

BYLAWS
OF
THE WISCONSIN JUNIOR ALPINE RACING ASSOCIATION

ARTICLE I

NAME

The name of this organization shall be The Wisconsin Junior Alpine Racing Association (hereinafter referred to as the "W.I.J.A.R.A.").

ARTICLE II

PURPOSE

The following are the purposes for which W.I.J.A.R.A. has been organized:

- A. To develop young people's skiing ability and enjoyment of the sport;
- B. To promote personal growth through both team interaction and competition;
- C. To act as a non-profit organization providing teaching and coaching of ski-racing techniques; and
- D. To promote and conduct other activities which foster snow skiing in general for youths.

ARTICLE III

MEMBERSHIP

Section 1. Members and Classifications. The members of W.I.J.A.R.A. shall be those organizations which have been accepted as members and maintain their membership in accordance with W.I.J.A.R.A.'s Articles of Incorporation (hereinafter referred to as the "Articles") and these Bylaws. Members shall be classified as follows:

- A. Member Clubs. Those members which are snow ski clubs, which do not derive substantial income from the sale to non-members of goods or services, shall be Member Clubs. No bona fide ski club shall be disqualified from Member Club status

because it sells apparel and other items carrying the ski club's name or logo, or charges for non-member participation in certain club functions, or includes as its members persons who are employed by or otherwise associated with an Associate Member or any other business. Commercial organizations may not hold Member Club status.

B. Associate Members. Those organizations which are engaged in the sale of goods or services, or which otherwise are ineligible for membership as Member Clubs, may be Associate Members.

Section 2. New Members. New organizations may become Member Clubs or Associate Members through application to and acceptance by the Board of Directors pursuant to procedures established by the Board.

Section 3. Privileges of Membership. Only Member Clubs in good standing are entitled to participation in W.I.J.A.R.A. sponsored activities.

Section 4. Duties of Members. It shall be the duty of each Member Club and Associate Member:

A. To cooperate with the objectives and purposes of the W.I.J.A.R.A.;

B. To timely pay all dues;

C. To abide by the provisions of these Bylaws and the W.I.J.A.R.A. Articles of Incorporation; and

D. To abide by such rules or regulations as may be adopted by the Board of Directors of the W.I.J.A.R.A.

Section 5. Suspension or Expulsion of Members. A Member Club or Associate Member may be suspended for a period or expelled for:

A. Failure to pay dues; and/or

B. Conduct prejudicial to the best interests of the W.I.J.A.R.A.

Such suspension or expulsion shall be by a two-thirds (2/3) vote of the Board of Directors at a special meeting called after five (5) days' notice provided to the offending Member Club or Associate Member, at which special meeting, said Member Club or Associate Member may send a representative to speak on its behalf.

Section 6. Annual Report by Members. At or prior to a time established by the Board each fiscal year, each Member Club shall complete and submit a report on a form provided by the Secretary, indicating the number of its members, the name and address of its director to W.I.J.A.R.A., principal officers and, if applicable, Member Club directors, updates of its Bylaws or other organizational documents, information on its significant activities, and such additional information as the Board may require.

ARTICLE IV

MEMBERSHIP FEES AND FINANCES

Section 1. Dues. Dues for membership shall be established periodically by the Board of Directors, and paid by the Member Clubs and Associate Members in the manner designated by the Board. Dues may be different for Member Clubs and Associate Members.

Section 2. Fiscal Year. The fiscal year shall be from July 1 to June 30 of each year, or for such period as may be determined by the Board of Directors or required by law.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Control. The management of the W.I.J.A.R.A. shall be vested in the Board of Directors which shall be responsible for conducting the affairs of the W.I.J.A.R.A.

Section 2. Member Clubs' Directors: Substitutes. Each Member Club shall be entitled to one (1) director on the Board of Directors. Upon approval of its application for membership, upon request of the Secretary, or upon any change in that Member Club's director, an officer of a Member Club shall provide the Secretary with the name and address of its current director in writing. If a director is unable to attend a particular Board meeting, the director may appoint another member of the Member Club represented as a substitute for that meeting by contacting the Secretary or other officer of W.I.J.A.R.A., if the Secretary is unavailable, prior to the meeting with the name of the substitute director. A validly designated substitute shall have, for that meeting, the same rights and privileges as a regular director.

Section 3. Associate Members' Delegates: Substitutes. Each Associate Member shall be entitled to one (1) associate delegate, which delegate may attend and participate in Board meetings but shall not be a member of the Board nor have any voting rights.

Section 4. Quorum. A quorum shall consist of a majority of the Board member.

Section 5. Voting. Each director shall have one (1) vote. Voting may not be done by proxy. All resolutions and business conducted at each Board meeting shall be passed or adopted by a majority of the votes cast, unless otherwise specified in the Articles of Incorporation or these Bylaws.

Section 6. Vacancies. Vacancies on the Board of Directors shall be promptly filled by the Member Club. Vacancies unfilled by any Member Club shall not affect any resolution or business conducted by the Board of Directors during such vacancy.

Section 7. Regular Meetings. The Board shall hold one (1) regular meeting each

year and thereafter hold regular meetings at such times as shall be established by the Board upon ten (10) days' notice to the directors. Any meeting which is not convened for failure of a quorum to attend may, but need not, be rescheduled prior to the next regular meeting. Regular meetings shall be held at a central location to be determined by the Board.

Section 8. Special Meetings. Special meetings of the Board may be called by the President. The President may be compelled to call a special meeting upon written request by directors representing five (5) Member Clubs. Notice of the time, place, and purpose of any special meeting shall be given in writing to each director at least ten (10) days prior to said meeting. A special meeting may be held in conjunction with a regular meeting. Special meetings may be called and held on W.I.J.A.R.A. race days without prior notice.

ARTICLE VI

OFFICERS

Section 1. Designation and Election. The principal officers of W.I.J.A.R.A. (each an "Officer") shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be elected at the regular July meeting of the Board of Directors. Officers shall be elected from among the Member Club's directors to the Board as constituted at the time of election and shall retain their director status.

Section 2. President. The President shall be the chief executive officer of W.I.J.A.R.A. The President shall preside at all meeting of the Board of Directors, and shall have all of the general powers and duties which are usually vested in the office of President of a non-stock corporation, including, but not limited to, the power to establish such committees and appoint such committee chairs as the President deems appropriate to assist in the conduct of W.I.J.A.R.A., and to act as custodian of all documents or property of value.

Section 3. Vice-President During the absence or temporary capacity of the President, the Vice-President shall perform the duties and have the powers of the President.

Section 4. Secretary. The Secretary shall keep minutes of the meetings of the Board of Directors in a book maintained for that purpose; shall see that all notices are duly given in accordance with applicable statutes, the Articles of Incorporation and these Bylaws; shall be custodian of the corporate records and of the seal of the corporation, if any; shall keep a record of the mailing address of each director and officer of the corporation; and, in general, shall perform all duties customarily incident to the office of Secretary and such other duties as from time to time may be assigned by the President of the Board of Directors.

Section 5. Treasurer. The principal duties of the Treasurer shall be to keep and account for all monies, credits, and property of any and every nature of the corporation, which shall come into W.I.J.A.R.A.'s hands, and keep an accurate account of all monies received and disbursed, and proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed, and of money and property on hand, and generally of all matters pertaining to this office, as shall be required by the Board of Directors.

Section 6. Dual Titles. Whenever the Board of Directors may so order any two (2) officers, the duties of which do not conflict, may be held by one (1) person; provided, however, that the offices of the President and Secretary may not be held by the same person.

Section 7. Term of Office. Officers shall take office upon the adjournment of the meeting at which they are elected, unless a vacancy exists in the position being filled, in which event the newly elected officer shall take office immediately. Unless earlier removed, officers duly elected shall serve until the next annual election.

Section 8. Vacancies. Upon the death, resignation, or removal of any officer, a special meeting of the Board shall be held for the purpose of electing a successor to fill the vacant office.

Section 9. Removal.

A. By Board. Any officer may be removed by an affirmative vote of two-thirds (2/3) of all the votes cast on a ballot taken at any Board meeting if the officer to be removed has been given ten (10) days' notice of the meeting indicating that a removal vote is to be requested and if the officer is given a fair opportunity to be heard at such meeting prior to the removal vote. Any person thus removed as an officer shall retain director status.

B. Automatic. The termination of any officer's director status, whether by resignation, removal by the member for which the officer serves as director, or removal by resolution of the Board, shall also constitute that person's removal as an officer.

Section 10. Compensation. No officer shall receive compensation from W.I.J.A.R.A. for serving as such officer. This provision shall not prohibit the Board from reimbursing officers for expenses incurred in performance of their duties.

ARTICLE VII

COMMITTEES

The Board of Directors shall appoint such committees as the Board of Directors shall determine. Appointments to committees shall be by the President, who shall also appoint or approve the selection of a committee chairpersons.

ARTICLE VIII

LIABILITY, INDEMNITY, BONDS, AND INSURANCE

Section 1. Liability of Director and Officers. No person shall be liable to W.I.J.A.R.A. for any loss or damage suffered on account of any action taken or omitted to be taken by such person as a director or officer of W.I.J.A.R.A., if such person, in good faith:

A. Exercised and used the same degree of care and skill as reasonably prudent persons would have exercised or used under the circumstances in the conduct of their own affairs; or

B. Took or omitted to take an action in reliance upon advice of counsel for W.I.J.A.R.A. or upon statements made or information furnished by officers of W.I.J.A.R.A. which such person had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which such person may be entitled as a matter of law.

Section 2. Directors and Officers Insurance. W.I.J.A.R.A. may obtain directors and officers liability insurance, covering its directors, officers, and/or agents, in such amounts and upon such terms as the Board determines in its sole discretion.

ARTICLE IX

EXECUTION OF INSTRUMENTS

Section 1. Checks. All checks, drafts, and orders for the payment of money shall be signed and countersigned by such officer or officers as the Board of Directors shall from time to time designate for that purpose.

Section 2. Contracts. When the execution of any Contract of other instrument has been authorized without specification of the executing officers, the President, together with the Secretary or Treasurer may execute the same in the name and on behalf of the corporation.

ARTICLE X

DISSOLUTION PROCEDURE

Unless otherwise required by law, dissolution of W.I.J.A.R.A. shall be effected only upon two-thirds (2/3) vote of all directors, at a special meeting of the Board. Notice of such special meeting shall be given to all directors at least ten (10) days prior to the meeting and shall state that the meeting is called for the purpose of considering

dissolution of W.I.J.A.R.A. After any funds or property remaining in the name of W.I.J.A.R.A. have been disposed of by donation to a non-profit nationally recognized ski organization as directed by a majority of the votes cast by the directors present, W.I.J.A.R.A. shall be considered to be dissolved and its existence terminated.

ARTICLE XI

AMENDMENTS

These Bylaws may be amended, repealed, or altered in whole or in part by a two-thirds (2/3) vote at any special meeting of the Board of Directors. Notice of such special meeting shall be given to all directors at least ten (10) days prior to the meeting and shall state that the purpose of the meeting is to consider amending, repealing, or altering the Bylaws.

(Signed) Lois A. Storlie, Secretary

Revisions approved by the Board of Directors at the meeting on September 20, 2003