

**BY-LAWS OF
RIVER CITY YOUTH HOCKEY, INC.
A NONPROFIT ORGANIZATION**

**As of May 2012
Changes approved at the April 2012 annual association meeting**

ARTICLE	I	Office and Purpose
ARTICLE	II	Members
ARTICLE	III	Board of Directors
ARTICLE	IV	Officers
ARTICLE	V	Committee Chairpersons
ARTICLE	V	Executive Committee
ARTICLE	VI	Standing Committees
ARTICLE	VII	Elections
ARTICLE	VIII	Annual/Special Membership Meetings
ARTICLE	IX	Funds
ARTICLE	X	Execution of Papers
ARTICLE	XI	Order of Business
ARTICLE	XII	Fiscal Year
ARTICLE	XIII	Amendments
ARTICLE	XIV	Coaches
ARTICLE	XV	Rules, Regulations, and Discharge
ARTICLE	XVI	Indemnification
ARTICLE	XVII	Dissolution

**BY-LAWS OF
RIVER CITY YOUTH HOCKEY, INC.
A NONPROFIT ORGANIZATION**

ARTICLE I—OFFICE AND PURPOSE

Section 1.01. Principle Office.

The principle office of the corporation in the State of Wisconsin shall be located at Moen Sheehan Meyer, Ltd., 201 Main Street—Suite 700 La Crosse, Wisconsin.

Section 1.02. Registered Office and Agent.

The corporation shall have and continuously maintain in the State of Wisconsin a registered office and a registered agent whose office is identical with such registered office.

Section 1.03. Purpose.

The purpose of this organization shall be to promote the physical and personal development of La Crosse area youth through involvement in hockey. This will be accomplished by stressing the principles of sportsmanship, leadership, self-discipline, and inter-dependence of team members, these principles shall not be sacrificed in favor of transitory goals, such as temporary success in a particular game, tournament, or season.

To assist in this purpose, this organization will provide organization and management of youth hockey programs, leadership which demonstrates belief in the principles set forth above and fund raising to support these programs.

ARTICLE II—MEMBERS

Section 2.01. Member Definition.

Members constitute any parent and/or guardian of children playing youth hockey on a team affiliated with River City Youth Hockey (RCYH).

Associate members, for a \$50 annual fee, constitute past members or affiliates of River City Youth Hockey (RCYH). Associate members are eligible to serve in director at large positions or as committee members.

Section 2.02. Voting Rights.

Any member or associate member in good standing shall have the right to participate in general membership meetings and to hold office. A member in good standing shall have the right to vote at general membership meetings.

ARTICLE III—BOARD OF DIRECTORS

Section 3.01. General Powers.

The affairs of the corporation shall be managed by its Board of Directors.

Section 3.02. Number and Tenure.

The number of the directors shall be no less than three nor more than seven. The Board of Directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the By-Laws. The terms of office of the directors shall be one (1) year or until their successors are elected. Directors may be removed for cause by a majority of the directors of the corporation.

Section 3.03. Regular Meetings.

At least three regular meetings of the Board of Directors shall be called by the President for the transaction of business each year.

Section 3.04. Special Meeting.

Special meetings of the Board may be called by, or at the request of, the President and shall be called by the Secretary at the request of one-third of the directors.

Section 3.05. Meetings by Consent.

Meetings of the Board of Directors may be held at any time or place where all of the directors are present and consent to the holding of such meetings, whether in writing or otherwise.

Section 3.06. Notice.

Notice of any special meeting of the Board and at least three regular meetings during the year of the Board shall be given at least five (5) days previously thereto by written notice delivered personally, or ten (10) days notice sent by mail or telegram, to each director at his/her address, as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of

objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-Laws.

Section 3.07. Quorum.

A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn or recess the meeting from time to time without further notice.

Section 3.08. Manner of Acting.

The act of a majority of the Directors is present at a meeting at which a quorum is present shall be the act of the Board, unless the act of the greater number is required by law or by these By-Laws. The Board may also act by written consent or approval of all the Directors of the corporation setting forth the action taken. No action taken by the Board of Directors shall be in violation of a resolution adopted by the general membership.

Section 3.09. Vacancies.

A vacancy is a position whereby someone was elected and has since vacated that position. The Board of Directors shall attempt to fill any vacancies within 60 days. The nominee(s) may be chosen from the general membership or the Board of Directors. The nominee(s) must be elected by a 2/3 majority vote of the Board of Directors. This newly elected director will have full voting rights and privileges for the remainder of the one (1) year term.

Section 3.10. Compensation.

Directors shall not receive any compensation for the services as Directors.

Section 3.11. Directors—Residuary Powers.

The Board shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation. All powers of the corporation, except those specifically granted or reserved by the Articles of Incorporation or by the By-Laws shall be vested in the Board.

Section 3.12. Board Makeup.

The Board of Directors shall consist of the following elected positions:

1. President
2. Vice President
3. Secretary

4. Treasurer
5. Three (3) other Committee Chairpersons as appointed by the President

ARTICLE IV—OFFICERS

Section 4.01. Officers.

The executive officers of the corporation shall be President, Vice President, Secretary, and the Treasurer.

Section 4.02. Conditions.

Officers of the corporation shall serve for a term of one (1) year. Officers shall be elected from and by the members of River City Youth Hockey.

Section 4.03. President.

The President shall be the chief executive officer of the corporation and shall preside at all meetings of the corporation, of the Board of directors, and of the Executive Committee. The President shall appoint the chairperson of all standing committees, subject to the approval of the Executive Committee. The President shall render a report on the activities of the corporation annually to the membership. The President shall, in general, supervise and control all the business and affairs of the corporation. He/she may sign, with attestation of the Secretary or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments, which the Board authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of these By-Laws or statutes to some other officer or agent of the corporation and, in general, he/she shall perform all duties incident to the office of President.

Section 4.04. Vice President.

The Vice President shall perform all duties and exercise all powers of the President in the absence of the President and be responsible for pre-registration and registration. The Vice President will represent RCYH at the Wisconsin-Minnesota Hockey League (WMHL) meetings.

Section 4.05. Secretary.

The Secretary shall countersign all deeds, leases, or conveyances executed by the corporation and shall keep a correct and complete record of all the proceedings of the corporation, including such as relate to the election of its' officers, he/she shall safely and systematically keep all books, records, and papers belonging to the corporation, or in any way pertaining to the business thereof. He/she shall attend to the giving and serving of all notices of the corporation whereby meetings of the Board of Directors are assembled. He/she shall, in general, perform all the duties that are incident to the office of Secretary of a corporation, subject to the Boards of Directors. He/she shall perform such additional duties as may be prescribed

from time to time by the Board of Directors or as may be prescribed from time to time by the By-Laws. In particular, the Secretary shall keep an accurate record of the proceedings of all meetings of the corporation, of the Board of Directors and of the Executive Committee. These records shall be open at all times to reasonable inspection of any member of the corporation. In the absence of the Secretary, a temporary Secretary shall be appointed by the President. A copy of all minutes shall be sent to all Board members within ten (10) days.

Section 4.06. Treasurer.

The Treasurer shall be the chief fiscal officer of the corporation. He/she shall have charge and custody of, and be responsible for, all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, deposit all such monies in the name of the corporation in such banks, trust companies or other depositories shall be selected in accordance with the provisions of Board approval. The Treasurer shall pay all bills for the corporation after these bills have been certified and approved by the President. The Treasurer shall keep, or cause to be kept in suitable form, detailed accounts of the assets, liabilities, receipts, and disbursements of the corporation. The books shall be open at all times for the examination or audit by the auditors or such representatives of the Executive Committee as it may designate from time to time. The Treasurer shall render a report at each Board meeting and general meeting, and shall submit an annual report. All expenditures voted by the Board of Directors shall be listed in the annual Treasurer's Report.

Section 4.07. Failure of an Officer or Director to Perform Duties.

If an Officer or Director fails to perform his/her duties, he/she shall be subject to removal by a 2/3 majority vote of the Board of Directors. In the even an Officer or Director fails to attend three (3) consecutive meetings (whether membership and or board meetings), the Officer/Director shall be suspended.

ARTICLE V—COMMITTEE CHAIRPERSONS

Additional positions are crucial to the operation of the Corporation. Committee Chairpersons as identified in this Article V shall serve for a term of one (1) year. Committee Chairpersons shall be elected from and by the members of River City Youth Hockey.

Section 5.01. Ice and Referee Scheduler(s).

With the help of the President and Vice President, the Ice and Referee Scheduler(s) shall reserve ice time and tournament weekends with the Park and Recreation Department before the season starts. The scheduler in coordination with the Coaching Director will then divide up the practice time equally between age levels and distribute a copy of same to each age group representative, who will then make and distribute copies to his/her team. When the league schedule comes out the Scheduler will again make copies for age level directors and the

Concession Coordinator. The Scheduler will check with the age group representatives to make sure all conflicting games are promptly rescheduled. The Scheduler(s) will secure referees with appropriate certification for all league home games. The Scheduler(s) must have 48 hours notice on rescheduled games.

Section 5.02. Age Group Representatives.

There shall be one age group representative for each age group fielding at least one team; namely, Midget, Bantam, Pee Wee, Squirt, and Mite. Their function is to represent the interests of each age group before the Board to be a liaison between chairperson. The Representative should be a parent representative for an individual team.

Section 5.03. Tournament Director.

Books teams for RCYH home tournaments and places advertisements for home tournaments in publication such as "Let's Play Hockey." Sends out lodging information, tournament brackets, and rules to participating teams. Coordinates with parent reps as to the set up of the tournament orders T-shirts, awards, and patches. Coordinates with Ice/Referee Scheduler(s) the dates and times of games.

Section 5.04. Equipment Manager.

Keeps inventory of equipment to be used by both RCYH and La Crosse Park and Recreation, hands our equipment for regular season and for summer camp skaters, recommends purchases of new equipment, repairs equipment, and keeps on hand maintenance items, such as helmet screws. Distributes jerseys, coordinates outside rink construction, and collects money and deposits for equipment rentals.

Section 5.05. Newsletter Chairperson.

Reports information from the monthly board meeting. Get articles from coaches, parent reps and others, and produces and mails the Newsletter, maintains mailing database of players and coaches.

Section 5.06. Coaching Director.

Responsible for all coach related activities, insures that all coaches are properly certified, monitors all complaints regarding potential coaching difficulties, and recommends coaching selections.

Section 5.07. Recruitment/Promotion Chairperson.

Promotes RCYH for all ages in school and area, puts together booklet to be distributed at home tournaments, including solicitation of advertisers for booklet.

Section 5.08. Fund Raising Chairperson.

Organizes all fund-raising efforts of the association needed to keep participant fees down and for ice arena improvements, including the selling of advertising signs in the rink. Make the arrangements for the annual awards banquet and Oktoberfest Parade participation.

Section 5.09. Concessions Chairperson.

Manages the concessions including the ordering of inventory, determines hours, works with Treasurer by keeping track of bills and incoming money.

Section 5.10. Twice the Ice Chairperson.

Works with the Board relative to specific fund raising efforts and grant requests in order to obtain funds for the addition of a second sheet of ice for use by RCYH. Also works with the City of La Crosse including the Park and Rec department relative to building plans and construction duties, as requested by the Board.

Section 5.11. Failure of a Chairperson to Perform Duties.

Failure of a Committee Chairperson to perform the duties as specified above will subject the Chairperson to removal for cause by the two-thirds vote of the Board of Directors.

ARTICLE V—EXECUTIVE COMMITTEE

Section 5.01. Membership.

There shall be an Executive Committee whose membership shall consist of the President, Vice President, Secretary, and Treasurer.

Section 5.02. Powers.

The Executive committee shall exercise all powers of the Board of Directors during the interim between meetings of the Board of Directors in accordance with the instructions of the Board of Directors and not contrary to any action taken by the Board of Directors. Any unresolved Executive Board disputes will go to the full Board for a resolution by a majority vote.

ARTICLE VI—STANDING COMMITTEES

Section 6.01. Standing Committees.

There shall be such standing committees as are necessary for the conduct of business and program of the corporation. The President shall appoint the chairperson of each committee with the approval for the Executive Committee as soon as possible after the annual elections of the corporation, with the co-chairperson and appointees selected by each committee chairperson.

ARTICLE VII—ELECTIONS

Section 7.01. Elections.

Election of Officers and Committee Chairpersons will be held at the annual RCYH election meeting. This event will be held between the end of the hockey season and June 1. The Board will designate the time and place for the annual election meeting. The Board will schedule this event so as to obtain the highest membership participation possible. This election event may be scheduled in conjunction with other RCYH events, including fundraising events or the annual RCYH banquet.

Section 7.02. Majority Vote.

The election of the Officers and the Committee Chairpersons shall be by a majority vote of the members present at the election meeting after presentation of a slate of nominees or any at large nominations taken at the election meeting.

ARTICLE VIII—ANNUAL/SPECIAL GENERAL MEMBERSHIP MEETINGS

Section 8.01. Purpose of the Annual Meeting.

There shall be an annual meeting of the corporation for the presentation of annual reports, election of the Officers for the coming year, and to conduct the business of a general membership meeting as necessary.

Section 8.02. Time and Place.

The time and place of the annual meeting shall be designated by the Board of Directors between the end of the hockey season and June 1, and may be the same time as the election meeting.

Section 8.03. Special General Membership Meeting.

A Special General Membership Meeting may be called at the request of one third of the Board of Directors or 25% of the general membership at large. When a special meeting is called by one third of the Board of Directors, a written petition will be presented to the Executive Board stating the purpose for the meeting and the signatures of the one third Board of Directors. When the meeting is called by the General Membership at large, a written petition will be presented to the Executive Board stating the purpose for the meeting and the signatures of 25% of the general membership at large. The Executive Board will present the petition to the Board of Directors within 10 days of receiving the petition. The date, time, and location of the special meeting will be determined, Notice of the proposed meeting shall be sent to the members at least fifteen(15) days and not more than thirty (30) prior to the date set for the meeting.

ARTICLE IX—FUNDS

Section 9.01. Membership Fees.

Membership fees shall be set by the Board of Directors prior to the start of the season. Each player's parent(s)/guardian will participate in any other fund raising activities as decided by the Board of Directors prior to the beginning of the season OR pay an equitable higher fee set by the Board of Directors before the beginning of the season. Player(s) will not be allowed to represent RCYH in any tournament at any time that his/her fees are not paid up-to-date. The Executive Committee may grant a short-term extension in the case of extreme financial condition. Any extensions will be kept in strictest confidence by the Executive Committee. In addition to fees, each skater's parent(s)/guardian will be required to work in the concession stand during the course of the season as well as fill at least the minimum required tournament slots per tournament hosted at his/her age level, as determined by the teams/parents at that age level.

Section 9.02. Fund Raising Activities.

All fund raising activities must have the approval of the Board of Directors prior to any activities taking place. Liabilities arising from unauthorized projects are not the responsibility of the corporation, its Officers, or Directors.

Section 9.03. Proceeds.

The proceeds from all fund raising and membership dues shall be expended only as authorized by the Board of Directors. All proceeds will be collected by the Treasurer or his/her designated representative.

Section 9.04. Expenditure Limits.

Expenditure limits shall be set annually by the Board of Directors.

Section 9.05. Minor Commitments and Expenditures.

The Executive Committee or the Treasurer may be authorized by the Board to make minor commitments and expenditures.

Section 9.06. Audit.

The Board of Directors may require that there be an audit of the funds of the corporation annually or otherwise.

Section 9.07. Green Island Ice Arena Improvement Fund.

An account will be maintained for the collection and disbursement of funds for use in building additions on the Green Island building structure. This fund will be maintained by profits received from Concessions, Tournaments, and Arena Advertisements. This account will

be operated as per the written agreement between RCYH and the La Crosse Board of Park Commissioners dated 12/09/93. See Appendix A in the RCYH By-Laws.

Section 9.08. RCYH "Twice the Ice" Fund.

An account will be maintained by RCYH for the expressed intent of collecting and holding funds for the enhancement and/or addition of ice. This may include remodeling or improving existing ice arenas and/or appropriations for new ice facilities. This fund will be controlled by the RCYH Board of Directors. It will be managed by the Treasurer at the direction of the Board. Money for this fund will come from any source deemed appropriate by the Board. This may include but is not limited to fund raisers, donations, excess profits, grants, etc.

ARTICLE X—EXECUTION OF PAPERS

Section 10.01. Execution of Documents.

All documents, the execution of which is not otherwise provided for in these By-Laws, which are made, accepted or executed by the corporation shall be signed by the President or his/her representative.

Section 10.02. Checks.

All checks drawn against funds of the corporation which are above an amount to be set by the Board of Directors shall be signed by the Treasurer and countersigned by the President. All other checks shall be signed by the Treasurer.

ARTICLE XI—ORDER OF BUSINESS

Section 11.01. Order of Business.

The order of business at any regular or special meeting of the Board of Directors or of the members shall be:

- a) Reading and approval of any unapproved minutes.
- b) Reports of officers and committees.
- c) Unfinished business.
- d) New business.
- e) Adjournment.

Section 11.02. Parliamentary Procedure.

Robert's Rules of Order, Revised, shall govern the corporation on all points which are not covered by these by-laws. On questions of parliamentary procedure not covered in these by-laws, a ruling by the President shall prevail.

ARTICLE XII—FISCAL YEAR

Section 12.01. Fiscal Year Defined.

The fiscal year of the corporation shall begin on the first day of May and end of the last day of April in each year.

ARTICLE XIII—AMENDMENTS

Section 13.01. Amendment Procedures.

These by-laws may be amended by the affirmative vote of the majority of the members present and voting at any regular or special general membership meeting of the corporation. Notice of the proposed amendment shall be sent to the members at least fifteen (15) days and not more than thirty (30) days prior to the date set for the meeting at which the amendment is to be considered. Electronic notification is sufficient notice.

ARTICLE XIV—COACHES

Section 14.01. Appointment and Approval.

The Coaching Director will be the Chairperson of the Coaches Committee. Coaches shall be appointed and approved by the Board of Directors by a majority vote. Head Coaches may not be a member of the Board of Directors. If a member of the Board should choose to be a Head Coach, he/she must resign his/her Board position.

Section 14.02. Coaches Example.

Coaches who fail to set a good example for the youth or who fail to follow the directions of the Board in accordance with the purposes of this corporation set forth herein may be called before the Executive Committee to review any charges or events. If the Executive Committee decides that it is in the best interest of the corporation to remove a coach, they may recommend to the Board that he/she be relieved of his/her position.

Section 14.03. Removal of Coach.

The Board may remove a coach from his/her position for cause by a two-thirds (2/3) majority vote.

ARTICLE XV—RULES, REGULATIONS, AND DISCHARGE

Section 15.01. Rules and Regulations.

The Board of Directors may develop rules and regulations for the purpose of conducting the affairs of the corporation which are not in conflict with the Articles and By-Laws of the corporation.

Section 15.02. Review of Rules and Regulations.

The rules and regulations so developed shall be subject to review and amendment by the Board of Directors at any regular or special meeting.

Section 15.03. Discharge of Any RCYH Member.

Should any member of the corporation be in violation of the corporation's by-laws or rules and regulations, charged in a criminal proceeding, which directly or indirectly affects the corporation, or engage in conduct grossly or regularly in conflict with the purposes of the corporation, then such matter will be reviewed by the Board of Directors. The Board of Directors, by two-thirds (2/3) vote, may suspend such person from participating in the affairs of the corporation as an officer, director, coach, player or in any other way. Revocation of such suspension will also by the two-thirds (2/3) vote of the Board of Directors. Such action by the Board of Directors shall be in no way be interpreted as an indication of the guilt or innocence of the person charged, but is to assure the accomplishment of the goals and purposes of the corporation.

ARTICLE XVI—INDEMNIFICATION

Section 16.01. Indemnification.

Any former, present, or future director or officer of this corporation or the legal representative of any such director or officer shall be indemnified by this corporation against reasonable costs, expenses (which shall include amounts paid as fines or penalties or in settlement or in satisfaction of judgments) and counsel fees paid or incurred in connection with any claim or any threatened or actual action, suit or proceeding (civil, criminal, administrative, investigative, or other, including appeals, and whether or not relating to a date prior to the adoption of this by-law) in which he/she may be involved as a party or otherwise, by reason of his/her being or having been a director or officer, or by reason of any action taken or not taken by him/her in such capacity; provided, (1) if said action, suit or proceeding shall be prosecuted against such director or officer or against his/her legal representative to final determination, and it shall not be finally adjudged in such action, suit or proceeding that he/she had been derelict in the performance of his/her duties as such director or officer, or (2) if said claim or said threatened or actual action, suit or proceeding shall be settled or otherwise terminated (failure to institute shall be deemed termination) as against such director or officer or his/her legal representative without a final determination on the merits, the corporation shall determine that said director or officer had not in any substantial manner been derelict in the performance of his/her duties as charged in such claim, action, suit, or proceeding, such determination to be made as hereinafter provided.

Any former, present, or future employee of the corporation who is not a director or officer thereof, or the legal representative of any such employee, may be indemnified by the corporation in the discretion of the Board of Directors of the corporation against reasonable costs, expenses and counsel fees of the character referred to in the preceding paragraph of this

section and upon terms and conditions as from time to time shall be established by the Board of Directors.

All determinations required or permitted by this by-law, except those to be made pursuant to statutory provisions, shall be made by a majority of a quorum of the Board of Directors comprised of those directors who are not parties to such claim, action, suit, or proceeding, or if not such quorum exists, or if such quorum exists and it so resolves, by legal counsel regularly retained by the corporation (who may or may not be a director of the corporation) selected by the Board of Directors or, if such counsel fails or refuses to do so, by a group of three (3) or more disinterested persons, selected by the Board of Directors, to whom the questions shall be referred by the Board of Directors. In determining whether a director or officer person or persons (other than the counsel) as above stated may conclusively rely on the opinion as to facts or law, or both, of legal counsel. The termination of any action, suit or proceeding by a plea of nolo contendere or other like plea shall not constitute a final determination on the merits nor shall a judgment of conviction in any criminal action, suit or proceeding constitute a determination that the person so convicted had been derelict in the performance of his/her duties. In either case it is determined that the person so convicted acted in good faith, for a purpose which he/she reasonably believed to be in the best interest of the corporation and that he/she had no reasonable cause to believe that his/her conduct was unlawful.

Subject to the limitations herein above imposed, it is intended by this by-law to grant indemnity to the full extent permissible under the law.

Advances may be made by the corporation against costs, expenses, fees and amounts paid in settlement or in satisfaction of judgments or as fines or penalties as, and upon the terms, determined by a majority of a quorum of the Board of Directors comprised of those directors who are not parties to such claim, action, suit or proceeding, or if no such quorum exists, or if such quorum exists and it so resolves, by legal counsel regularly retained by the corporation (who may or may not be a director of the corporation) or, if such counsel fails or refuses to do so, by independent legal counsel (who may or may not be a director of the corporation) selected by the Board of Directors or, if such counsel fails or refuses to do so, by a group of three (3) or more disinterested persons, selected by the Board of Directors, to whom the questions shall be referred by the Board of Directors.

Section 16.02. Directors, Officers, and Employees of Affiliates and Beneficiaries.

The Board of Directors may at any regular or special meeting of the Board by resolution accord similar indemnification (prospective or retroactive) to any person including any director, officer, or employee of the corporation by reason of the fact that he/she is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, which indemnification shall extend to the legal representative of any such person.

Section 16.03. Indemnification not Exclusive.

The right of indemnification provided in this by-law shall not be exclusive of any other rights to which any director, officer, or employee may be entitled as a matter of law or which may be lawfully granted to him. The indemnification so granted by the corporation shall be in addition to, and not in restriction or limitation of, any other privilege or power, which the corporation may lawfully exercise with respect to the indemnification or reimbursement of directors, officers or employees.

Section 16.04. Insurance.

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions by this by-law.

Section 16.05. Contract.

The provisions of this by-law shall be deemed to be a contract between the corporation and each Director or officer who serves in such capacity at any time which such by-law is in effect.

ARTICLE XVII—DISSOLUTION

The corporation may dissolve and wind up its affairs in the following manner:

- (a) The members shall adopt a resolution to dissolve the corporation by a two-thirds (2/3) majority vote of the members in attendance at a meeting of which all members have received notice at least two weeks before and not more than 30 days before the date of the meeting.
- (b) Upon the dissolution of the corporation, the assets of the corporation shall be distributed to a nonprofit, charitable organization which has purposes as nearly as possible identical to the purposes of this corporation.
- (c) This Article of the by-laws may be amended only by the two-thirds (2/3) majority vote of the members of the corporation.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Secretary of the corporation identified in the foregoing by-laws does hereby certify that the foregoing by-laws were duly adopted by the directors of said corporation as by-laws of said corporation on the 23rd day of May, 2007, at a duly called and constituted meeting of the members.

BE IT RESOLVED, That State Bank Financial (NA.) of the City of La Crosse, State of Wisconsin, be, and it is hereby, selected and designated as the depository of and for the monies and funds of this corporation; that all the monies and all the funds of this corporation shall thereafter be deposited in and with said bank and that such monies and funds may be withdrawn only upon checks, orders, and drafts signed by the Treasurer or other authorized officer of this corporation.