

**AMENDED AND RESTATED BYLAWS
OF
WISCONSIN RAPIDS YOUTH SPORTS ASSOCIATION, INC.**

(Effective July 2024)

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

Section 1.1. Name. The name of the corporation shall be the Wisconsin Rapids Youth Sports Association, Inc. (the “Corporation”).

Section 1.2. Principal Office. The principal office of the Corporation shall be the address registered as the principal office of the Corporation with the Wisconsin Department of Financial Institutions. The Corporation may have such other offices as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

**ARTICLE II
PURPOSE**

Section 2.1. Purpose. The purpose of the Wisconsin Rapids Youth Sports Association shall be to provide a central organization for planning, coordinating, and carrying out youth sports programs to benefit youth and the community.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1. Number. The Corporation will not have members. The management of the Corporation shall be vested in a Board of Directors consisting of no fewer than thirteen (13) and no more than twenty-five (25) persons (the “Board of Directors”).

Section 3.2. Powers of Board of Directors. The Board of Directors shall be granted the authority to manage the Corporation to the extent provided by Wisconsin law.

Section 3.3. Term. The term of each director shall be one year, and a director may be elected to succeed him or herself. Directors are not subject to term limits.

Section 3.4. Election. Election of directors shall take place at the annual meeting of the Board of Directors. The current directors of the Board of Directors shall elect successors to serve until their successors are elected at the next annual meeting of the Board of Directors. Any director of the Board of Directors who is present at the annual meeting of the Board of Directors may nominate an individual who is

nineteen (19) years of age or older for election to the Board of Directors. The directors shall be selected from those nominated. Each director may cast twenty-five (25) non-cumulative votes. The nominees with the greatest number of votes are elected, provided a quorum is present. In the event there is a tie and election of both/all of the nominees who received the tied number of votes would cause the Board of Directors to exceed the twenty-five (25) person maximum provided in section 3.1, there shall be a run-off election with each director being able to cast as many non-cumulative votes as positions remain available on the Board of Directors.

Section 3.5. Vacancies. In the event the Board of Directors falls below the thirteen (13) director minimum provided in section 3.1, by reason of a director's death, resignation, or any other reason, the president shall appoint successors until the Board of Directors has thirteen directors who shall serve for the remainder of the term.

Section 3.6. Board Emeritus Director Positions Abolished. Individuals elected as Board Emeritus members under prior versions of the Corporation's bylaws shall not be considered directors of the Board of Directors, nor shall they have voting rights or any other privileges or protections of a director of the Board of Directors. This Section shall not be construed as a limitation on individuals previously elected as Board Emeritus members from being elected to the Board of Directors under the terms of these amended bylaws.

Section 3.7. Meetings of Board of Directors.

(a) Annual Meeting. There shall be an annual meeting of the Board of Directors held during the month of July during each calendar year. The Board of Directors shall give at least ten (10) days written notice of the annual meeting. The Secretary is responsible for sending these notices.

(b) Regular Meetings. At its annual meeting, the Board of Directors shall set a schedule of regular Board of Directors' meetings for the period until the next annual meeting of the Board of Directors. A single written notice of regular Board of Directors meetings will be given to all directors within ten (10) days following the annual Board of Directors' meeting. No further notice of regular Board of Directors' meetings will be required.

(c) Special Meetings. Special meetings of the Board of Directors may be called by the president or by any director. Special meetings shall be on five (5) days written notice, which shall describe generally the business to be transacted at the meeting.

(d) Place of Meetings. All meetings of the Board of Directors shall be held at a location in Portage or Wood Counties in the State of Wisconsin, and as stated in the notice of meeting.

(e) Quorum and Manner of Acting. Seven directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Unless otherwise required by Wisconsin law or these bylaws, the act of a majority of the directors present shall be the act of the Board of Directors. In the event of a tie, the vote of the President shall break the tie and the action shall be considered by a majority of directors.

(f) Voting. Voting shall be by directors present at the meeting. Voting shall not be allowed through proxy.

(g) Procedure. Meetings may be conducted in the manner convenient to the directors, but upon demand by any director, shall be conducted pursuant to Robert's Rules of Order, unless some other procedure is approved by a two-thirds vote of directors present at the meeting. Directors may elect to conduct meetings telephonically, if approved by unanimous consent.

Section 3.8. Action Without Meeting. Pursuant to Chapter 181.0821(1r) or its successor in the Wisconsin Statutes, an action required or permitted to be taken at a board meeting may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by two-thirds of the directors then in office. This method may not be used in place of the annual meeting.

Section 3.9. Expelling and Banning Parties. The Board of Directors, by a two-thirds vote of directors present at a meeting of the Board of Directors, may expel, strip of position, or ban from Corporation events, activities, and facilities: an officer, director, or any individual or group of individuals for violation of the Corporation's bylaws, policies, rules, or for any cause which is determined by the Board of Directors to be in conflict with the purposes, objectives, or best interests of the Corporation. The Executive Committee, by a majority vote of its members, may take such action as described above on a temporary basis to be effective until the following meeting of the Board of Directors, at which point the Board shall vote on whether the Executive Committee's action should be adopted by the Board of Directors to be effective permanently or for a period set by the Board. A temporary action by the Executive Committee against a director shall not be interpreted as to prevent a director from voting on Board actions to expel, strip of position, or ban parties at the Board of Directors meeting following the Executive Committee's action.

Section 3.10. Compensation. Directors shall receive no compensation but shall be entitled to reimbursement of out-of-pocket expenses as approved by the Board of Directors.

Section 3.11. Indemnification. Directors shall be entitled to indemnification for actions as directors to the extent permitted by Wisconsin law.

ARTICLE IV OFFICERS

Section 4.1. General. The officers of the Corporation shall consist of a president, vice president, secretary, treasurer, baseball tournament director, and softball tournament director. Officers may, but are not required to be, directors of the Board of Directors. One person may hold not more than two of the officer positions described below, except that the president and vice president and the president and secretary positions may not be combined. The Board of Directors may elect other officers, or assistants to officers, at their discretion to facilitate the efficient completion of Corporation goals and responsibilities.

Section 4.2. Election and Terms. Elections of officers shall take place at the annual meeting of the Board of Directors by the newly constituted Board of Directors elected in accordance with Section 3.4 of these bylaws. Following the election of the new Board of Directors, officers shall be elected in the following order: president, vice president, secretary, treasurer, baseball tournament director, softball tournament director, and finally other officer positions created by the Board under Section 4.1 of these bylaws. Each officer position shall be elected in the following manner. Any director who is present may nominate an individual who is nineteen (19) years of age or older for the position. The officer shall be elected from those nominated. Each director may cast one (1) vote and the nominee with the greatest number of votes is elected. If no nominee receives a majority of the votes cast, a run-off election shall be held between the two candidates who received the most votes. In the event of a tie between two nominees, the newly elected president shall decide the winner. If the tie between two nominees is for the election of the new president, the position will be decided by the outgoing president. If the outgoing president is unable to cast the tie breaking vote, the outgoing vice-president shall exercise that duty instead. If both the outgoing president and vice-president are unable to cast the tie breaking vote, the election shall be decided by coin flip. Officers shall be elected for one-year terms and shall serve until their successors are elected. Officers are not subject to term limits.

Section 4.3. Duties. The duties of each office include, but are not limited to, duties prescribed by law and those additional duties set forth below. The president may assign additional duties to any officer as the president deems appropriate.

(a) President. The president shall generally manage the day-to-day operations of the Corporation subject to the direction of the Board of Directors. The president shall preside at all meetings of the Board of Directors. The president may sign with the secretary or other proper officers of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed. The president shall monitor progress of committees to ensure key deadlines and requirements are achieved.

(b) Vice President. The vice president shall exercise the duties of the president in the absence or incapacity of the president. If the president should die, resign, or be removed from office, the vice president shall succeed to the office of the president. The vice president shall also carry out duties and assignments as delegated by the president.

(c) Secretary. The secretary shall maintain all records of the Corporation and shall prepare minutes of all meetings of the Board of Directors. The secretary shall be responsible for maintenance of contact information and mailing addresses of directors of the Board of Directors and other individuals important to the function of the Corporation. The secretary shall be responsible for providing notices as required by these bylaws or requested by the Board of Directors or the policies of the corporation.

(d) Treasurer. The treasurer shall have custody of the funds of the Corporation and shall maintain all financial records of the Corporation. The treasurer shall report to the president and Board of Directors on the financial status of the Corporation.

(e) Baseball Tournament Director. The baseball tournament director shall procure baseball tournaments, prepare and carry out the baseball tournament budget, establish baseball tournament committees and work grounds, and set and carry out the baseball tournament program each year. Key baseball tournament dates and events to be hosted will be presented to the Board of Directors for approval during or before December of each year so facilities can be reserved.

(f) Softball Tournament Director. The softball tournament director shall procure softball tournaments, prepare and carry out the softball tournament budget, establish softball tournament committees and work grounds, and set and carry out the softball tournament program each year. Key softball tournament dates and events to be hosted will be presented to the Board of Directors for approval during or before December of each year so facilities can be reserved.

Section 4.4. Compensation. All officers shall serve without compensation except that they may be reimbursed for actual out-of-pocket expenses incurred in performance of the duties of their office.

Section 4.5. Execution of Documents and Financial Accounts. In addition to any other powers provided herein or by Wisconsin law, the Board of Directors may authorize one or more officers of the Corporation to execute and deliver instruments, open bank accounts, execute checks and drafts in the name of the Corporation, make or obtain loans, and sell, assign, or pledge securities.

ARTICLE V COMMITTEES

Section 5.1 Executive Committee. The Corporation shall have an Executive Committee not to exceed seven members. The Executive Committee will consist of the president, vice president, secretary, treasurer, baseball tournament director, softball tournament director plus any director the Board of Directors approves by a majority vote. In the interval between meetings of the Board of Directors, the Executive Committee shall exercise all of the powers of the Board consistent with the provisions of the Articles of Incorporation, these bylaws, the policies, and the rules of the Corporation. Unless otherwise required by Wisconsin law or these bylaws, the act of the majority of the Executive Committee members shall be an act of the Executive Committee. In the event of a tie, the vote of the President shall break the tie and the action shall be considered an action by the majority of Executive Committee members. Actions of the Executive Committee are effective and controlling immediately and shall be considered acts of the Board of Directors, except as described in Section 3.9, Expelling and Banning Parties. The Executive Committee shall report to the Board of Directors on actions taken at the following meeting of the Board of Directors, at which point the Board may elect to take actions to reverse, to the extent possible, the acts of the Executive Committee.

Section 5.2. Committees. The Board of Directors may create standing and special committees as it deems appropriate, provided that such committees may not exercise the powers of the Board of Directors. The president shall automatically be a member of all committees. Additional Committee members may be appointed or removed by the president or a majority action of the Board.

Section 5.3. Committee Reports. Committees shall report their plans, progress, and actions at meetings of the Board of Directors for review and approval. Committee plans and actions are subject to approval by a majority vote of the Board of Directors.

ARTICLE VI FISCAL YEAR AND BOOKS AND RECORDS

Section 6.1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on December 31.

Section 6.2. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and shall keep at the principal office a record of all names, electronic addresses, and mailing address of all directors. All books and records of the Corporation may be inspected by any director at any time upon reasonable advance notice.

ARTICLE VII NOTICE AND AMENDMENT

Section 7.1. Notice. Wherever these Bylaws require written notice to directors, such notice shall be mailed to each director by electronic mail to the director's email address shown on the records of the Corporation. In the event the director does not have an electronic mail address, or makes a written request to the secretary of the Corporation, notice shall be sent to such director by regular first class mail to the director's address as shown on the records of the Corporation. Each director shall be responsible for advising the Corporation of his or her current electronic mail address and mailing address. In all cases, notice shall be deemed given on the date of mailing.

Section 7.2. Amendment. These Bylaws may be amended by a vote of two-thirds of the entire Board of Directors at a meeting duly called for such purpose. Notice of the meeting, including the text of the proposed Bylaw amendment, must be given to each director at least 10 days prior to the date of the meeting.

DMJ/ST682601