

**AMENDED AND RESTATED BYLAWS
OF
WATERLOO YOUTH SPORTS ORGANIZATION, INC.**

ARTICLE I. THE CORPORATION.

Section 1.1. Authority.

Waterloo Youth Sports Organization, Inc. (the “**Corporation**”) is a non-stock, not-for-profit corporation organized under the laws of the State of Wisconsin. Except as otherwise provided in the Articles of Incorporation of the Corporation (the “**Articles**”), the Corporation shall have all the authority necessary to achieve its purposes and shall be permitted to do all things that can be done by a not-for-profit corporation organized under the laws of the State of Wisconsin.

Section 1.2. Corporate Offices.

The Corporation shall have and continuously maintain in this State a principal office and a registered agent whose office address may be, but need not be, identical with such principal office. The Corporation may have other offices within or without the State of Wisconsin, as the board of directors may determine from time to time.

Section 1.3. Purposes.

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (hereinafter the “**Internal Revenue Code**”). To the extent consistent with the foregoing, the specific purposes of the Corporation shall include, but not be limited to, the following:

- (1) To provide the opportunity for youth in the Waterloo area to participate in a variety of sports and activities;
- (2) To identify, promote and fund charitable and educational projects that will increase awareness of physical fitness in youth;
- (3) To engage in any and all activities that are permitted for corporations organized under Chapter 181 of the Wisconsin Statutes that are incidental, useful or necessary to the accomplishment of the above-referenced purposes.

Notwithstanding the foregoing:

- (1) The Corporation shall not carry on any activities which are not permitted to be carried on by a corporation that is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, and to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.
- (2) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, officer or director of the Corporation or any private individual, within the meaning of Code Section 501(c)(3).

- (3) The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (4) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda or otherwise attempting to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Code Section 501(h).
- (5) At any time that the Corporation is or becomes a private foundation as described in Code Section 509(a) and Section 181.0320 of the Wisconsin Statutes, the Corporation:
 - (a) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed in Code Section 4942;
 - (b) Shall not engage in any act of self-dealing as defined in Code Section 4941(d);
 - (c) Shall not retain any excess business holdings as defined in Code Section 4943(c);
 - (d) Shall not make any investments in a manner as to subject the Corporation to tax under Code Section 4944; and
 - (e) Shall not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE II. MEMBERS.

2.1 Membership

The Corporation shall have two classes of members. The first class of members (“Class A Members”) shall include those individuals who have children participating in one or more of the youth sports programs sponsored by the Corporation. The second class of members (“Class B Members”) shall include those individuals committed to the achievement of the Corporation's charitable and educational purposes who are not Class A Members. Class A Members shall not be required to pay any dues to the Corporation. Class B Members shall pay annual dues to the Corporation in an amount as determined by the Board. Other than the payment of dues, Class A and Class B Members shall have identical interests and be entitled to those rights afforded “members” hereunder.

2.2 Meetings

There shall be an annual meeting of the membership of the Corporation during the month of August at the office of the Corporation or at such other place and time as may be designated by the Board of Directors. Special meetings of the membership may be called by the President or the Board of Directors. Alternatively, the membership may determine an appropriate schedule for regular meetings of its number.

2.3 Notice

Notice of the date, time and place of any meeting of the membership shall be given by oral or written notice delivered personally (including electronic delivery) to each member at least twenty-four (24) hours prior thereto. If notice is sent by e-mail, such notice shall be deemed to be delivered when sent to a member at his or her e-mail address as it appears on the records of the Corporation. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.4 Quorum

The number of members present at any meeting of the membership shall constitute a quorum for the transaction of business; provided, however, that in no event shall a quorum consist of fewer than ten (10) members. A majority of the members present at a meeting, though less than such quorum, may adjourn the meeting from time to time without further notice.

2.5 Conduct of Meeting.

The President, and in his or her absence, the Vice President, and in their absence any person chosen by the members present shall call the meeting of the members to order and shall act as chairperson of the meeting, and the Secretary of the Corporation shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

2.6 Voting

At each meeting of the membership, each member shall be entitled to cast one (1) vote on all matters presented to the membership for its approval. The act of a majority of members in attendance at a meeting at which a quorum is present shall be the act of the membership, except to the extent that a greater number is required by law, the Articles of Incorporation or these Bylaws. Voting by proxy shall be permitted.

ARTICLE III. BOARD OF DIRECTORS.

Section 3.1. Number, Election, Terms, Vacancies and Authority.

(a) Number. The business and affairs of the Corporation shall be governed by a board of directors consisting of between three (3) and nineteen (19) individuals, as may be determined by the board from time to time. Individual directors must be members of the Corporation.

(b) Election. The board shall attempt to assign staggered terms to the director positions such that, as nearly as possible, an equal number of directors shall be elected each year. At all annual meetings, those open director positions shall be elected upon the affirmative vote of a majority of members present, provided that a quorum exists.

(c) Terms. Directors shall serve for staggered terms of two (2) years. Terms shall begin with the close of the annual meeting at which directors are elected. Directors shall continue to serve until the close of the annual meeting for the year during which each director's term expires, or until their successors are duly elected. Directors shall not be limited as to the number of terms they may serve.

(d) Resignation.

Any director may resign at any time by giving written notice to the Board of Directors or the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Board of Directors or the President or Secretary of the Corporation as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

(e) Removal.

(i) By Members. Any director may be removed by the Members with or without cause, upon the affirmative vote of a majority of members present at a meeting, provided that a quorum exists.

(ii) By Directors. Any director may be removed by the super-majority vote of the Directors, then in office, if the Directors determine that it is in the best interest of the Corporation to remove that Director. "Super-Majority Vote" shall mean the affirmative vote of at least 67% of the Directors present at a meeting at which a quorum is present.

(f) Vacancy. A vacancy on the board of directors, occurring by reason of death, incapacity, removal or resignation, or for any reason other than by expiration of a director's term, shall be filled as determined by the board, with the newly-appointed director to serve for the unexpired portion of the vacating director's term.

(g) Authority. The board of directors shall have full power and authority to perform any and every lawful act deemed necessary or proper to carry out the purposes of the Corporation. The board of directors shall have the power to enact, maintain and enforce, and from time to time, amend, alter and repeal, all suitable lawful rules and regulations for the governance of the Corporation and perform other acts not inconsistent with law, these Bylaws, or the Articles.

(h) Compensation. Directors shall serve without compensation for their services in such capacity. Notwithstanding the foregoing, directors may be entitled to reimbursement for reasonable expenses incurred by virtue of and in furtherance of their responsibilities as directors, but only if and to the extent agreed upon in advance by the board, and only if supported by timely and thorough documentation of such expenses.

Section 3.2. Meetings, Notice; Quorum; Voting.

(a) Annual, Regular and Special Meetings. There shall be an annual meeting of the board of directors at the office of the Corporation during the month of August, or at such other place and at such time as may be designated by the board. Regular meetings other than the annual meeting shall be held at least quarterly, at such places and times as the board may determine. Special meetings of the board of directors may be called by the President or a majority of the directors then in office.

(b) Notice. Notice of the date, time and place of any meeting shall be given by oral or written notice delivered personally (including electronic delivery) to each director at least twenty-four (24) hours prior thereto. If notice is sent by e-mail, such notice shall be deemed to be delivered when sent to a director at his or her e-mail address as it appears on the records of the Corporation. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends

the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(c) Participation by Electronic Means. Any one or more directors may participate in, and shall be deemed present at, any meeting conducted by means of communication whereby either:

- (i) All participating directors may simultaneously hear each other during the meeting; or
- (ii) 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.

(d) Quorum. A majority of directors then in office shall constitute a quorum of the board, but a majority of the directors present at a meeting, though less than such quorum, may adjourn the meeting from time to time without further notice.

(e) Action. At each meeting of the board of directors, each director shall be entitled to cast one (1) vote on all matters presented to the board for its approval. The act of a majority of directors in attendance at a meeting at which a quorum is present shall be the act of the board, except to the extent that a greater number is required by law, the Articles or these Bylaws. Voting by proxy shall not be permitted.

Section 3.3. Informal Action by Directors.

Any action which may be taken at a meeting of the board of directors, or of any committee of the board of directors, also may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors or committee members then serving who are entitled to vote with respect to the subject matter thereof, as the case may be. Any consent signed by all the directors or all the members of the committee shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions or any other office.

Section 3.4. Committees.

The board of directors may establish committees as it shall deem appropriate for the conduct of the business of the Corporation; provided, however, that any such committee shall include at least one (1) director of the Corporation, along with such additional individuals as the board may determine. The board annually shall designate the members of all committees and shall appoint a chairperson for each such committee. Committee members shall serve at the pleasure of the board.

ARTICLE IV. OFFICERS.

Section 4.1. Officers.

The Corporation shall have the following officers:

- President
- Vice-President
- Secretary
- Treasurer
- Player-Agent

- Equipment Manager
- Tournament Director
- Baseball Teener Director
- Softball Director
- 4-5 Tackle Football Director
- 6-8 Tackle Football Director
- National League/American League Baseball Director
- Coach Pitch/Tee Ball Director
- Volleyball Director
- Flag Football Director
- Boys Basketball Director
- Girls Basketball Director

(the Baseball Teener Director, National League/American League Baseball Director, Coach Pitch/Tee Ball Director, Softball Director, 4-5 Tackle Football Director, 6-8 Tackle Football Director, Flag Football Director, Volleyball Director, Boys Basketball Director and Girls Basketball Director shall be collectively referred to herein as the “Sports Directors”). Any two or more of said offices may be held by the same person. Each of the above officers shall be members of the Board of Directors. Notwithstanding the foregoing, the addition of a subsequent youth sports program (e.g., soccer) shall result in the creation of a Sports Director for that program (e.g., Soccer Director) who shall be admitted to the Board of Directors with the same rights/responsibilities as other Sports Directors.

Section 4.2. Election.

The officers of the Corporation shall be elected annually by the Members at the annual meeting by the affirmative vote of a majority of members present, provided that a quorum exists. Each officer shall hold office from the close of the annual meeting for a term of two years, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided. An individual elected to an officer position shall automatically be elected to the Board as well.

Section 4.3. Qualifications of Officers.

Officers must be residents of the State of Wisconsin.

Section 4.4. Resignation.

Any officer may resign at any time by giving written notice to the Board of Directors or the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Board of Directors or the President or Secretary of the Corporation as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4.5. Removal.

(a) By Members. Any officer or agent elected or appointed by the Members may be removed by the Members with or without cause, upon the affirmative vote of a majority of members present at a meeting, provided that a quorum exists.

(b) By Directors. Any officer or agent elected or appointed by the Members may be removed by the super-majority vote of the Directors, then in office, if the Directors determine that it is in

the best interest of the Corporation to remove that Director. “Super-Majority Vote” shall mean the affirmative vote of at least 67% of the Directors present at a meeting at which a quorum is present.

Section 4.6. Vacancies.

A vacancy in any office occurring for any reason may be filled by a majority vote of the Members at a meeting where a quorum is present. Each officer shall hold office for the unexpired portion of the term such director was elected to fill and until such officer's successor is elected, or until such officer's death, resignation or removal. Notwithstanding the foregoing, a vacancy may be filled by a majority vote of the Board of Directors if (i) an interim officer/agent is necessary for the smooth operation of the Corporation or any of its programs and (ii) it is impracticable to hold a meeting of the Members to fill such vacancy.

Section 4.7. Duties.

(a) President. The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the board of directors, and shall perform all business and duties customarily pertaining to the office of the President and such other duties as he or she may be directed to perform by resolution or majority vote of the board of directors.

(b) Vice President. The Vice President shall exercise all the powers, authority and duties of the President during the absence or disability of the President and shall perform such other responsibilities as may be directed by the President or the board of directors.

(c) Secretary. The Secretary shall keep the minutes of all proceedings of the board of directors in books provided for that purpose, and such other books and papers as the board of directors may direct. The Secretary shall attend to the giving and serving of notices of all meetings of the board of directors and otherwise. The Secretary shall perform such additional duties connected with the operation of the Corporation customarily pertaining to the office of Secretary or as directed by the President or the board of directors.

(d) Treasurer. The Treasurer shall receive and deposit all funds of the Corporation in the depository institution or institutions selected by the board of directors, which funds shall be withdrawn only by checks or orders executed in the name of the Corporation by the Treasurer or the President (or subordinates under their direction and control). The Treasurer shall also account for all receipts, disbursements and balance on hand and report regarding the same when and as requested by the President or board of directors. The Treasurer shall perform such additional duties connected with the operation of the Corporation customarily pertaining to the office of Treasurer or as directed by the President or the board of directors.

(e) Player Agent. The Player Agent shall be primarily responsible for ensuring that any player in a Corporation sponsored program is fairly represented in any dispute regarding the interpretation of rules or player eligibility, which have a direct impact on such Player. The Player Agent shall also perform such additional duties connected with ensuring that the “best interests” of players in Corporation sponsored programs are fairly represented.

(f) Equipment Manager. The Equipment Manager shall be responsible for coordinating the distribution and collection of equipment for use in the sporting programs offered by the Corporation. The Equipment Manager shall also be responsible for providing the Board of Directors with an accounting of the equipment needed by the Corporation.

(g) Concessions Director. The Concessions Director shall be responsible for ensuring the operation of the concessions stand at the various sporting programs offered by the Corporation, including ensuring sufficient inventory of food items, organizing volunteers to assist in the concessions stand and keeping the Board of Directors apprised of any equipment or supplies that are necessary for the operation of the concession stand.

(h) Tournament Director. The Tournament Director shall be the chairperson of the Tournament Committee and shall be the person primarily responsible for (i) organizing and operating any Corporation sponsored tournaments and (ii) organizing participation in tournaments sponsored by other local youth sports organizations.

(i) Sports Director. The Sports Director shall be the chairperson for the sporting program for which that Sports Director is responsible. The Sports Director shall be responsible for all program components including determining participant eligibility, organizing schedules, locating volunteer coaches and developing and enforcing rules for play. The Sports Director shall also have the final vote on any interpretation of such rules for play.

ARTICLE V. CORPORATE SEAL.

The Corporation shall not have a corporate seal.

ARTICLE VI. INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS.

Section 5.1. Mandatory Indemnification.

The Corporation shall to the maximum extent permitted under the Wisconsin nonstock corporation law, as amended, indemnify against liability and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of or volunteered services to the Corporation; or is or was serving at the request of the Corporation as a director, officer, employee or agent of any committee or of any other corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 5.2. Supplementary Benefits.

The Corporation may supplement the right of indemnification under Section 10.1 by the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

ARTICLE VI. CORPORATE ACTS, LOANS AND DEPOSITS.

Section 6.1. Corporate Acts.

Unless otherwise directed by resolution of the board of directors or by law, all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation, and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the Corporation shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Corporation shall be signed by the President (or by a subordinate under his or her control to whom he or she has delegated such authority), except as otherwise determined by the board of directors.

Section 6.2. Loans.

No funded indebtedness shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 6.3. Deposits.

All funds of the Corporation, not otherwise employed, or subject to immediate distribution, shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the board of directors may select.

ARTICLE VII. AMENDMENTS.

Section 7.1. Amendments.

These Bylaws may be amended or restated by the Board of Directors upon the affirmative vote of at least two-thirds (2/3) of the Directors then in office. Notwithstanding the foregoing, no such amendment or restatement shall be effective unless it is proposed at a duly-called meeting of the board at which a quorum is present, and then acted upon by the board at a subsequent meeting held not less than thirty (30) days thereafter.