

BYLAWS

of

WISCONSIN INTERSCHOLASTIC CYCLING LEAGUE, LTD.

a

Wisconsin Nonprofit Corporation

(Adopted Effective as of the Incorporation of the Corporation)

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ARTICLE I - OFFICES

Section 1. Principal Office. The principal office of the Wisconsin Interscholastic Cycling League, Ltd. (the “Corporation”) shall be at such place inside or outside of the State of Wisconsin as the Member may determine from time to time.

Section 2. Other Offices. The Corporation may also have offices at such other places, where it is qualified to do business, as the Member may from time to time designate, or as the business of the Corporation may require.

ARTICLE II - PURPOSES

Section 1. General Purpose. The purpose of this Corporation shall be to engage in any lawful act or activity for public and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purposes. Without in any way limiting the general purpose set forth in Section 1 of this Article, the Corporation will work to provide services, opportunities, and leadership necessary to establish and maintain safe, high-quality high school and middle school cycling programs. The coaches, administrators and staff of the league, which work with Wisconsin schools, believe in the equal worth and dignity of all students. The Corporation is responsible for establishing a climate which will:

- (a) provide students who have the desire to bike with the coaching and camaraderie that will help them achieve both competitive and non-competitive cycling goals in a safe and enjoyable manner;
- (b) develop an awareness of what it is to be an amateur athlete that is both gracious, and respectful to their community;
- (c) create an environment in which they may discover new friendships and find role models;
- (d) guide students towards learning new skills and disciplines;
- (e) promote the value of cycling to our community as a mode of transportation and as a lifelong sport; and
- (f) encourage young riders to respect other trail users and the natural environment.

ARTICLE III - DIRECTORS

Section 1. Number. The initial number of directors shall be five. One of the positions on the Board of Directors shall be set aside to be filled by the then League Director of the Corporation, as identified by the Member (the "League Director Board Position"). From time to time at its discretion, the Board of Directors by resolution may alter the number of directors constituting the Board of Directors, designating the number of directors to be no less than five directors, and no more than thirteen directors, provided that the number designated shall be an odd number.

Section 2. Director Election and Tenure. After consultation with the local Chapter Formation Advisory Board, the Member shall elect via the initial corporate resolutions of the Member the initial directors of the Corporation, and shall therein set each director's initial term in office. Initial directors' terms in office may be of varying periods of time, so that all directors later are not up for election at the same time. Once elected, each initial director shall hold office for the term specified in the Member's initial corporate resolution, and until a successor has been elected and qualified or until his or her earlier death, resignation or removal. Thereafter, except as to the League Director Board Position, as each initial director's initial term expires, each director elected or re-elected shall serve a term in office of three years, and thereafter until the next annual meeting, and until a successor has been elected and qualified or until his or her earlier death, resignation or removal. Unless specified by the Board of Directors, each director elected to fill a vacancy on the Board of Directors shall hold office for the remainder of the term of the director which he or she has replaced and until a successor has been elected and qualified or until his or her earlier death, resignation or removal. Unless the directors shall agree to another procedure via a Board resolution, elections for directors shall be conducted as follows. At a Board meeting at which one or more director positions are to be filled, each director may nominate one person (but no more than one person) to fill each of the positions to be filled. Once nominations have been made, the Chair shall distribute at the meeting to each director a ballot setting forth as to each director position to be filled, the names of each candidate nominated for the position; in addition, one space shall be provided for a write-in candidate for each director position to be filled. Each director shall have one vote as to each position to be filled. As to each position to be filled, the candidate receiving the greatest number of votes shall be declared the winner as to that position (regardless of whether the candidate receives a majority of the votes cast, *i.e.*, it is unnecessary for there to be a "run off" election if in the "first round" of voting, a candidate does not receive a majority of the votes cast). In the case of a tie in the voting for any particular director position, the Chair shall resolve the tie via the Chair's choice of some openly-observable, impartial, tie-breaking method (*e.g.*, a coin toss). Voting for directors shall be as described above, and not by "cumulative voting." As used herein, the term "cumulative voting" means a director taking the number of votes the director would have as to all director positions up for election, and casting all of those votes for a single director position. Unless the Board by resolution determines otherwise, voting for directors shall be by secret ballot.

Section 3. Restriction Regarding Interested Directors. Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board of Directors may be interested persons. For purposes of this Section, "interested persons"

means either: (a) any person currently being compensated by the Corporation for services rendered to the Corporation in an amount in excess of \$2000 within the previous twelve (12) months, whether as a full- or part- time officer, employee, independent contractor or otherwise of the Corporation, excluding any reasonable compensation paid to a director as director; or (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

Section 4. General Powers. Subject to the provisions of Chapter 181 of the Wisconsin Statutes (hereinafter, "Chapter 181"), and any limitations in the Articles of Incorporation or these Bylaws, the activities and affairs of this Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 5. Specific Powers. Without prejudice to the general powers set forth in Section 3 of this Article, but subject to the same limitations, the Board of Directors shall have the power to: (a) appoint and remove, at the pleasure of the Board of Directors, all the Corporation's officers, agents and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation of this Corporation and with these Bylaws; fix their compensation; and require from them security for faithful performance of their duties; (b) cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country; conduct its activities inside or outside Wisconsin; and designate any place inside or outside Wisconsin for holding any meeting of the Board of Directors; and (c) borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's and other evidences of debt and securities.

Section 6. Duties. It shall be the duty of the Board of Directors to: (a) perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws; (b) supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly; (c) appoint and remove, employ and discharge, and, except as otherwise provided by these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation; (d) meet at such times and places as required by these Bylaws; and (e) register their individual addresses with the Secretary of the Corporation, and notices of meetings mailed or sent by facsimile (or other electronic means including email) to them at such addresses shall be valid notices thereof. Additionally, it shall be the duty of any director who is served with a summons and complaint or other legal process to immediately provide written notice of such, and a copy of such to the Board of Directors and the Member.

Section 7. Regular and Annual Meetings. The Board of Directors shall provide by resolution the time and place for the holding of regular meetings of the Board of Directors without other notice than such resolution. The annual meeting of the Board of Directors shall be held at an agreed upon time and place on the second Monday in January, or such other date as agreed to by a majority of the directors. In the event any director's term in office has run and is

scheduled to expire as of the annual meeting, the Board of Directors shall conduct an election of directors as to the expiring positions, in accordance with the procedures set forth in § 2.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Member, by the Chairperson of the Board (hereinafter, the “Chair”), by any officer, or any two directors. Written notice of the date, time and place of all special meetings of the Board of Directors shall be delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail or other electronic means to each director at least forty-eight hours before the meeting, or sent to each director by first-class mail, postage prepaid, at least four days before the meeting. Such notice need not specify the purpose of the meeting. Notice of any meeting of the Board of Directors need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director.

Section 9. Place of Meetings. Meetings of the Board of Directors may be held at any place inside or outside the State of Wisconsin that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, then at the principal office of the Corporation or as designated by resolution duly adopted by the Board of Directors.

Section 10. Participation in Board of Director Meetings via Electronic Means. Directors may participate in a Board meeting via electronic means (specifically, via telephonic conference method or through video communication methods) as long as all directors participating in the meeting have the ability to engage in concurrent verbal communication (*i.e.*, that each director participating *can hear* whoever is speaking during the meeting, and *can speak* so that each other director participating can hear what the director is saying). Participation in a meeting through such electronic means shall be considered presence in person at the meeting. If a meeting will be conducted through such electronic means, the notice for the meeting shall indicate (a) the electronic method by which a director may participate; and (b) that official business may be transacted during the meeting. If requested by a director during the meeting, minutes of the meeting shall be prepared and distributed to each director. Nothing herein should be interpreted as permitting Board meetings to be conducted by concurrent electronic *text communication* means. In the event a director at a meeting held wholly or partly via electronic means raises an issue or challenge as to the identity of a person participating in the meeting, the Board Chair shall resolve the issue, and the challenge and resolution shall be reflected in any minutes prepared as to the meeting.

Section 11. Quorum. A majority of the Board of Directors shall constitute a quorum at all meetings. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of an adjournment to another time or place shall be given prior to the time of the reconvened meeting to the directors who were not present at the time of adjournment pursuant to the notice provisions of Section 8 of these Bylaws.

Section 12. Action at Meeting. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless a greater percentage vote or different voting rules for approval of a

matter by the Board of Directors is required by the Articles of Incorporation of this Corporation or these Bylaws, or by provisions of Chapter 181 of the Wisconsin Statutes. The directors present at a duly held meeting at which a quorum is initially present may continue to transact business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action taken is approved by at least a majority of the required quorum for such meeting, or such greater percentage as may be required by the Chapter 181 of the Wisconsin Statutes, or the Articles of Incorporation of this Corporation or these Bylaws.

Section 13. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the President of the Corporation, or in his or her absence, by the Treasurer of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Section 14. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held (including in-person or virtually through electronic means), are as valid as though had at a meeting duly held after regular call and notice, provided (a) a quorum is present at the meeting, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 15. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. For the purposes of this Section only, "all members of the Board of Directors" shall not include any "interested director" as defined in Wis. Stat. § 181.0831.

Section 16. Removal. The Board of Directors may declare vacant the office of a director who has failed to attend three consecutive duly noticed Board meetings, been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Wis. Stat. § 181.0801 and following. While as indicated in Art. III § 4 above the day-to-day activities and affairs of the Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors, as provided for in Wis. Stat. § 181.0808, upon providing due notice, the Member may by a written Member's resolution remove the entire Board of Directors or any individual director. Any reduction of the authorized number of directors or any amendment reducing the number of classes of directors does not remove any director prior to the expiration of such director's term of office. In the event an office of a director is so declared vacant or, or any one or more directors is so removed, new directors may be elected by the Member at the same or another meeting. Each director so elected shall hold office for the balance of the unexpired term and until a successor has been elected and qualified.

Section 17. Resignations. Any director may resign effective upon giving written notice to the Member, the President, the Secretary or the Board of Directors of the Corporation,

unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 18. Vacancies. Unless otherwise provided in the Articles of Incorporation of the Corporation or these Bylaws and except for a vacancy created by the removal of a director, all vacancies in the Board of Directors, whether caused by resignation, death, an increase in the number of authorized directors or otherwise, may be filled by the Member, and each director so elected shall hold office until his successor is elected and qualified.

Section 19. Compensation. No stated salary shall be paid directors, as such, for their services, but, by resolution of the Member, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board of Directors. In addition, directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as set forth in Section 5 of this Article. Directors may not be compensated for rendering services to the Corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 3 of this Article. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Section 20. Committees. The Board of Directors may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board of Directors. The Board of Directors may appoint one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the authorized number of directors. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have all the authority of the Board of Directors in the management of the activities and affairs of the Corporation, except with respect to: (a) the filling of vacancies on the Board of Directors or in any committee which has the authority of the Board of Directors; (b) the fixing of compensation of the directors for serving on the Board of Directors or on any committee; (c) the amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; (d) the appointment of other committees of the Board of Directors or the members thereof; (e) the expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and (f) the approval of any self-dealing transaction. For the avoidance of doubt, a committee may be referred to as a team, which shall have the same authority as a committee pursuant to these Bylaws. Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members. All committees shall keep regular minutes of their 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.

ARTICLE IV - OFFICERS

Section 1. Number and Term. The officers of the Corporation shall be a

President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The Corporation may also have, as determined by the Board of Directors, a Chair of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers or such other officers as may be deemed expedient for the proper conduct of the activities of the Corporation, each of whom shall have such authority and perform such duties as the Board of Directors may from time to time determine. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chair of the Board. Officers shall be appointed by the Board of Directors, at any time, and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold office until his successor shall have been duly appointed or until his removal or resignation.

Section 2. Inability to Act. In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, or any director or other person whom it may select.

Section 3. Removal and Resignation. Any officer may be removed at any time, with or without cause, by the Member, or by the affirmative vote of a majority of all the members of the Board of Directors, subject only to the rights, if any, of such officer under any contract of employment. Any officer may resign at any time by giving written notice of said resignation to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Unless a different time is specified therein, such resignation shall be effective upon its receipt by the President, the Secretary or the Board of Directors.

Section 4. Vacancies. A vacancy in any office because of any cause shall be filled by the Board of Directors. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

Section 5. Chair of the Board. The Chair of the Board shall be elected by a vote of a majority of the members of the Board of Directors. If the Board of Directors does not elect a Chair of the Board, the President shall serve as Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Directors. For the avoidance of doubt, the Chair of the Board shall also be a director on the Board of Directors.

Section 6. President. The President shall be the chief executive officer of the Corporation unless such title is assigned to another officer of the Corporation. The President shall have general and active management of the activities and affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute deeds, mortgages, bonds, contracts, checks or other instruments, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Section 7. Vice President. In the absence of the President, or in the event of such officer's death, disability or refusal to act, the Vice President, or in the event there is more than

one Vice President, the Vice Presidents in the order designated at the time of their selection, or in the absence of such designation, then in the order of their selection, 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 have such powers and perform such duties as may be assigned from time to time by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall see that notices for all meetings are given in accordance with the provisions of these Bylaws and as required by law; shall keep at the principal office of the Corporation written minutes of all meetings of the Board of Directors, and, if applicable, all meetings of committees of directors; shall certify and keep at the principal office of the Corporation the original or a copy of these Bylaws and the Articles of Incorporation of this Corporation, each as amended to date; shall have charge of any corporate seal and the corporate books and records; and shall make such reports and perform such other duties as are incident to such office, or as are properly required by the President or by the Board of Directors. The Assistant Secretary or the Assistant Secretaries, in the order of their seniority, shall, in the absence or disability of the Secretary, or in the event of such officer's refusal to act, exercise the powers and perform such duties as may be assigned from time to time by the President or by the Board of Directors.

Section 9. Treasurer. The Treasurer shall have the custody of all moneys and securities of the Corporation, shall deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors, and shall keep regular, adequate and correct books and records of account. Such officer shall disburse, or cause to be disbursed, funds of the Corporation in payment of the just demands against the Corporation, or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required of such officer, an account of all transactions as Treasurer and of the financial condition of the Corporation. Such officer shall receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever. Such officer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements of the Corporation to be included in any required reports. Such officer shall perform all duties incident to such office or that are properly required by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give the corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of such officer's office and for the restoration to the corporation, in case of such officer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in such officer's possession or control belonging to the Corporation. The Assistant Treasurer or the Assistant Treasurers, in the order of their seniority, shall, in the absence or disability of the Treasurer, or in the event of such officer's refusal to act, perform the duties and exercise the powers of the Treasurer, and shall have such powers and perform such duties as may be assigned from time to time by the President or by the Board of Directors.

Section 10. Salaries. The salaries of the officers shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that such officer is also a director of the Corporation, provided, however, that such compensation paid a director for serving as an officer of this Corporation shall only be

allowed if permitted under the provisions of Article III, Sections 3 and 19 of these Bylaws. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered to the Corporation which relate to the performance of the charitable purposes of this Corporation.

Section 11. Officers Holding More Than One Office. Subject to Section 1 of this Article IV, any two or more offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 12. Duties of Officers. Any Officer who is served with a summons and complaint or other legal process shall immediately provide written notice of such to the Board of Directors and the Member.

ARTICLE V - MEMBERS

Section 1. Sole Member. The sole member of the Corporation shall be the National Interscholastic Cycling Association (“NICA” or the “Member”). The Member shall have the right to vote as a member as provided in Chapter 181 of the Wisconsin Statutes, and if appointed or elected as a director of the Corporation, to vote as a director pursuant to that Chapter and these Bylaws.

Section 2. Action by Written Consent. Any action required or permitted to be taken by the Member may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by an authorized agent of the Member (NICA’s President, or such other agent of NICA as shall be expressly authorized to sign the consent on behalf of NICA by NICA’s Board of Directors, or NICA’s President).

Section 3. Actions Requiring Member Approval. The following actions require the prior written approval of the Member:

- (a) amending the Articles of Incorporation;
- (b) amending or repealing the Bylaws or adopting new Bylaws;
- (c) adopting an agreement of merger or consolidation;
- (d) adopting a plan of wind-up and dissolution;
- (e) the sale, lease, transfer or other disposition of all or any substantial part of the Corporation’s assets or properties;
- (f) the creation of subsidiary or other related organizations;
- (g) licensing or other permission to use the name, logo or any other intellectual property of the Corporation or NICA;
- (h) approval of contracts, the consideration for which exceeds \$50,000 in the

first fiscal year of the Corporation or \$100,000 in the second and all fiscal years thereafter;

(i) approval of any fundraising activities with organizations other than the Member which require a cumulative or aggregate in-kind, or cash investment of greater than \$50,000 in the first fiscal year of the Corporation or \$100,000 in the second and all fiscal years thereafter;

(j) change the principal office or the principal business office of the Corporation from one location to another;

(k) approval of any encumbrance, lien, pledge or loan of greater than \$50,000 in the first fiscal year of the Corporation or \$100,000 in the second and all fiscal years thereafter; and

(l) expelling or suspending the Member.

Section 4. Specific Powers. The Member shall have the power to: (a) appoint and remove the League Director; (b) to appoint and remove all the Corporation's officers, agents and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation of this Corporation and with these Bylaws; fix their compensation; and require from them security for faithful performance of their duties; (c) cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country; conduct its activities inside or outside Wisconsin; and designate any place inside or outside Wisconsin for holding any meeting of the Board of Directors; and (d) borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's and other evidences of debt and securities. In the event an action taken by the Member under the authority granted by this section conflicts with an action taken by the Board of Directors, the action taken by the Member is the controlling action.

ARTICLE VI - MISCELLANEOUS

Section 1. Directors' Inspection Rights. Every director shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation. Any inspection under this Section may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be a calendar year (January 1 through December 31).

Section 3. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the charitable purposes of this Corporation.

Section 4. Annual Report. The Board of Directors shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the Corporation's fiscal year to all directors of the Corporation, which report shall contain the following information in appropriate detail: (a) the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year; (b) the principal changes in assets and liabilities, including trust funds,

during the fiscal year; (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year; (d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and (e) any information required by Section 5 of this Article. The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 5. Annual Statement of Certain Transactions. This Corporation shall include in its annual report to all directors a statement which briefly describes the amount and circumstances of any transaction or indemnification of the following kind:

(a) Any transaction during the previous fiscal year involving more than Twenty Thousand Dollars (\$20,000), or which was one of a number of transactions with the same persons involving, in the aggregate, more than Twenty Thousand Dollars (\$20,000), in which the Corporation, its parent or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest: (1) any director or officer of the Corporation, or its parent or subsidiary (other than a mere common directorship) or (2) any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary. Any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any officer or director of the Corporation.

(b) With respect to Paragraph (a) above, the required statement shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of each person's interest in the transaction and, where practicable, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

Section 6. Investments. In investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the Corporation's assets held for investment (other than assets directly related to the Corporation's charitable programs), the Board of Directors shall: (a) avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Corporation's capital and (b) comply with additional standards, if any, imposed by the Articles of Incorporation of the Corporation, these Bylaws or the express terms of an instrument or agreement pursuant to which the assets were contributed to the Corporation.

Section 7. Prohibition Against Sharing Corporate Profits. No director, officer, employee or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, that this Section shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its charitable purposes, provided that such compensation is otherwise permitted by these Bylaws, is fixed by resolution of the Board of Directors, and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

Section 8. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation in amounts greater than Five Thousand Dollars (\$5,000) shall be signed by the Treasurer and countersigned by the President of the Corporation. For amounts less than Five Thousand Dollars (\$5,000), the President or the Treasurer shall have the authority, respectively, to sign checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation.

Section 9. Loans to Officers or Directors. The Corporation may, upon the approval of the Member, make loans of money or property to, or guarantee the obligations of, any officer or director of the Corporation, such a loan constitutes an advance to the officer or director for expenses that are reasonably anticipated to be incurred in the performance of the duties of such officer or director, and for which such officer or director would be entitled to be reimbursed by the Corporation in the absence of such an advance.

Section 10. Indemnification of Corporate Agents. The Corporation shall indemnify each of its agents against expenses, judgments, fines, settlements and other amounts, actually and reasonably incurred by such person by reason of such person's having been made or having been threatened to be made a party to a proceeding to the fullest extent permissible under Chapter 181 of the Wisconsin Statutes and the Corporation shall advance the expenses reasonably expected to be incurred by such agent in defending any such proceeding upon receipt of the written request required by Wis. Stat. § 181.0872(3), and pursuant to those limitations allowed by Wis. Stat. §§ 181.0871 – 181.0889. The terms "agent," "proceeding" and "expenses" used in this Section 11 and the following Section 12 shall have the same meaning as such terms in Wis. Stat. § 181.0871 *et seq.*, (which define "agent" to include any director, officer, employee or other agent of the Corporation).

Section 11. Insurance for Corporate Agents. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Chapter 181 of the Wisconsin Statutes.

Section 12. Advisory Board. The Board of Directors may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create an advisory board, consisting of persons who are not officers of the Corporation or members of the Board of Directors, to serve at the pleasure of the Board of Directors and to report its findings and recommendations (as requested by the Board of Directors) on subjects of interest to the Board of Directors in which the members of such an advisory board have a particular expertise. The appointment of members of such an advisory board requires the vote of a majority of the authorized number of directors. Any such advisory board, to the extent provided in the resolution of the Board of Directors, shall act only in an advisory capacity to the Board of Directors, shall have no legal authority to act for the Corporation and shall be clearly titled as "advisory board."

Section 13. Amendment of Articles of Incorporation. Any amendment of the Articles of Incorporation of this Corporation may only be adopted by the Member.

Section 14. Conflict of Interest. No director may vote upon a matter coming before that body in which he or she has a direct financial interest. Immediately upon becoming aware that such a conflict may exist, a Board member must disclose the existence of the potential conflict to the remaining director, withdraw from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the organization minutes. In addition, directors and officers of the Corporation must comply with the Corporation's Conflict of Interest Policy.

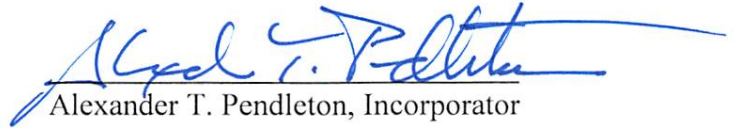
ARTICLE VII - AMENDMENT OF BYLAWS

Section 1. Bylaw Amendment. Pursuant to Wis. Stat. § 181.0206, these Bylaws may only be amended by the Member.

CERTIFICATE OF INCORPORATOR
OF
WISCONSIN INTERSCHOLASTIC CYCLING LEAGUE, LTD.

The undersigned Alexander T. Pendleton, the Incorporator of the Wisconsin Interscholastic Cycling League, Ltd., a Wisconsin nonprofit corporation (the "Corporation"), hereby certifies that the above are a true and correct copy of the initial Bylaws of the Corporation, as adopted by the sole incorporator pursuant to Wis. Stat. § 181.0206(1), as of the date of incorporation of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of June 24, 2021.


Alexander T. Pendleton, Incorporator

**INITIAL CORPORATE RESOLUTIONS OF THE SOLE MEMBER OF THE
WISCONSIN INTERSCHOLASTIC CYCLING LEAGUE, LTD.**

The National Interscholastic Cycling Association (“NICA”), being the sole member of the Wisconsin Interscholastic Cycling League, Ltd. (the “Corporation”), a corporation formed under Chapter 181 of the Wisconsin Statutes, effective as of January 1, 2022, hereby adopts the following written resolutions:


1. Resolved, that pursuant to Wis. Stat. § 181.0205(1)(b) and the sole incorporator’s delegation of his powers under that section to NICA, NICA hereby elects the following individuals as the Corporation’s initial directors:
 - Brian Ellison (for an initial term of three years)
 - Sydney Shimko (for an initial term of three years)
 - Janet Kreilein (for an initial term of two years)
 - Matt Martinez (for an initial term of one year)
 - The Corporation’s duly appointed League Director (during such time as the individual serves as the League Director)

Except as to the League Director, each of the above-named directors shall hold office for the term identified by their respective names above, and thereafter until the next annual meeting of the Corporation as specified in the Bylaws of the Corporation, and until a successor has been elected and qualified or until the director’s earlier death, resignation or removal.

2. Resolved, that pursuant to Wis. Stat. § 181.0206(1), the Bylaws of the Corporation certified by the sole incorporator as of June 24, 2021 are hereby adopted as the bylaws of the Corporation, and the sole incorporator is hereby directed to place the original thereof into the Corporate Record Book of the Corporation.
3. Resolved, the actions of the sole incorporator Alexander T. Pendleton in incorporating the Corporation are ratified and approved, and the sole incorporator is directed to insert a copy of the Articles of Incorporation into the corporate record book of the Corporation, along with the originals of this Initial Corporate Resolutions of the Member, and the Initial Written Corporate Consent Resolutions of the Sole Incorporator of the Corporation.





IN WITNESS WHEREOF, NICA hereby adopts these written consent resolutions pursuant to and as permitted by Wis. Stat. § 181.0704(1r), and Art. V, § 2 of the Bylaws of the Corporation.

NATIONAL INTERSCHOLASTIC CYCLING ASSOCIATION

By: 
Amanda Carey, Acting President

TITLE	Initial Corporate Resolution of the Member
FILE NAME	Initial Corporate...Member 010622.pdf
DOCUMENT ID	66d084b5cd374a2de0dd210a3bf2dcae79b6ca05
AUDIT TRAIL DATE FORMAT	MM / DD / YYYY
STATUS	● Completed

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**CORPORATE RESOLUTION OF THE SOLE MEMBER OF THE WISCONSIN
INTERSCHOLASTIC CYCLING LEAGUE, LTD.**

The National Interscholastic Cycling Association, a California nonprofit corporation (“NICA”), being the sole member of the Wisconsin Interscholastic Cycling League, Ltd., a corporation formed under Chapter 181 of the Wisconsin Statutes (the “Corporation”), hereby adopts the following written consent resolutions pursuant to and as permitted by Wis. Stat. §§ 181.0206(2) and 181.0704, and the Corporation’s current Bylaws (specifically, Article V, § 2 and Article VII thereof):

1. **Resolved**, that the Bylaws of the Corporation are amended by replacing the text in Article III, § 1 with the following text:

Section 1. Number. The number of directors shall be six. One of the positions on the Board of Directors shall be set aside to be filled by the then League Director of the Corporation, as identified by the Member (the “League Director Board Position”). The League Director Board Position shall be a non-voting member of the Board of Directors. Upon 30-days’ written notice to the Member of its intent to consider doing so, from time to time at its discretion, the Board of Directors by resolution may alter the number of directors constituting the Board of Directors, designating the number of directors to be no less than five directors, and no more than thirteen directors, provided that the number designated shall be an odd number.

2. **Further resolved**, that the Bylaws of the Corporation are amended by adding the following text at the current end of Article III, § 6:


Additionally, the duties of the person serving in the League Director Board Position (or, if that person is unavailable, such other person as the Member may designate in writing) also include the following:

- a. Attendance at all of the Corporation’s Board of Director meetings, and Member meetings;
- b. Regarding the Corporation’s Board of Director meetings, to ensure that the President of NICA promptly receives: (i) written notice of all such meetings, (ii) copies of all written agendas for such meetings; and (iii) copies of all minutes of such meetings;
- c. To ensure that the President of NICA promptly receives copies of any proposed written consent resolutions of the Corporation’s Board of Directors;
- d. To ensure that the President of NICA promptly receives written notice of (i) any resignations of Directors, (ii) any vacancies on the Corporation’s Board of Directors, and (iii) any nomination of any person to serve on the Corporation’s Board of Directors; and

- e. To ensure that the President of NICA promptly receives written notice of the Corporation's annual meeting, and any other matter of significance pertaining to the Corporation or its operations.





IN WITNESS WHEREOF, NICA hereby adopts this written consent resolution effective this 14th day of December, 2022 by its authorized representative.

NATIONAL INTERSCHOLASTIC CYCLING ASSOCIATION

By: 
Amanda Carey, President

Title	WI Corporate Resolution agreement
File name	Consent Resolutio...final) 121422.pdf
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Status	● Signed

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