

**AMENDED AND RESTATED BYLAWS
OF
ST CROIX VALLEY INDOOR TENNIS ASSOCIATION
EFFECTIVE SEPTEMBER 17, 2024**

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ARTICLE 1

Identification

Section 1.01. Name. The corporation's name is **ST. CROIX VALLEY INDOOR TENNIS CLUB, INC.** (the "corporation").

Section 1.02. Principal and Business Offices. The corporation may have such principal and other business offices, either within or outside the Town of Hudson or the state of Wisconsin, as the board of directors may designate or as the corporation's business may require from time to time.

Section 1.03. Registered Agent and Office. The corporation shall continuously maintain both a registered office in the state of Wisconsin and a registered agent with an email address. The corporation's registered agent may be changed from time to time by or under the authority of the board of directors. The address of the corporation's registered office may be changed from time to time by or under the authority of the board of directors, or by the registered agent, and the registered agent may change its email address. The business office of the corporation's registered agent shall be identical to the registered office. The corporation's registered office may be, but need not be, identical with the corporation's principal office in the state of Wisconsin.

Section 1.04. 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 1.05. Fiscal Year. The fiscal year of the corporation shall be September 1 through August 31 unless otherwise determined by the board of directors.

ARTICLE 2

Shareholders

Section 2.01. Annual Meeting. The annual shareholders' meeting shall be held on first Tuesday of the last week of September of each year at 7 o'clock p.m., beginning with the year 2025, or at such other date and time within 30 days before or after this date as may be fixed by or under the authority of the board of directors, for the purpose of electing directors and transacting such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in Wisconsin, the meeting shall be held on the next succeeding business day.

Section 2.02. Special Meetings. Special shareholders' meetings may be called (1) by the president, (2) by the board of directors or such other officer(s) as the board of directors may authorize from time to time, or (3) by the president or secretary upon the written request of the holders of record of at least 10% of all the votes entitled to be cast upon the matter(s) set forth as the purpose of the meeting in the written request. Upon delivery to the president or secretary of a written request pursuant to (3), above, stating the purpose(s) of the requested meeting, dated and signed by the person(s) entitled to request such a meeting, it shall be the duty of the officer to whom the request is delivered to give, within 30 days after such delivery, notice of the meeting to shareholders. Notice of any special meetings shall be given in the manner provided in Section 2.04 of these bylaws. Only business within the purpose described in the special meeting notice shall be conducted at a special shareholders' meeting.

Section 2.03. 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 or special shareholders' meeting or any adjourned meeting. If the board of directors makes no designation, the place of meeting shall be the corporation's principal office. The board of directors may, in its sole discretion, determine that any annual or special meeting of the shareholders may be held without a location entirely by means of remote communication as provided in Section 2.14.

Section 2.04. Notice of Meetings. The corporation shall notify each shareholder who is entitled to vote at the meeting, and any other shareholder entitled to notice under Wis. Stat. ch. 180, of the date, time, and place of each annual or special shareholders' meeting, and, if the board of directors has authorized participation in a meeting by remote communication, the information needed for shareholders to participate in that manner. In the case of special meetings, the notice shall also state the meeting's purpose. Unless otherwise required by Wis. Stat. ch. 180, the meeting notice shall be given not less than 10 days nor more than 60 days before the meeting date. Notice may be given orally or communicated in person or by telephone, by fax, email, or other form of electronic transmission, by private carrier, or in any other manner provided by Wis. Stat. ch. 180. Written notice, if mailed, is effective when mailed; and such notice may be addressed to the shareholder's address shown in the corporation's current record of shareholders. Written notice provided in any other manner is effective when received. Oral notice is effective when communicated. Notice may only be transmitted electronically to a shareholder in a manner authorized by the shareholder.

Section 2.05. Waiver of Notice. A shareholder may waive notice of any shareholders' meeting at any time. The waiver must be in writing, contain the same information that would have been required in the notice (except that the time and place of the meeting need not be stated), be signed by the shareholder, and be delivered to the corporation for inclusion in the corporate records. A shareholder's attendance at a meeting, in person or by proxy, waives objection to lack of notice or defective notice, unless the shareholder at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting.

Section 2.06. Fixing of Record Date. For the purpose of determining shareholders of any voting group entitled to notice of or to vote at any shareholders' meeting, shareholders entitled to demand a special meeting under Section 2.02 of these bylaws, or shareholders entitled to receive payment of any distribution or dividend, or in order to determine shareholders for any other proper purpose, the board of directors may fix a future date as the record date. The record date shall not be more than 70 days before the date on which the particular action requiring this determination of shareholders is to be taken. If no record date is so fixed by the board, the record date shall be as follows:

1. With respect to an annual shareholders' meeting or any special shareholders' meeting called by the board or any person specifically authorized by the board or these bylaws to call a meeting, at the close of business on the day before the first notice is delivered to shareholders;
2. With respect to a special shareholders' meeting demanded by the shareholders, on the date the first shareholder signs the demand;
3. With respect to actions taken in writing without a meeting (pursuant to Section 2.13 of these bylaws), on the effective date specified in the consent, or if no date is specified, on the date the first shareholder signs the consent;
4. With respect to determining shareholders entitled to a share dividend, on the date the board authorizes the share dividend;
5. With respect to determining shareholders entitled to a distribution (other than a distribution involving a repurchase or reacquisition of shares), on the date the board authorizes the distribution; and
6. With respect to any other matter for which such a determination is required, as provided by law.

When a determination of the shareholders entitled to vote at any shareholders' meeting has been made as provided in this section, the determination shall apply to any adjournment of the meeting unless the board of directors fixes a new record date, which it must do if the meeting is adjourned to a date more than 120 days after

the date fixed for the original meeting.

Section 2.07. Voting List. After fixing a record date for a meeting, the corporation shall prepare a list of the names of all shareholders who are entitled to notice of a shareholders' meeting. The list shall be arranged by class or series of shares, if any, and show the address of and number of shares held by each shareholder. The corporation shall make the shareholders' list available for inspection by any shareholder, beginning two business days after notice is given of the meeting for which the list was prepared and continuing to the meeting date, at the corporation's principal office, at the place identified in the meeting notice in the city where the meeting will be held, or on a reasonably accessible electronic network if the information required to gain access to the list is provided with the notice of the meeting. A shareholder or the shareholder's agent or attorney may, on written demand, inspect and (subject to any restrictions set forth in Wis. Stat. ch. 180) copy the list during regular business hours and at the shareholder's expense, during the period that it is available for inspection. The corporation shall make the shareholders' list available at the meeting, and any shareholder or shareholder's agent or attorney may inspect the list at any time during the meeting or any adjournment (unless the meeting is held solely by means of remote communication, in which case the list shall be open to examination during the entire time of the meeting on a reasonably accessible electronic network, and the information required to gain access to the list shall be provided with the notice of the meeting).

Section 2.08. Quorum and Voting Requirements. Shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those shares exists with respect to that matter. Except as otherwise provided by the articles of incorporation, these bylaws, or any provision of Wis. Stat. ch. 180, a majority of the votes entitled to be cast on the matter by the voting group shall constitute a quorum of that voting group for action on that matter. If a quorum exists, action on a matter (other than the election of directors under Section 3.02 of the bylaws) by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast within the voting group opposing the action and constitute 51% or more of the votes of the voting group represented at the meeting, unless the articles of incorporation, these bylaws, or any provision of Wis. Stat. ch. 180 requires a greater number of affirmative votes. Once a share is represented for any purpose at a meeting, other than for the purpose of objecting to holding the meeting or transacting business at the meeting, it is considered present for purposes of determining whether a quorum exists, for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is or must be set for that adjourned meeting. At the adjourned meeting at which a quorum is represented, any business may be transacted that might have been transacted at the meeting as originally noticed.

Section 2.09. Conduct of Meetings. The chairperson of the board of directors, and in the chairperson's absence, the president, and in the absence of both, a vice president in the order provided under Section 4.10 of these bylaws, or such other person as may be appointed by the board of directors, shall act as the chairperson of a shareholders' meeting and shall have the authority to preside over the meeting. The order of business at any shareholders' meeting shall be as follows:

1. Roll call; and
2. Proof of proper notice of meeting or receipt of waiver of notice.

If a quorum is present, the meeting shall continue with the following items of business:

3. Appointment of inspectors of election, if requested by a vote of the shareholders in attendance in accordance with Section 2.08 of these bylaws;
4. Approval of minutes of preceding meeting, unless dispensed with by a vote of the shareholders in attendance in accordance with Section 2.08 of these bylaws;

5. Board of directors' report, if any;
6. Officers' reports, if any;
7. Committee reports, if any;
8. Election of directors, if necessary;
9. Unfinished business, if any; and
10. New business, if any.

The order of business at any meeting may, however, be changed by the chairperson of the meeting. The chairperson of the meeting may designate a corporate officer or any other person in attendance to keep and prepare minutes of the meeting.

Section 2.10. Proxies. At all shareholders' meetings, a shareholder entitled to vote may vote in person or by proxy appointed in writing by the shareholder or by the shareholder's duly authorized attorney-in-fact. A proxy appointment shall become effective when received by the secretary or other officer or agent of the corporation authorized to tabulate votes. Unless otherwise provided in the appointment form, a proxy appointment may be revoked at any time before it is voted, either by written notice filed with the secretary or other officer or agent of the corporation authorized to tabulate votes, or by oral notice given by the shareholder during the meeting. The presence of a shareholder who has filed a proxy appointment shall not of itself constitute a revocation. A proxy appointment shall be valid for 11 months from the date of its execution, unless otherwise provided in the appointment form. The board of directors shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxy appointments.

Section 2.11. Voting of Shares. Each outstanding share shall be entitled to one vote upon each matter submitted to a vote at a shareholders' meeting, except as otherwise required by the articles of incorporation or by Wis. Stat. ch. 180.

Section 2.12. Voting of Shares by Certain Holders.

(a) Other Corporations. Shares standing in another corporation's or other business entity's name may be voted either in person or by proxy, by the other corporation's or other entity's president or any other officer of the other corporation or entity or any agent, manager, partner, or representative of the other corporation or entity purporting to have that authority. The vote by, or a proxy appointment executed by, any person purporting to have that authority shall be conclusive evidence of the voter's or signer's authority to act, in the absence of express notice to this corporation, given in writing to this corporation's secretary or other officer or agent of this corporation authorized to tabulate votes, of the designation of some other person by the other corporation or entity.

(b) Legal Representatives and Fiduciaries. Shares held by a personal representative, administrator, executor, guardian, conservator, trustee in bankruptcy, receiver, or assignee for creditors, in a fiduciary capacity, may be voted by the fiduciary, either in person or by proxy, without transferring the shares into the fiduciary's name, provided that there is filed with the secretary, before or at the time of the meeting, proper evidence of the fiduciary's incumbency and the number of shares held. Shares standing in a fiduciary's name may be voted by the fiduciary, either in person or by proxy. The vote by a person purporting to be a fiduciary, or a proxy appointment or consent executed in a manner that purports the signer is a fiduciary, shall be conclusive evidence of the fiduciary's authority to vote or give the proxy appointment or consent, in the absence of express notice to the corporation, given in writing to the secretary or other officer or agent of the corporation

authorized to tabulate votes, that this manner of voting is expressly prohibited or otherwise directed by the document order or other action creating the fiduciary relationship.

(c) Incompetent and Spendthrift Persons. Shares held by an incompetent or spendthrift person may be voted in person or by proxy appointment, and no such vote shall be subject to disaffirmance or avoidance unless before the vote the secretary or other officer or agent of the corporation authorized to tabulate votes has actual knowledge that the shareholder has been adjudicated an incompetent or spendthrift person or has actual knowledge that judicial proceedings for appointment of a guardian have been filed.

(d) Joint Tenants. Shares registered in the names of two or more persons who are named in the registration as joint tenants may be voted in person or by proxy signed by one or more of the joint tenants if either (1) no other joint tenant or legal representative of a joint tenant is present and claims the right to participate in the voting of the shares or before the vote files with the secretary or other officer or agent of the corporation authorized to tabulate votes a contrary written voting authorization or direction or written denial of authority of the joint tenant present or signing the proxy appointment proposed to be voted, or (2) all other joint tenants are deceased and the secretary or other officer or agent of the corporation authorized to tabulate votes has no actual knowledge that the survivor has been adjudicated not to be the successor to the interests of the deceased joint tenants.

Section 2.13. Action Without a Meeting. Any action required or permitted by the articles of incorporation, these bylaws, or any provision of Wis. Stat. ch. 180 to be taken at a shareholders' meeting may be taken without a meeting by the consent of those shareholders who would have the voting power to cast at a meeting not less than the minimum number (majority of the total voting shares) (or, in the case of voting by voting groups, the minimum numbers) of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote were present and voted. The consent of the shareholders shall be effective when one or more written consents describing the action taken, signed by the number of shareholders sufficient to take the action, are delivered to the corporation for inclusion in the corporate records, unless some other effective date is specified in the consent. Within 10 days after action taken by the consent of shareholders pursuant to this bylaw becomes effective, the corporation shall give notice of the action to shareholders who would have been entitled to vote on the action if a meeting were held but whose shares were not represented on the written consent or consents.

Section 2.14. Remote Participation in Meetings. The board of directors may authorize shareholders and proxies of shareholders to participate in a meeting of shareholders by means of remote communication and may establish procedures and guidelines for remote communication. If participation by remote communication is authorized, the corporation shall (1) implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a shareholder or proxy of a shareholder; (2) implement reasonable measures to provide shareholders and proxies of shareholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting concurrently with the proceedings; and (3) maintain a record of voting or action by any shareholder or proxy of a shareholder that votes or takes other action at the meeting by means of remote communication.

Section 2.15. Electronic Signatures. The words "execution," "signed," "signature," "written consent" and words of like import in these Bylaws or in any other certificate, agreement or document related to these Bylaws, if any, shall include images of manually executed signatures transmitted by facsimile or other electronic format (including, without limitation, "pdf", "tif" or "jpg") and other electronic signatures (including, without limitation, DocuSign and AdobeSign). The use of electronic signatures and electronic records (including, without limitation, any proxy or other record created, generated, sent, communicated, received, or stored by electronic means) shall be of the same legal effect, validity and enforceability as a manually executed signature or use of a

paper-based record-keeping system to the fullest extent permitted by applicable state law.

ARTICLE 3

Board of Directors

Section 3.01. General Powers. The corporation's powers shall be exercised by or under the authority of, and its business and affairs shall be managed under the direction of, its board of directors, subject to any limitation set forth in the articles of incorporation.

Section 3.02. Election. Directors shall be elected by the shareholders at each annual shareholders' meeting. Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

Section 3.03. Number, Tenure, and Qualifications. The number of directors of the corporation shall be nine (9). Unless elected to a shorter term, each director shall serve for a three (3) year term. Each director shall serve for the term in which they are elected and until the director's successor shall have been elected by the shareholders or until the director's death, resignation, or removal. A director may be removed from office by a vote of the shareholders taken at any shareholders' meeting called for that purpose, provided that a quorum is present. A director may resign at any time by delivering a written resignation that complies with the provisions of Wis. Stat. ch. 180 to the board of directors, the chairperson of the board of directors, or the corporation. Directors need not be residents of the state of Wisconsin or shareholders of the corporation.

Section 3.04. Regular Meetings. A regular meeting of the board of directors shall be held without other notice than this bylaw immediately after the annual shareholders' meeting. The place of the regular board of directors' meeting shall be the same as the place of the shareholders' meeting that precedes it, or such other suitable place as may be announced at the shareholders' meeting, or a regular board of directors' meeting may be conducted without a location entirely by means of simultaneous communication described in Section 3.06. The board of directors may provide, by resolution, the time and place, either within or outside the state of Wisconsin, for the holding of additional regular meetings or that any additional regular meeting be conducted without a location entirely by means of simultaneous communication.

Section 3.05. Special Meetings. Special meetings of the board of directors may be called by or at the request of the chairperson of the board, if any, or by the president, the secretary, or any two directors. The person or persons authorized to call special board of directors' meetings may fix any place, either within or outside the state of Wisconsin, as the place for holding any special board meeting called by them, and if no other place is fixed, the meeting place shall be the corporation's principal office in the state of Wisconsin, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the directors in attendance at the meeting. If permitted by the board of directors, any special meeting called may be conducted without a location entirely by means of simultaneous communication.

Section 3.06. Meetings by Simultaneous Means of Communication. The board of directors, or any committee of the board, may, in addition to conducting meetings in which each director participates in person, and notwithstanding any place set forth in the notice of the meeting or these bylaws, conduct any regular or special meeting by the use of any simultaneous means of communication, provided that (1) all participating directors may simultaneously hear each other during the meeting or all communication during the meeting is immediately transmitted to each participating director, and (2) each participating director is able to immediately send messages to all other participating directors. Before the commencement of any business at a meeting at which any directors do not participate in person, all participating directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 3.07. Notice of Meetings; Waiver of Notice. Notice of each board of directors' meeting, except meetings pursuant to Section 3.04 of these bylaws, shall be delivered to each director at the director's business address or at such other address as the director shall have designated in writing and filed with the secretary. Notice may be given orally or communicated in person or by telephone, by email, or other form of electronic transmission, by private carrier, or in any other manner provided by Wis. Stat. ch. 180. Notice shall be given not less than 48 hours before the meeting being noticed. Written notice is effective at the earlier of the time it is received or five days after it is deposited with postage prepaid in the U.S. mail. Oral notice is effective when communicated. A director may waive notice required under this section or by law at any time, whether before or after the time of the meeting. The waiver must be in writing, signed by the director, and retained in the corporate record book. The director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the director at the beginning of the meeting or promptly upon the director's arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special board of directors' meeting need be specified in the notice or waiver of notice of the meeting.

Section 3.08. Quorum Requirement. Except as otherwise provided by Wis. Stat. ch. 180, the articles of incorporation, or these bylaws, a majority of the number of directors as required in Section 3.03 of these bylaws shall constitute a quorum for the transaction of business at any board of directors' meeting. A majority of the number of directors appointed to serve on a committee as authorized in Section 3.14 of these bylaws shall constitute a quorum for the transaction of business at any committee meeting. These provisions shall not, however, apply to the determination of a quorum for actions taken under emergency bylaws, for actions taken to determine a director's right to indemnification from the corporation, or any other provisions of these bylaws or Wis. Stat. ch. 180 that prescribe different quorum requirements.

Section 3.09. Voting Requirement. The affirmative vote 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 or a committee of the board of directors. This provision shall not, however, apply (1) to any action taken by the board of directors pursuant to Article 7 of these bylaws; (2) to any action to fill a vacancy on the board of directors if the directors remaining in office constitute less than a quorum; (3) to any action by the remaining directors on a committee of the board of directors to fill a vacancy on the committee (if such action is authorized by a resolution of the board of directors); (4) to any actions taken to determine a director's right to indemnification from the corporation; or (5) if the affirmative vote of a greater number of directors is required by Wis. Stat. ch. 180, the articles of incorporation, or any other provision of these bylaws.

Section 3.10. Conduct of Meetings. The chairperson of the board of directors, and in the chairperson's absence, the president, and in the absence of both, a vice president in the order provided under Section 4.10 of these bylaws, and in their absence, any director chosen by the directors present, shall call to order board of directors' meetings and shall act as chairperson of the meeting. The corporation's secretary shall act as secretary of all board of directors' meetings, but in the secretary's absence, the presiding officer may appoint any assistant secretary, director, or other person present to act as secretary of the meeting. The chairperson of the meeting shall determine whether minutes of the meeting are to be prepared and, if minutes are to be prepared, shall assign a person to do so.

Section 3.11. Vacancies. Any vacancy occurring on the board of directors, including a vacancy created by an increase in the number of directors, may be filled (1) by the shareholders; (2) by the board of directors; or (3) if the directors remaining in office constitute fewer than a quorum of the board, by the affirmative vote of a majority of all directors remaining in office.

Section 3.12. Compensation and Expenses. The board of directors, regardless of any personal interest of any of its members, may (1) establish reasonable compensation limited to ten (10) free guest passes for any of

the board of directors which must be used within the fiscal year they are issued; (2) waiver of annual dues for any of the board of directors for services to the corporation as directors or delegate this authority to an appropriate committee; and (3) provide for reimbursement of reasonable expenses incurred in the performance of the directors' duties, including the expense of traveling to and from board meetings.

Section 3.13. Committees. The board of directors may create and appoint members to one or more committees, by a resolution approved by the number of directors required to take action under Section 3.09 of these bylaws. Each committee shall consist of at least one director and shall, unless otherwise provided by the board of directors, serve at the direction of the board of directors. To the extent provided in the resolution as initially adopted and as thereafter supplemented or amended by further resolution adopted by a vote approved by the number of directors required to take action under Section 3.09 of these bylaws, each committee shall have and may exercise, when the board of directors is not in session, the powers of the board of directors in the management of the corporation's business and affairs, except that a committee may not (1) authorize distributions; (2) approve or propose to shareholders action requiring shareholder approval; (3) appoint the principal officers; (4) amend articles of incorporation or amend, adopt, or repeal bylaws; (5) approve a plan of merger not requiring shareholder approval; (6) authorize or approve reacquisition of shares; (7) authorize or approve the issuance or sale or contract for sale of shares or determine the designation and relative rights, preferences, and limitations of a class or series of shares, except that the board of directors may authorize a committee or a senior executive officer of the corporation to do so within limits prescribed by the board of directors; or (8) fill vacancies on the board of directors or on committees created pursuant to this section, unless the board of directors, by resolution, provides that committee vacancies may be filled by a majority of the remaining committee members.

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 the committee, upon the request of the president or of the chairperson of the meeting. The provisions of Sections 3.04-3.09 and Section 3.14 of these bylaws shall generally apply to committees of the board of directors and to committee members in the same manner as they apply to the board of directors and directors, and each committee shall otherwise fix its own rules governing the conduct of its activities and shall make such report of its activities to the board of directors as the board may request.

Section 3.14. Action Without a Meeting. Any action required or permitted by the articles of incorporation, these bylaws, or any provision of Wis. Stat. ch. 180 to be taken by the board of directors at a board meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all of the directors entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written consent shall be effective when the last director signs the consent unless the consent specifies a different effective date.

ARTICLE 4

Officers

Section 4.01. Number and Titles. The corporation's principal officers shall be a president, vice president, a secretary, and a treasurer, each of whom shall be appointed by the board. There may, in addition, be a chairperson or co-chairperson of the board, whenever the board shall see fit to cause such office or offices to be filled. If there is more than one vice president, the board may establish designations for the vice presidencies to identify their functions or their order. The same natural person may simultaneously hold more than one office.

Section 4.02. Appointment, Tenure, and Compensation. The officers shall be appointed by the board of directors, or to the extent authorized in these bylaws, by another duly appointed officer. Each officer shall hold office until the officer's successor shall have been duly appointed or until the officer's death, resignation, or removal. The board of directors or a duly authorized committee of the board shall fix the compensation, if any, of

each officer.

Section 4.03. Additional Officers, Agents, etc. In addition to the officers referred to in Section 4.01 of these bylaws, the corporation may have such other officers, assistants to officers, acting officers, and agents as the board of directors may deem necessary and may appoint. Each such person shall act under the person's appointment for such period, have such authority, and perform such duties as may be provided in these bylaws or as the board may from time to time determine. The board of directors may delegate to any officer the power to appoint any subordinate officers, assistants to officers, acting officers, or agents. In the absence of any officer, or for any other reason the board of directors may deem sufficient, the board may delegate, for such time as the board may determine, any or all of an officer's powers and duties to any other officer or to any director.

Section 4.04. Removal. The board of directors may remove any officer or agent, but the removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment shall not of itself create contract rights. An officer may remove, with or without cause, any officer or assistant officer who was appointed by that officer.

Section 4.05. Resignations. Any officer may resign at any time by giving written notice to the corporation, the board of directors, the president, or the secretary. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the corporation accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 4.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or other reason shall be filled in the manner prescribed for regular appointments to the office.

Section 4.07. Powers, Authority, and Duties. Officers of the corporation shall have the powers and authority conferred and the duties prescribed by the board of directors or the officer who appointed them in addition to and to the extent not inconsistent with those specified in other sections of this Article 4.

Section 4.08. The Chairperson of the Board. The chairperson of the board of directors, if and while there is an incumbent of the office, shall preside at all shareholders' and directors' meetings at which the chairperson is present. The chairperson of the board shall have and exercise general supervision over the conduct of the corporation's affairs and over its other officers, subject, however, to the board's control. The chairperson of the board of directors shall from time to time report to the board all matters within the chairperson's knowledge that the corporation's interests may require to be brought to the board's notice.

Section 4.09. The President. If and while there is no incumbent in the office of the chairperson of the board of directors, and during the chair's absence or disability, the president shall have the duties and authority specified in Section 4.08 of these bylaws. The president shall be the corporation's chief executive officer and, subject to the board of directors' control, shall:

1. Superintend and manage the corporation's business;
2. Coordinate and supervise the work of its other officers (except the chairperson of the board);
3. Employ, direct, fix the compensation of, discipline, and discharge its employees;
4. Employ agents, professional advisors, and consultants;
5. Perform all functions of a general manager of the corporation's business;

6. Have authority to sign, execute, and deliver in the corporation's name all contracts and instruments either when specifically authorized by the board of directors or when required or deemed necessary or advisable by the president in the ordinary conduct of the corporation's normal business, except in cases in which the signing and execution of the contracts or instruments shall be expressly delegated by these bylaws or by the board to some other officer(s) or agent(s) of the corporation or shall be required by law or otherwise to be signed or executed by some other officer or agent; and
7. In general, perform all duties incident to the office of the president and such other duties as from time to time may be assigned to the president by the board of directors.

Section 4.10. The Vice President. In the president's absence, or in the event of the president's death or inability or refusal to act, or if for any reason it shall be impractical for the president to act personally, the vice president (or, if there is more than one vice president, the vice presidents in the order designated by the board of directors or, in the absence of any designation, in the order of their appointment) shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Each vice president shall perform such other duties and have such authority as from time to time may be delegated or assigned to the vice president by the president or by the board of directors. The execution of any instrument of the corporation by any vice president shall be conclusive evidence, as to third parties, of the vice president's authority to act in the president's place.

Section 4.11. The Secretary. The secretary shall:

1. Keep any minutes of the shareholders and of the board of directors and its committees in one or more books provided for that purpose;
2. See that all notices are duly given in accordance with these bylaws or as required by law;
3. Be custodian of the corporation's corporate records and see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed;
4. Have charge, directly or through such transfer agent or agents and registrar or registrars as the board of directors may appoint, of the issue, transfer, and registration of certificates for shares in the corporation and of the records thereof, such records to be kept in such manner as to show at any time the number of shares in the corporation issued and outstanding, the manner in which and time when such shares were paid for, the names and addresses of the shareholders of record, the numbers and classes of shares held by each, and the time when each became a shareholder;
5. Exhibit at reasonable times upon the request of any director the records of the issue, transfer, and registration of the corporation's share certificates, at the place where those records are kept, and have these records available at each shareholders' meeting; and
6. In general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the board of directors or the president.

Section 4.12. The Treasurer. The treasurer shall:

1. Have charge and custody of, and be responsible for, all of the corporation's funds and securities; receive and give receipts for money due and payable to the corporation from any source whatsoever; deposit all such money in the corporation's name in such banks, financial institutions, trust companies, or other depositories as shall be selected in accordance with the provisions of Section 5.04 of these bylaws; cause such funds to be disbursed by checks or drafts on the corporation's authorized depositories, signed as the

board of directors may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all money disbursed;

2. Have the right to require from time to time reports or statements giving such information as the treasurer may desire with respect to any and all of the corporation's financial transactions from the officers, employees, or agents transacting the same;
3. Keep or cause to be kept, at the corporation's principal office or such other office or offices as the board of directors shall from time to time designate, correct records of the corporation's funds, business, and transactions and exhibit those records to any director of the corporation upon request at that office;
4. Deliver to the board of directors, the chairperson of the board, or the president whenever requested an account of the corporation's financial condition and of all the treasurer's transactions as treasurer, and as soon as possible after the close of each fiscal year, make or cause to be made and submit to the board a like report for that fiscal year;
5. At each annual shareholders' meeting or the meeting held in lieu thereof, furnish copies of the corporation's most current financial statement to the shareholders and answer questions that may be raised regarding the statement; and
6. In general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the board of directors or the president.

If required by the board of directors, the treasurer shall furnish a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the board shall determine.

ARTICLE 5

Contracts, Loans, Checks, Deposits and Capital Expenditures

Section 5.01. Contracts. The board of directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument in the corporation's name and on its behalf. The authorization may be general or confined to specific instruments. When an instrument is so executed, no other party to the instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers, or agent or agents.

Section 5.02. Loans. No indebtedness for borrowed money shall be contracted on the corporation's behalf and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the board of directors. The authorization may be general or confined to specific instances.

Section 5.03. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, or notes or other evidences of indebtedness issued in the corporation's name, shall be signed by such officer or officers, or agent or agents, of the corporation 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 5.04. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the corporation's credit 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.

Section 5.05. Capital Improvements; Loan Restriction. All capital improvements, loans, expenditures and execution of any contract equal to or more than ten thousand (\$10,000.00) dollars to be entered into on

behalf of the corporation by the board of directors or officers, must be approved by the majority of shareholders at the annual meeting according to Section 2.08 or by action of the majority of shareholders without a meeting according to Section 2.13.

ARTICLE 6

Contracts Between the Corporation and Related Persons

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any entity of which one or more of its directors is a member or an employee or in which one or more of its directors is interested, or between the corporation and any corporation or association of which one or more of its directors is a shareholder, member, director, officer, or employee or in which one or more of its directors is interested, shall not be voidable by the corporation solely because of the director's interest, whether direct or indirect, in the transaction if:

1. The material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board of directors, and a majority of disinterested members of the board of directors or committee authorized, approved, or specifically ratified the transaction;
2. The material facts of the transaction and the director's interest were disclosed or known to the shareholders entitled to vote, and a majority of the shares held by disinterested shareholders authorized, approved, or specifically ratified the transaction; or
3. The transaction was fair to the corporation.

For purposes of this Article 7, a majority of directors having no direct or indirect interest in the transaction shall constitute a quorum of the board or a committee of the board acting on the matter, and a majority of the shares entitled to vote on the matter, whether or not present, and other than those owned by or under the control of a director having a direct or indirect interest in the transaction, shall constitute a quorum of the shareholders for the purpose of acting on the matter.

ARTICLE 7

Certificates for Shares and Their Transfer

Section 7.01. Certificates for Shares. Certificates representing shares in the corporation shall, at a minimum, state on their face all of the following: (1) the name of the issuing corporation and that it is organized under the laws of the state of Wisconsin; (2) the name of the person to whom issued; and (3) the number and class of shares and the designation of the series, if any, that the certificate represents.

The share certificates shall be signed by the president or any vice president and by the secretary or by any other officer or officers designated by the board of directors. A record shall be kept of the name of the owner or owners of the shares represented by each certificate, the number of shares represented by each certificate, the date of each certificate, and in case of cancellation, the date of cancellation. Every certificate surrendered to the corporation for exchange or transfer shall be cancelled, and no new certificate or certificates shall be issued in exchange for any existing certificates until the existing certificates shall have been so cancelled, except in cases provided for in Section 7.07 of these bylaws.

Section 7.02. Shares Without Certificates. The board of directors may authorize the issuance of any shares of any of its classes without certificates. The authorization does not affect shares already represented by certificates until the certificates are surrendered to the corporation. Within a reasonable time after the issuance or transfer of shares without certificates, the corporation shall send the shareholder a written statement that includes (1) all the information required on share certificates and (2) any transfer restrictions applicable to the shares.

Section 7.03. Facsimile Signatures. The share certificates may be signed manually, by DocuSign or by facsimile.

Section 7.04. Consideration for Shares. The corporation's shares may be issued for such consideration as shall be fixed from time to time by the board of directors. The consideration to be paid for shares may be paid in cash, promissory notes, tangible or intangible property, services performed or contracts for services to be performed for the corporation, or other securities of the corporation. When the corporation receives payment of the consideration for which shares are to be issued, the shares shall be deemed fully paid and nonassessable by the corporation. Before the corporation issues shares, the board of directors shall determine that the consideration received or to be received for the shares is adequate. The board of directors' determination is conclusive as to the adequacy of consideration for the issuance of shares relative to whether the shares are validly issued, fully paid, and nonassessable.

Section 7.05. Transfer of Shares. Transfers of shares in the corporation shall be made on the corporation's books only by the registered shareholder, by the shareholder's legal guardian, executor, or administrator, or by the shareholder's attorney authorized by a power of attorney duly executed and filed with the corporation's secretary or with a transfer agent appointed by the board of directors, and on surrender of the certificate or certificates for the shares. When a share certificate is presented to the corporation with a request to register for transfer, the corporation shall not be liable to the owner or any other person suffering a loss as a result of the registration of transfer if (1) there were on or with the certificate the necessary endorsements, and (2) the corporation had no duty to inquire into adverse claims or has discharged the duty. The corporation may require reasonable assurance that the endorsements are genuine and effective in compliance with such other regulations as may be prescribed by or under the board of directors' authority. The person in whose name shares stand on the corporation's books shall, to the full extent permitted by law, be deemed the owner of the shares for all purposes.

Section 7.06. Restrictions on Transfer. Restrictions on transfer of the corporation's shares shall be noted conspicuously on the front or back of the share certificate or contained in the information statement required by Section 7.02 of these bylaws for shares without certificates or given by electronic or written notice upon request. A transfer restriction is valid and enforceable against the holder or a transferee of the holder if the transfer restriction is authorized by law and the existence of the restriction is noted on the certificate or is contained in the information statement, as set forth above. Unless so noted, a transfer restriction is not enforceable against a person who does not know of the transfer restriction.

Section 7.07. Lost, Destroyed, or Stolen Certificates. If an owner claims that the owner's share certificate has been lost, destroyed, or wrongfully taken, a new certificate shall be issued in place of the original certificate if the owner (1) so requests before the corporation has notice that the shares have been acquired by a bona fide purchaser, (2) files with the corporation a sufficient indemnity bond if required by the board of directors, and (3) satisfies such other reasonable requirements as may be prescribed by or under the authority of the board of directors.

Section 7.08. Transfer by Gift or at Death. The requirement that no transfer of the Shareholder's Shares shall be valid until it is first offered to the corporation shall not apply to transfers by inter vivos gift or by intestate succession or testamentary disposition on the Shareholder's death. However, any such transfer by the donee, estate, representative or beneficiary must be made in accordance with the provisions of this Article 7.

ARTICLE 8

Inspection of Records by Shareholders

Section 8.01. Inspection of Bylaws. Any shareholder is entitled to inspect and copy the corporation's bylaws during regular business hours at the corporation's principal office. The shareholder must give written notice in accordance with the provisions of Wis. Stat. ch. 180 at least five business days before the date of

inspection.

Section 8.02. Inspection of Other Records. Any shareholder who has been a shareholder for at least six months shall have the right to inspect and copy during regular business hours at a reasonable location specified by the corporation any or all of the following records: (1) excerpts from any minutes or records the corporation is required to keep as permanent records; (2) the corporation's accounting records; and (3) the record of shareholders or, at the corporation's discretion, a list of the corporation's shareholders compiled no earlier than the date of the shareholder's demand. The shareholder's demand for inspection must be made in good faith and for a proper purpose and by delivery of written notice, given in accordance with the provisions of Wis. Stat. ch. 180 at least five business days before the date of inspection, stating with reasonable particularity the purpose of the inspection and the records directly related to that purpose desired to be inspected.

ARTICLE 9

Distributions and Share Acquisitions

The board of directors may make distributions to its shareholders or purchase or acquire any of its shares, provided that (1) after the distribution, purchase, or acquisition the corporation will be able to pay its obligations as they become due in the usual course of its business; and (2) the distribution, purchase, or acquisition will not cause the corporation's assets to be less than its total liabilities plus the amount necessary to satisfy, upon distribution, the preferential rights of shareholders whose rights are superior to those receiving the distribution.

ARTICLE 10

Indemnification

The corporation shall, to the fullest extent authorized by Wis. Stat. ch. 180, indemnify any director or officer of the corporation against reasonable expenses and against liability incurred by a director or officer in a proceeding in which the director or officer was a party because of being a director or officer of the corporation. These indemnification rights shall not be deemed to exclude any other rights to which the director or officer may otherwise be entitled. The corporation shall, to the fullest extent authorized by Wis. Stat. ch. 180, indemnify any employee who is not a director or officer of the corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because of being an employee of the corporation. The corporation may, to the fullest extent authorized by Wis. Stat. ch. 180, indemnify, reimburse, or advance expenses of directors or officers.

ARTICLE 11

Amendments

The shareholders may amend or repeal these bylaws or adopt new bylaws at any annual or special shareholders' meeting.

ARTICLE 12

Seal

The corporation shall not have a corporate seal, and all formal corporate documents may carry the designation *No Seal* along with the signature of the corporation's officer or officers.

ARTICLE 13

Dues

Each outstanding share of the corporation shall be assessed annual dues to cover the cost of operating the corporation. The amount of the dues shall be fixed each year by the shareholders upon recommendation of the

Board of Directors. Dues for the fiscal year, which runs September 1 through August 31 of each year, shall be billed on or before October 1 and shall be paid no later than November 1. If the dues are not paid by November 1, a fine in an amount to be determined by the board of directors shall be assessed and those Shareholders shall be suspended from the privileges associated with such share until dues and fines are paid in full. New shareholders joining in any given fiscal year shall pay the full amount of the dues assessed for the current fiscal year.