and, in case of a meeting of members, not less than ten (10) days prior to the date on which the particular action, requiring such determination of members, is to be taken. If the membership record books are not closed and no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the close of business on the date on which notice of the meeting is mailed shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall be applied to any adjournment thereof except where the determination has been made through the closing of the membership record books and

the stated period of closing has expired.

SECTION 7. VOTING RECORDS: The officer or agent having charge of the membership record books for the Club shall, before each meeting of members, make a complete record of the members entitled to vote at such meeting, or any adjournment thereof, with the address of each. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for the purposes of the meeting. The original membership record books shall be prima facie evidence as to who are the members entitled to examine such membership record books or to vote at any meeting of members. Failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

SECTION 8. QUORUM: Except as otherwise provided in the Articles of Incorporation, at any regular or special meeting, ten percent (10%) of the members entitled to vote present in person, by proxy, or voting by ballot shall constitute a quorum. Should a quorum not be present, the meeting may be adjourned by the President or Vice President from time to time until the required quorum is secured. If, however, an election is to be held at such meeting, or action taken upon any matter upon which members entitled to vote may vote by ballot, as provided by these Bylaws, and sealed ballots shall have been returned, such meeting may be held for the purpose of such election, or for the purpose of action upon any other matter upon which sealed ballots shall have been returned. The presiding officer shall, upon the direction of the Board of Directors, adjourn any such meeting and direct that further notice be given to the members entitled to vote if it shall appear from the ballot cast on any question submitted to the members entitled to vote that the vote is not conclusive and that a decisive vote might be secured by allowing additional time for the reception of ballots.

SECTION 9. CONDUCT OF MEETINGS: The President, and in his absence, a Vice President, and in their absence, any person chosen by the members present shall call the meeting of the members to order and shall act as chairman of the meeting, and the Secretary shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting. A majority of the votes entitled to be cast by the members entitled to vote present in person or represented by proxy or voting by ballot at a meeting at which a quorum is present shall be sufficient for the adoption of any matter necessary to be voted upon by the members entitled to vote.

SECTION 10. PROXIES: At all meetings of members, a member entitled to vote may vote in person or by proxy appointed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary before or at the time of the meeting. Unless otherwise provided in the proxy, a proxy may be revoked at any time before it is voted, either by written notice filed with the Secretary or the acting Secretary of the meeting or by oral notice given by the member to the presiding officer during the meeting. The presence of a member entitled to vote who has filed his proxy shall not of itself constitute a revocation. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. The Board of Directors shall have

the power and authority to make rules as to the validity and sufficiency of proxies.

SECTION 11. VOTING ON QUESTION BY BALLOT: Any action that may be taken at an annual, regular, or special meeting of members may be taken without a meeting if the Club delivers a written ballot to every member entitled to vote on the matter. The ballot on such questions shall be in such form as the directors may prescribe, and shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. 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. A solicitation for votes by written ballot shall include all of the following:

1. The number of responses needed to meet the quorum requirements.
2. The percentage of approvals necessary to approve each matter other than election of directors.
3. The time by which a ballot must be received by the corporation in order to be counted.

Except as otherwise provided in the Articles of Incorporation or these Bylaws, a written ballot may not be revoked.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS AND NUMBER OF DIRECTORS: The business and affairs of the Club shall be managed by the Board of Directors pursuant to the Articles of Incorporation and these Bylaws. The Board of Directors shall consist of nine (9) Regular Members or Regular Senior Members (or a combination thereof), of whom eight (8) shall be elected by the members entitled to vote on such election and shall serve staggered terms of three (3) years each, and one (1) of whom will be the chair of the lady "Kettles" organization and serve a two (2) year term. The chair of the lady "Kettles" organization must be a Regular Member or Regular Senior Member of the Club, and shall be elected by the lady "Kettles" organization for a two (2) year term and have full voting privileges.

SECTION 2. DIRECTOR NOMINATIONS.

- A. Director Nomination Process. The Board of Directors shall, at least thirty (30) days previous to each regular annual meeting, appoint a committee not to exceed seven (7) of the most recent, consenting, active dues paying past presidents, to be known as the Nominating Committee, whose duty it shall be to nominate and to mail or deliver via electronic means to the members entitled to vote at least twenty (20) days prior to such annual regular meeting, a list of candidates for each such

position of director as is to be filled for the ensuing year. Any fifteen (15) members of the Club entitled to vote may nominate a different director or directors, and file the same over their signatures with the Club Secretary within five (5) days after the delivery of the names of the nominees by the Nominating Committee, and thereafter the names of all nominees shall be placed upon the ballot and mailed to every member of the Club entitled to vote. If a member of the Nominating Committee shall be suggested as a candidate, and signifies willingness to be a candidate for any elective office, that member of the Nominating Committee shall be relieved of their duties as a member of the Nominating Committee. All nominations are subject to the tenure and qualifications specified in Article IV, Section 3. The current President may not serve on this committee. The Board of Directors shall appoint a Chairman pro-tem of the Nominating Committee until a permanent Chairman is elected, which shall be the first order of business.

- B. Election Committee. The President shall appoint an Election Committee, consisting of three (3) Regular Members or Regular Senior Members, whose duty shall be to attend the annual meeting, to receive and canvass the ballot and report the result thereof to the members and Board of Directors.
- C. Election Ballots The Secretary shall prepare and cause to be printed, fixing the position of the names of all candidates thereon by lot, a ballot, containing the names of all nominees, which shall be mailed to each member of the Club entitled to vote with an envelope addressed to the Election Committee, with place for the signature of the member of the Club entitled to vote upon the rear of the envelope, at least seven (7) days prior to the annual meeting. Such ballots shall indicate the number of the directors to be voted for and elected and the names of the retiring directors whose offices are to be filled and the candidates therefore. The name of any nominee who has indicated, in writing delivered to the Secretary of the Club, their unwillingness to be a candidate shall not be included on the ballot.
- D. Balloting Upon Election. One (1) hour before the call of the meeting on the date of each annual meeting, the polls shall be open and the Election Committee shall attend at the place of the annual meeting and receive all ballots. Ballots may be mailed or delivered by the member of the Club entitled to vote to the Election Committee, and bearing the identifying signature of the member of the Club entitled to vote casting such ballot, on the reverse side of the envelope. During the hours in which the polls are open, the names of the members of the Club entitled to vote casting ballots by mail or in person shall be checked or recorded by the Election Committee on an alphabetical list of the members of the Club entitled to vote, and the sealed ballots deposited in the ballot box. The envelopes addressed to the Election Committee bearing the identifying signatures of members who have voted shall be retained until after the Election Committee has submitted its report to the Board of Directors. The polls should be closed at the call of the meeting, at which time the Election Committee shall open the ballot box, and the votes for each candidate shall be counted, recorded and the results reported at the annual meeting.

- E. Cumulative Voting Not Permitted. Cumulative voting shall not be permitted, but a member may vote for less than the number of directors to be elected. Should a member in either case vote for more than the number to be elected, the ballot as to the directors for which the member so voted shall be rejected. A tie between candidates shall be decided by lot. The person receiving the largest number of votes for the office for which he or she is a candidate shall be elected thereto.

SECTION 3. TENURE AND QUALIFICATION: No person may be elected for more than two (2) consecutive terms. Persons who have served two (2) consecutive terms are eligible for election to the Board of Directors one (1) year after their second term expired. All directors on the Board of Directors shall be a Regular Member or Regular Senior Member in good standing absent of any outstanding fees due the Club. Any director or the entire Board of Directors may be removed from office, with or without cause, by affirmative vote of a majority of the members of the Club entitled to vote for the election of such director, taken at a meeting of members called for that purpose. A director who has not attended a minimum of seventy-five percent (75%) of all regularly scheduled meetings of the Board of Directors in an annual election cycle, or who has missed more than two (2) consecutive regularly scheduled meetings of the Board of Directors, may be removed from office by the affirmative vote of the majority of other directors.

SECTION 4. REGULAR MEETINGS: A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after the annual meeting of members, and each adjourned session thereof. The place of such regular meeting shall be the same as the place of meeting of members which precedes it, or such other suitable place as may be announced at such meeting of members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Wisconsin, for the holding of additional regular meetings without other notice than such resolution. The President shall prepare an Agenda for each meeting. Members of the Board of Directors who wish to have items placed on the Agenda shall contact the President prior to the next scheduled board meeting date.

SECTION 5. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by or at the request the President, or any two (2) directors. The persons calling any special meeting of the Board of Directors may fix any place, within the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them, and if no other place is fixed the place of meeting shall be the principal office of the Club in the State of Wisconsin. Special meetings of the Board of Directors must be preceded by at least two (2) days' notice to each director of the date, time and place, but not the purpose, of the meeting. The President shall prepare an Agenda for each meeting. Members of the Board of Directors who wish to have items placed on the Agenda shall contact the President prior to the next scheduled board meeting date.

SECTION 6. NOTICE OF MEETINGS: Notice of each meeting of the Board of Directors (unless otherwise provided in or pursuant to Article IV, Section 5) shall be given by written notice delivered personally or mailed or given by telephone or electronic mail to each director at his business or home address or at such other address as such director shall have designated in writing filed with the Secretary, in each case not less than 48 hours

prior thereto. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by electronic mail, such notice shall be deemed to be delivered when delivered; if by telephone, at the time the call is completed. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereto 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 Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 7. QUORUM: Except as otherwise provided by the Wisconsin Nonstock Corporation Law or by the Articles of Incorporation or these Bylaws, a majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

SECTION 8. MANNER OF ACTING: The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Wisconsin Nonstock Corporation Law or by the Articles of Incorporation or these Bylaws.

SECTION 9. CONDUCT OF MEETINGS: The President, or in their absence, the Vice President, and in their absence, any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as chairman of the meeting. The Secretary of the Club shall act as Secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any director or other person present to act as Secretary of the meeting. Unless the Articles of Incorporation or these Bylaws provide otherwise, the Board of Directors may permit any or all directors to participate in regular or special meetings or in a committee meeting of the Board by, or to conduct the meeting through the use of, any means of communication by which any of the following occurs: (1) all participating directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. If a meeting will be conducted through the use of any means described in this Section, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting by any means described in this Section is considered to be present in person at the meeting. If requested by a director, minutes of the meeting shall be prepared and distributed to each director.

SECTION 10. VACANCY: Any vacancy occurring in the Board of Directors, created by the death or resignation of a serving director may be filled by the affirmative vote of a majority of the directors present at a meeting at which a quorum is present, even though it may be less than a quorum, and the person so elected shall serve until the next regular meeting at which time a director shall be elected by the members of the Club entitled to vote to serve for the unexpired term of such director, if any. Any vacancy occurring in the Board of Directors created by amendment of Article IV, Section 1, to increase the number

of directors may be filled until the next succeeding annual meeting of members by the affirmative vote of a majority of directors present at a meeting at which a quorum is present. Any vacancy created by the removal of a director(s) by a vote of the members of the Club entitled to vote at a meeting called for that purpose may be filled by the members of the Club entitled to vote at the same meeting held for that purpose or at any adjournment thereof.

SECTION 11. COMPENSATION: The Board of Directors, by affirmative vote of a majority of the directors present at a meeting at which a quorum is present, and irrespective of any personal interest of any of its members, may establish reasonable compensation to all employees for services to the Club, and the manner and time and payment thereof, or may delegate such authority to an appropriate committee. Directors of the Club shall not be compensated.

SECTION 12. PRESUMPTION OF ASSENT: A director who is present at a meeting of the Board of Directors or a committee thereof of which he or she is a member at which action or any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered into the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Club immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 13. COMMITTEES: The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of directors present at a meeting at which a quorum is present may designate one or more committees, each committee to consist of one or more directors elected by the Board of Directors, which to the extent provided in said resolution as initially adopted, and as thereafter supplemented or amended by further resolution adopted by a like vote, shall have and may exercise, when the Board of Directors is not in session, the power of the Board of Directors in the management of the business and affairs of the Club, except action in respect to election of the principal officers or the filling of vacancies in the Board of Directors or committees created pursuant to this section. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee, upon request by the President. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

SECTION 14. ACTION WITHOUT MEETING: Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action is signed by all of the directors then in office. A consent under this section has the same force and effect as a vote of the Board of Directors taken at a meeting and may be described as such in any articles or document. The written action is effective when signed by the required number of directors, unless a different effective date and time are specified in the written consent.

ARTICLE V

OFFICERS

SECTION 1. NUMBER: The principal officers shall be a President, one or more Vice Presidents (the number and designations to be determined by the Board of Directors), a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. The Board of Directors may designate one (1) of the Vice Presidents as the Executive Vice President. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors or the President. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary and offices of President and Vice President.

SECTION 2. ELECTION AND TERM OF OFFICE: The officers to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office for one (1) year and until his or her successor shall have been duly elected or until his or her prior death, resignation or removal. No person who shall have held the office of President for two (2) consecutive years shall be eligible for election for the third year, but after such year has expired, such person shall again be so eligible.

SECTION 3. REMOVAL: Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interest of the Club will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

SECTION 4. VACANCIES: A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

SECTION 6. DUTIES OF THE PRESIDENT: The President will preside over all meetings of the Board of Directors and of the members and enforce observance of the provisions of these Bylaws and all Rules and Regulations of the Club. The President shall have general and active management of the business of the Club and shall see that all orders and resolutions of the Board are carried into effect. The President shall preside at all meetings of the members and of the Board of Directors. The President may call special meetings of the Board of the Board of Directors, will be an *exofficio* member of all standing committees, shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation, and is empowered to execute all papers and documents requiring execution in the name of the Club.

SECTION 8. DUTIES OF THE VICE PRESIDENT: The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President. He or she shall perform such other duties as may be delegated to them by the

President or Board of Directors.

SECTION 9. DUTIES OF THE SECRETARY: The Secretary, or designee, shall attend all meetings of the members and of the Board of Directors, and shall preserve in books of the Club true minutes of the proceedings of all such Meetings. The Secretary shall safely keep in their custody the Seal of the Club and shall have authority to affix the same to all instruments where its use is required. The Secretary will be responsible for giving all required notices of such meetings required by Statutes, Bylaws, or Resolution, and shall perform such other duties as may be delegated to him or her by the Board of Directors.

SECTION 10. DUTIES OF THE TREASURER: The Treasurer will cause to be collected, held and disbursed, under the direction of the Board of Directors, all monies of the Club, and it will be the Treasurer's duty to collect monies due the Club from the issue of memberships, dues, and charges of members of the Club, and all amounts due from others. The Treasurer, or designee, shall have custody of all Club funds and securities and shall keep in books belonging to the Club full and accurate accounts of all receipts and disbursements; he or she shall deposit all monies, securities and other valuable effects in the name of the Club in such depositories as may be designated for that purpose by the Board of Directors. He or she shall disburse the funds of the Club as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at the annual meeting of the Board of Directors, and whenever requested by them an account of all their transactions as Treasurer and of the financial condition of the Club. If required by the Board of Directors, the Treasurer shall deliver to the President, and keep in force, a bond in form, amount and with a surety or sureties satisfactory to the Board, conditioned for the faithful performance of the duties of their office, and for restoration to the Club in case of their death, resignation, retirement, or removal from office, of all books, papers, brochures, money and property of whatever kind in their possession or under their control belonging to the Club. Any other person or persons having access to monies of the Club or its bank accounts will be similarly bonded.

SECTION 11. OTHER OFFICERS: The Board of Directors may appoint additional officers and assign their duties. Any officer may be given additional assignments and duties by the Board of Directors.

ARTICLE VI

INDEMNIFICATION

SECTION 1. INDEMNIFICATION OF DIRECTORS AND OFFICERS: The Club shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the company, or is or was serving at the request of the company as a director, officer, employee or agent of another company, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such

action, suit or proceeding, to the extent and under the circumstances permitted by the Wisconsin Nonstock Corporation Law. Such indemnification (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standards of conduct set forth in the Wisconsin Nonstock Corporation Law. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by members of the Club entitled to vote on a matter. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such a person. The actual amount paid to any officer or director by way of indemnification shall not exceed actual, reasonable, and necessary expenses incurred in connection with the matter involved.

ARTICLE VII

FISCAL YEAR

The Club will operate on a fiscal year basis -- May 1 through April 30.

ARTICLE VII

AMENDMENTS

SECTION 1. EFFECT OF BYLAWS: These Bylaws shall supersede all Bylaws heretofore adopted and all other rules and regulations of the Club inconsistent herewith.

SECTION 2. AMENDMENT: These Bylaws may be altered, amended, or repealed from time to time by vote of two-thirds (2/3) of all of the directors then serving.

SECTION 3. IMPLIED AMENDMENTS OF BYLAWS: Any action taken or authorized by the Board of Directors, which would be inconsistent with the bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the bylaws so that the bylaws would be consistent with such action, shall be given the same effect as though the bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

SECTION 4. DISTRIBUTION OF BYLAWS: Whenever the Board of Directors shall so order, the Secretary shall cause to be prepared a document containing the Bylaws and any other such rules or regulations as shall be prescribed by the Board of Directors. Printed or electronic copies thereof shall be made available to all members.

ARTICLE VIII

INDEBTEDNESS

SECTION 1. INDEBTEDNESS: Neither the Board of Directors nor any of its officers, acting either individually or collectively, shall have the authority to commit the Club and its members to any indebtedness exceeding the greater of \$10,000.00 or 10% of the annual Club budget without first receiving the approval of two-thirds (2/3) of the members of the Club entitled to vote on a matter at an annual meeting or at a special meeting called specifically to rule on the question of incurring said indebtedness. Indebtedness not expected to exceed ninety (90) days is allowed if there is reasonable expectation that the cost will be reimbursed through insurance proceeds.

SECTION 2. MEMBER NOTIFICATION: Any request from a member or the Board of Directors, to incur a debt exceeding the amount outlined above, shall be submitted, to the entire membership at least seven (7) days prior to the date of the regular annual or special meeting at which the question will be presented for approval.

ARTICLE IX

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Club, and such authorization may be general or confined to specific instances. No contract or other transaction between the Club 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 are financially interested, 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 Club. 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.

SECTION 2. LOANS: No indebtedness for borrowed money shall be contracted on behalf of the Club and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority granted by these Bylaws or of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

SECTION 3. CHECKS, DRAFTS, ETC: All checks, drafts or other orders for the

payment of money, notes or other evidences of indebtedness issued in the name of the Club, shall be signed by such officer(s), employee(s) or agents of the Club and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

SECTION 4. DEPOSITS: All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICLE X

PROHIBITED TRANSACTIONS

SECTION 1. PROHIBITED TRANSACTIONS. The Club shall not, and the directors, the members or the officers nor any of them shall have any power to cause the Club: (1) to lend any part of its income or corpus, without the receipt of adequate security and a reasonable rate of interest; (2) to pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered; (3) to make any part of its services available on a preferential basis; (4) to make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth; (5) to sell any substantial part of its securities or other property for less than an adequate consideration in money or money's worth; or (6) to engage in any other transaction which results in a substantial diversion of its income or corpus to any person who has made a substantial contribution to the Club, a brother, sister, spouse, ancestor or lineal descendant of such a person, or a corporation directly or indirectly controlled by such a person. Any transaction which violates the foregoing prohibitions shall be absolutely void as to the Club and the officers or directors who authorized or effected the same shall be jointly and severally liable in their individual capacities to revoke or rescind the transaction and to restore the Club, its income and corpus, to the condition prevailing before the transaction was attempted.

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