

**BYLAWS
WAUSAU/CENTRAL WISCONSIN SPORTS AUTHORITY, INC.**

**ARTICLE I
GENERAL**

Section 1.1 Purpose of Corporation. The purposes of this Corporation shall be as set forth in the Articles of Incorporation of the Corporation. These Bylaws specify various matters affecting the operations and governance of the Corporation.

Section 1.2 Solicitation and Receipt of Gifts. The Corporation may seek gifts, contributions, donations, bequests and hold fund-raising events (herein generally called "gifts") for its purposes. While the Corporation specifically encourages unrestricted gifts whose principal and/or income therefrom may be used for the Corporation's purposes in the discretion of the Board of Directors of the Corporation, the Board of Directors will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or otherwise conforms with these Bylaws and any other guidelines established by the Board of Directors for such restricted gifts.

**ARTICLE II
MEMBERS**

The Corporation shall have no limit on the amount of permissible Members. The Board of Directors of the Corporation may establish criteria for membership in the Corporation.

**ARTICLE III
DIRECTORS**

Section 3.1 Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors.

Section 3.2 Number; Qualifications; Election; Term. The number of Directors of the Corporation shall be no less than five (5). The Directors shall consist of the current president, vice president, secretary and treasurer of the Central Wisconsin Convention and Visitors Bureau, Inc. (the "CVB") and one (1) at-large Director to be selected by the other four (4) Directors. Each Director shall hold office until his or her successor shall have been elected by the CVB or the other Directors or until his or her death, resignation, or removal. A Director may be removed from office by an affirmative vote of majority of the other Directors taken at any Directors' meeting called for that purpose, provided that a quorum is present. A Director may resign at any time by delivering his or her written resignation to the Board of Directors or the chairperson of the Board of Directors. Directors need not be residents of the State of Wisconsin.

Section 3.3 Resignation. A Director may resign at any time by giving written notice to the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary

of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 3.4 Removal. Any director may be removed from office, with cause or for any reason provided in the Articles of Incorporation or Bylaws, by the action of a majority of the Directors then in office at a meeting duly called and held for such purpose.

Section 3.5 Vacancies. A vacancy or vacancies among the directors occurring for any reason, including an increase in the authorized number of directors, may be filled by a vote of a majority of the Directors then in office, even though less than a quorum. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill or until such Director's successor is elected and qualified, or until such Director's death, resignation or removal.

Section 3.6 Meetings.

(a) Annual Meeting. A regular annual meeting of the Board of Directors shall be held each year in the month of December at such time and place as may be designated by the President of the Corporation, or by any Vice President if the President is unable to act, for the election of officers and the transaction of such other business as may properly come before the meeting. In the event of failure, through oversight or otherwise, to hold the annual meeting of Directors in any year during the month herein provided, the meeting, upon waiver of notice or upon due notice, may be held at a later date, and any election had or business transacted at such meeting shall be as valid and effectual as if had or transacted at the annual meeting during the month herein provided.

(b) Other Regular Meetings. Other regular meetings of the Board of Directors of the Corporation may be held with or without notice at such regularly recurring time and place as the Board of Directors may designate.

(c) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President of the Corporation, or if the President is absent or is unable or refuses to act, by any Vice President or by a majority of Directors.

Section 3.7 Notices. Notice of any meeting of the Board of Directors, specifying the place, date and hour of the meeting, shall be given to each Director by written notice delivered in person, by telegraph, teletype, facsimile or other form of wire or wireless communication, or by mail or private carrier, not more than thirty (30) days prior to the date of the meeting, but at least forty-eight (48) hours before the time set for such meeting or, if notification is by mail, by mailing such notice at least five (5) days before the day set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Director at the Director's address as it appears on the records of the Corporation. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting.

Section 3.8 Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by (a) each Director not present at the meeting and (b) each Director present at the meeting who objected thereat to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.

Section 3.9 Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a majority of the Directors consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. If the Articles of Incorporation so provide, written consent may be by such number of Directors then in office as are necessary to take such action at a meeting, provided that all Directors are provided notice of the action. A Director will not be liable for any action if such Director did not sign the written consent.

Section 3.10 Quorum; Action of Directors. A majority of the number of Directors fixed pursuant to the Articles of Incorporation or these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by law, the Articles of Incorporation or these Bylaws.

Section 3.11 Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Section 3.12 Organization. The President, or in the absence of the President, a chairman chosen by a majority of the Directors present, shall act as chairman at every meeting of the Board of Directors. The Secretary of the Corporation, or in the absence of the Secretary, any person appointed by the chairman of the meeting, shall act as Secretary of the meeting.

Section 3.13 Methods of Conducting Meetings. Directors may participate in any regular or special meeting or in any meeting of a committee of Directors by any means of communication by which either (1) all participating Directors may simultaneously hear each other 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 is conducted through the use of one of the foregoing means, all participating Directors must be informed that a meeting is taking place at which official business may be transacted. A Director participating in such a meeting is deemed to be present in person at the meeting. If requested by any Director, minutes of the meeting shall be prepared and distributed to each Director.

Section 3.14 Compensation and Expenses. Directors shall not receive compensation for their services as directors but may be entitled to reimbursement of expenses in attending any meeting of the Board of Directors or in otherwise fulfilling their duties as directors hereunder. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity, and/or receiving reasonable compensation therefor.

Section 3.15 Committees.

(a) Standing or Temporary Advisory Committees Without Board Authority. The Board of Directors or the President may authorize, and appoint or remove members of (whether or not Directors), standing and/or temporary committees to consider appropriate matters, make reports to the President and/or Board of Directors, and fulfill such other advisory functions as may be designated. The designation of such standing and/or temporary committees, and the members thereof, shall be recorded in the minutes of the Board of Directors

(b) Executive or Other Committees with Limited Board Authority. The Board of Directors may by appropriate resolution designate one (1) or more committees, each of which shall consist of three (3) or more directors elected by the Board of Directors, which to the extent provided in said resolution or in these Bylaws, 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 affairs of the Corporation, except action with respect to election of officers, the filling of vacancies in the Board of Directors, and the formation of and the filling of vacancies in committees with limited board authority pursuant to this subsection. The Board of Directors may elect one (1) or more directors as alternate members of any such committee, who may take the place of any absent committee member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon the Board of Directors or any individual director by law. The Board of Directors may at any time rescind or modify any or all of the powers granted to the Executive Committee, increase or decrease, but not below two (2), the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the Directors. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors from time to time as the Board of Directors may require.

Section 3.16 Director Conflicts of Interest. No contract or other transaction between the Corporation and one (1) or more of its Directors or any other corporation, firm, association, or entity in which one (1) or more of its Directors are directors or officers or has a material financial interest, 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 Corporation. 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.

ARTICLE IV OFFICERS

Section 4.1 Number and Titles. The Corporation shall have such principal officers as elected by the Board of Directors, which officers may include a President, one or more Vice Presidents, a Secretary, and a Treasurer. 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 4.2 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 his or her successor shall have been duly appointed or until the officer's prior death, resignation, or removal. Members of the Board of Directors shall serve without compensation, but may be reimbursed for reasonable and necessary expenses incurred in connection with carrying out their duties.

Section 4.3 Additional Officers, Agents, etc. In addition to the officers referred to in Section 4.1 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 his or her 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 4.4 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 4.5 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 4.6 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 4.7 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 IV.

Section 4.8 The President. The President shall preside at all directors' meetings at which he or she is present. The President shall from time to time report to the Board all matters within his or her knowledge that the Corporation's interests may require to be brought to the Board's notice. The President 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 President shall be the Corporation's chief executive officer and, subject to the Board of Directors' control, shall:

- (a) superintend and manage the Corporation's business;
- (b) coordinate and supervise the work of its other officer;
- (c) employ, direct, fix the compensation of, discipline, and discharge its employees;
- (d) employ agents, professional advisors, and consultants;
- (e) perform all functions of a general manager of the Corporation's business;
- (f) have authority to sign, execute, and deliver in the Corporation's name all 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 where the signing and execution of the 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
- (g) 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 him or her by the Board of Directors.

Section 4.9 The Vice President(s). In the President's absence, or in the event of his or her 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 him or her 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 his or her authority to act in the President's place.

Section 4.10 The Secretary. The Secretary shall:

(a) keep any minutes of the Board of Directors and its committees in one or more books provided for that purpose;

(b) see that all notices are duly given in accordance with these Bylaws or as required by law;

(c) 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; and

(d) 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 4.11 The Assistant Secretaries. The Assistant Secretaries shall perform such duties as from time to time may be assigned to them individually or collectively by the Board of Directors, the President, or the Secretary. In the event of the Secretary's absence or disability, one or more of the Assistant Secretaries may perform such duties of the Secretary as the Secretary, the President, or the Board of Directors may designate.

Section 4.12 The Treasurer. The Treasurer shall:

(a) have charge and custody of, and be responsible for, all of the Corporation's funds and securities; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all such monies 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 Article V 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 monies disbursed;

(b) have the right to require from time to time reports or statements giving such information as he or she may desire with respect to any and all of the Corporation's financial transactions from the officers, employees, or agents transacting the same;

(c) 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;

(d) 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 his

or her 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; and

(e) in general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her 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 his or her duties in such sum and with such surety or sureties as the board shall determine.

Section 4.13 The Assistant Treasurers. The assistant treasurers shall perform such duties as from time to time may be assigned to them, individually or collectively, by the Board of Directors, the President, or the treasurer. In the event of the treasurer's absence or disability, one or more of the assistant treasurers may perform such duties of the treasurer as the treasurer, the President, or the Board of Directors may designate.

ARTICLE V INSTRUMENTS; BANK ACCOUNTS; CHECKS AND DRAFTS; LOANS; SECURITIES

Section 5.1 Execution of Instruments. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 5.2 Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these Bylaws, as the Board may deem expedient.

Section 5.3 Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without counter-signature by the President or any Vice President or the Treasurer or any Assistant Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

Section 5.4 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the President or, in the case of the President, as determined by the Board of Directors.

ARTICLE VI MISCELLANEOUS

Section 6.1 Fiscal Year. The fiscal year of the Corporation shall end on such date as shall be established by the Board of Directors.

Section 6.2 Corporate Seal. The Corporation shall have no corporate seal.

ARTICLE VII INDEMNIFICATION

Section 7.1 Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by the Statute, indemnify each Director and Officer against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or Officer is a Party because he is a Director or Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such person may be entitled under any written agreement, board resolution, vote of Directors, the Statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against Liability and advancement of Expenses under this Section 7.1 by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Section 7.1. The term "Statute," as used in this Article, shall mean Sections 181.0871 through 181.0883 of the Wisconsin Non-stock Corporation Law and all amendments thereto which permit or require the Corporation to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Statute.

Section 7.2 Private Foundation Limitations. Notwithstanding the foregoing, no indemnification will be permitted to the extent such indemnification would constitute an act of "self-dealing" or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended, or is prohibited under Section 181.0320 of the Wisconsin Statutes or any similar successor provision thereto.

Section 7.3 Limited Liability of Volunteers. Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation ("Volunteer") shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as

a Volunteer, to the fullest extent provided by Section 181.0670 of the Wisconsin Nonstock Corporation Law or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Corporation in writing.

**ARTICLE VIII
AMENDMENT**

These Bylaws may be amended at any time by action of the Board of Directors.

**ARTICLE IX
PERMITTED DISTRIBUTIONS**

The Corporation may make a distribution to another corporation if:

- a. The distribution is made in accordance with the stated purpose(s) of the Corporation;
- b. After the distribution, the Corporation is able to pay its debts as they become due in the usual course of its activities;
- c. After the distribution, the Corporation's total assets would equal at least the sum of its total liabilities; and
- d. The corporation to which the distribution is being made may not distribute any part of its income to directors or officers and is exempt from taxation under Section 501 of the Internal Revenue Code.

Adopted by Resolution of the Board of Directors effective as of March 9, 2016.

Richard J. Barrett, Director

Ron Shnowkse

Nick Patel