

AMENDED BYLAWS
OF
AMERICAN BIRKEBEINER SKI FOUNDATION, INC.
Incorporated as a Nonstock Corporation
Under Chapter 181 of the Wisconsin Statutes

ARTICLE I

General

Section 1. Purpose of Corporation. The purposes of this Corporation shall be as set forth in the Articles of Incorporation of the Corporation. These Bylaws specify various matters affecting the operations and governance of the Corporation.

Section 2. Principal Office. The principal office of the Corporation in the State of Wisconsin shall be located in the City of Hayward, Sawyer County, Wisconsin.

ARTICLE II

Members

Section 1. Classes. The Corporation shall have one class of members with three (3) categories of membership: Individual, Family, and Business.

Section 2. Membership. A member of said Corporation shall be any individual, family, or business entity which has paid current annual dues to said Corporation, the specific amount for said annual dues for each category of membership as determined from time to time by the Board of Directors.

Section 3. Responsibilities and Voting Rights of Members.

(a) Members shall have no responsibilities and voting rights on any matter except as specifically set forth herein.

(b) Each member who has paid dues as required under Section 2 each year in which voting takes place shall be entitled to vote on any matter submitted to a vote of the members as a whole. The voting rights of each membership category shall be as follows:

Individual – one vote

Family – two votes

Business – one vote

No person shall have more than one vote.

(c) All measures, except those regulated by Statute or specifically provided herein, shall be determined by a majority vote of the members present at a meeting at which there is a quorum.

Section 4. Method of Voting

(a) Absentee Ballots. Twenty eight days (28) prior to the Annual Meeting every current paid member will be sent a packet of information including a Board Candidate ballot and an envelope to return said ballot. Member name must appear on envelope for voter registration purposes. Completed ballots must be returned to the American Birkebeiner office by business close one (1) day prior to the Annual Meeting.

(b) In person. Individuals who choose not to vote by absentee ballot may cast their vote in person at the Annual Meeting.

(c) Proxies. There shall be no votes by proxy.

(d) Business Member. If this Corporation has business memberships, a business member's vote may be cast by the president, owner, managing partner, or written designee of the president, owner, managing partner of such business. This written

designation shall be presented on business letterhead preferably prior to the annual meeting.

(e) Cumulative Voting. There shall be no cumulative voting for Board candidates or any other purpose.

Section 5. Meetings.

(a) Annual Meeting. An annual meeting of the members shall be held on the second Saturday in August of each year at a time specified by the Board of Directors. Each member shall receive at least ten (10) days' notice of every such meeting. The annual meeting shall be for the purpose of electing directors and for the transaction of such other business as may come before the meeting. Failure to hold the annual meeting shall not work a forfeiture or dissolution of the Corporation.

(b) Special Meetings. Upon the receipt of a written request by the President, a majority of the Board of Directors, or ten percent of the existing members, the Secretary shall call a special meeting of the members. Such meeting shall be scheduled within thirty (30) days of the receipt of such request.

Section 6. Place of Meetings. All meetings of members shall be held either at the registered office of the Corporation in the City of Hayward, State of Wisconsin, or at such other place within or without the State, as the Board of Directors, upon majority vote, shall find to be convenient.

Section 7. Notices. Notice of any meeting of the members of the Corporation, in each case specifying the place, date and hour of the meeting and the purpose for which it is called, shall be given to each member by mailing a written or printed notice at least ten (10) days prior to the date of the meeting, unless a different

time shall be prescribed for a particular action by Chapter 181 of the Wisconsin Statutes. Such notice shall be deemed to be delivered when deposited in the United State mail, with postage prepaid, addressed to the member at his or her address as it appears on the records of the Corporation.

Section 8. Action Without Meeting. Any action, which may be taken at a meeting of the members, may be taken without a meeting if all the members shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the members.

Section 9. Quorum; Action. One-third (1/3) of the number of members or (10) members, whichever is less, shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members present at a duly held meeting at which a quorum is present shall be the act or decision of the members, unless the law, the Articles of Incorporation of the Corporation or these Bylaws require a greater proportion.

Section 10. Adjournment. Any meeting of the members, whether annual or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members present. Notice of the time and place of an adjourned meeting need not be given to absent members if said time and place are fixed at the meeting adjourned.

Section 11. Transfers; Termination; Expulsion. No member may transfer membership or any right or rights arising therefrom unless transfer is authorized by the Articles of Incorporation or, if the Articles of Incorporation so provide, these Bylaws.

Unless otherwise provided in the Articles of Incorporation, membership shall be terminated by death, voluntary withdrawal, or expulsion, and thereafter all the rights of the member in the Corporation shall cease. A member may be expelled by an affirmative vote of two-thirds of the members entitled to vote on the matter, or of two-thirds of the Directors where there are no members entitled to vote on the matter.

Section 12. Resignation. Any member may resign by filing a written resignation with the Secretary of the Corporation.

Section 13. Organization. The President of the Corporation, or in the absence of the President, a chairperson chosen by a majority of the members present, shall act as chair at every meeting of the members. The Secretary of the Corporation, or in the absence of the Secretary any person appointed by the chair of the meeting, shall act as Secretary of the meeting.

ARTICLE III

Directors

Section 1. Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall make all rules governing the conduct and management of the Corporation which it deems advisable and which are not in conflict with the purpose of the Corporation, or its Bylaws.

Section 2. Number; Election; Term.

(a) The number of Directors of this Corporation shall not be greater than fifteen (15) nor less than three (3). For the first year for which these Bylaws are adopted, one-third (1/3) of the Directors, as elected, shall be elected for a term of one (1) year; one-third (1/3) of the Directors, as elected, shall be elected for a term of two (2) years; and one-third (1/3) of the Directors as elected shall be elected for a term of three (3) years. Thereafter, in each successive year, one-third (1/3) of the Directors shall be elected in each and every successive year. Notwithstanding the above, each Director shall hold office until his successor shall have been elected and have qualified. Directors may be re-elected to serve more than one term in office. Directors need not be residents of the State of Wisconsin, but shall be members of the Corporation.

(b) All non-incumbent nominations for the Board of Directors must be presented in writing to the Nominating Committee at least 30 days prior to the annual meeting of each year. Such nomination must be signed by the nominator and the nominee, both of whom must be members, and ten (10) other members.

Section 3. Resignation. A Director may resign at any time by giving written notice to the Secretary or the President of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any individual Director may be removed from office without cause by the vote of three fourths (3/4) of the members present at an

annual meeting at which there is a quorum or with cause (as determined by the Board of Directors) by a $\frac{3}{4}$ vote of the Board of Directors then in office.

Section 5. Vacancies. A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, may be filled by a majority of the Directors then in office at any regular or special meeting at which a quorum is present. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill.

Section 6. Meetings.

(a) Annual Meeting. A regular annual meeting of the Board of Directors shall be held at the registered office of the Corporation or at any other place within or without the State of Wisconsin, as the Board of Directors from time to time, by resolution, may provide.

(b) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by or at the written request of the President or any two Directors. The person authorized by the Board to give notice of special meetings of the Board may designate any place, either within or without the State of Wisconsin, for the holding of any special meeting.

Section 7. Notices. Notice of any annual or special meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each Director by delivering notice, orally or in writing, at least two days before the time set for such meeting. However, such notice may be waived in writing signed by

the Director effecting such waiver. Neither the business to be transacted at, nor the purpose, of any meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting, unless specifically required by law or by these Bylaws.

Section 8. Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed of whenever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been signed by (a) each Director not present at the meeting and (b) each Director present at the meeting who objected thereto to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meetings.)

Section 9. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if all the Directors or committee members shall consent in writing prior to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Written consents issued pursuant to this Section shall be filed with the minutes of proceedings of the Board or the committee.

Section 10. Quorum; Action of Directors. A majority of the number of Directors fixed pursuant to the Articles of Incorporation or these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of

Directors, unless the act of a greater proportion is required by law, the Articles of Incorporation or these Bylaws.

Section 11. Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned by the vote of a majority of the Directors present.

Section 12. Organization. The President of the Corporation, or in the absence of the President, a chairman chosen by a majority of the Directors present, shall act as chairman at every meeting of the Board of Directors. The Secretary of the Corporation, or in the absence of the Secretary any person appointed by the chairman of the meeting, shall act as Secretary of the meeting.

Section 13. Telephonic Meetings. Directors may participate in any regular or special meeting or in any meeting or in any meeting of a committee of Directors by any means of communication by which either (1) all participating Directors may simultaneously hear each other during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. If a meeting is conducted through the use of one of the foregoing means, all participating Directors must be informed that a meeting is taking place at which official business may be transacted. A Director participating in such a meeting is deemed to be present in person at the meeting. If requested by any Director, minutes of the meeting shall be prepared and distributed to each Director.

Section 14. Compensation. Directors shall receive no stated salary for their services as such, but by resolution, the Board of Directors may direct expenses to be paid to the Director or Directors for attendance at meetings other than Board Meetings. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, or receiving reasonable compensation therefor.

Section 15. Committee.

(a) Standing or Temporary Advisory Committees Without Board

Authority. The Board of Directors or the President may authorize, and appoint or remove members of standing and/or temporary committees, comprised of Directors or members or both, to consider appropriate matters, make reports to the President and/or Board of Directors, and fulfill such other advisory functions as may be designated. The designation of such standing and/or temporary committees, and the members thereof, shall be recorded in the minutes of the Board of Directors. The committees shall be required to keep regular minutes of their transactions and shall report the same to the Board at their regular meetings or upon request.

(b) Executive or Other Committees with Limited Board Authority. The Board of Directors may by appropriate resolution designate one or more committees, each of which shall consist of three (3) or more Directors elected by the Board of Directors, which to the extent provided in said resolutions or in these Bylaws, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the Corporation, except action with respect to election of officers, filling of vacancies in the Board of Directors, or the

formation of or filling of vacancies in committees with limited board authority pursuant to this subsection. The Board of Directors may elect one or more Directors as alternate members of any such committee, who may take the place of any absent committee member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board of Directors or any individual Director by law.]

Section 16. Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or has a material financial interest, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if (1) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (2) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (3) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors

or a committee thereof, which authorizes, approves or ratifies such contract or transaction.

Section 17. Employee Compensation. The Board of Directors or their appointee shall fix the salaries of all employees.

ARTICLE IV

Officers

Section 1. Officers. The Corporation shall have a President, a Vice-President, a Secretary, a Treasurer and such other officers or assistant officers as the Directors may from time to time elect. No officer may hold any more than one office at one time.

Section 2. Election. The officers of the Corporation shall be chosen annually by a majority of the Board of Directors at its first meeting following the annual meeting, and each officer shall hold office for one year and until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation or removal. Election or appointment as an officer shall not of itself create contract rights.

Section 3. Resignation Any officer may resign at any time by giving written notice to the Board of Directors or the 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 Secretary or the Board of Directors as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer may be removed from office without cause by the action of a majority of the Board of Directors then in office.

Section 6. President. The President shall be the chief executive officer of the Corporation and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board of Directors or as are prescribed in these Bylaws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies control and direction of the Board of Directors. The President shall make reports to the Directors and members. He may sign and execute, in the name of the Corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation; provided, that neither the President nor any other officer may sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts, or other orders for payment of money, notes, acceptances, or other evidence of indebtedness without the specific authority of the Board of Directors pursuant to Article V below of these Bylaws dealing with such matters. The President shall, whenever it may in the President's opinion be necessary, prescribe the duties of other officers and employees of the Corporation, in a manner not inconsistent with the provisions of these Bylaws and the directions of the Board of Directors.

Section 7. Vice President. The Vice President shall perform all such duties as may be properly required of him by the Board of Directors or the President. In the absence or disability of the President, the Vice-President shall perform the duties of

the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

Section 8. Secretary. The Secretary shall perform or have performed under the Secretary's direction the following functions:

(a) Keep the minutes of the meeting of the Directors and members.

(b) Certify and keep at a location designated by the Board of Directors the original or a copy of its Articles of Incorporation and Bylaws, as amended or otherwise altered to date.

(c) Keep at the principal office of the Corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings of the members of the Corporation, the Board of Directors and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.

(d) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(e) Be custodian of the records and of the seal of the Corporation, if any, and see that it is engraved, lithographed, printed, stamped, impressed upon, or affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws.

(f) See that the books, reports, statements and all other documents and records required by law are properly kept and filed.

(g) Exhibit for inspection upon request the relevant books and records of the Corporation to any member for any proper purpose at any reasonable time.

(h) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Board of Directors.

Section 9. Treasurer. The Treasurer shall perform or have performed under the Treasurer's direction the following functions:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and 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.

(b) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.

(c) Exhibit for inspection upon request the relevant books and records of the Corporation to any member for any proper purpose at any reasonable time.

(d) Render interim statements of the condition of the finances of the Corporation to the Board of Directors upon request, and render a full financial report at the annual meeting of the Board of Directors.

(e) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever, and disburse the funds of the Corporation as may be ordered by the Board of Directors or the President.

(f) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

Section 10. Compensation. All officers shall act as such without compensation.

ARTICLE V

Instruments; Bank accounts; Checks

And Drafts; Loans Securities

Section 1. Execution of Instruments. Except as in these Bylaws otherwise provided, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 2. Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositaries as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these Bylaws, as the Board may deem expedient.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositaries may be made without counter-signature, by the President or Vice-President, the Treasurer or any Assistant Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the President or, in the case of the President, as determined by the Board of Directors.

Section 5. Sale of Securities. The Board of Directors may authorize and empower any officer or officers to sell, assign, pledge or hypothecate any and all shares of stocks, bonds or securities, or interest in stocks, bonds or securities, owned or held by the Corporation at any time, including without limitation because of enumeration, deposit certificates for stocks and warrants or rights which entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser or purchasers, pledgee or pledgees, on behalf and in the name of the Corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by the Corporation, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock. However, the Corporation shall not offer or sell any securities in violation of any State or Federal securities law registration or other requirement.

ARTICLE VI

Management of Corporate Funds

No funds received by donation, bequest or any other means shall be diverted from the use to which they may be assigned by the donor, testator or testatrix unless such use is contrary to or in conflict with the purposes of the Corporation.

ARTICLE VII

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on such date as shall be established by the Board of Directors.

Section 2. Corporate Seal. The seal of the Corporation, if one is adopted by the Board of Directors of the Corporation, shall contain the name of the Corporation and the word “Wisconsin.”

ARTICLE VIII

Waiver of Notice

Whenever, under the laws of the State of Wisconsin, or by the provision of these Bylaws, a waiver in writing is signed by persons entitled to such notice, whether before or after the time stated therein, it shall be deemed equivalent to the giving of such notice.

ARTICLE IX

Indemnification

Section 1. Indemnification. Every person who is or shall be or shall have been a director, trustee, or officer of the corporation and his or her personal representative shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or officer of the Corporation or of any subsidiary or affiliate thereof. However, the Corporation need not indemnify such director, trustee, officer or representative where such person’s liability was incurred because the director or officer breached or failed to perform a duty he or she owes to the corporation and the breach or failure to perform constitutes any of the following:

(a) A wilful failure to deal fairly with the corporation or its members in connection with a matter in which the director or officer has a material conflict of interest.

(b) A violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

(c) A transaction from which the director or officer derived an improper personal profit.

(d) Wilful misconduct.

“Costs and expenses” shall include, but without limiting the generality thereof, attorney’s fees, damages, and reasonable amounts paid in settlement.

Section 2. Limited Liability of Volunteers. Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation (“Volunteer”) shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.297 of the Wisconsin Nonstock Corporation Law or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of

his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Corporation in writing.

[Section 3. Private Foundation Limitation. Notwithstanding the foregoing, at any time when the Corporation is or becomes a “private foundation” within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended, or Section 181.77 of the Wisconsin Statutes, the following limitation shall apply: No indemnification will be permitted to the extent such indemnification would constitute an act of “self-dealing” or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended, or is prohibited under Section 181.77 of the Wisconsin Statutes or any similar successor provision thereto.]

ARTICLE X

Amendment

The Board of Directors shall have the power to make, amend and repeal the Bylaws of this Corporation by an affirmative vote of two-thirds of the Directors then in office.

Any amendments which change Article III, Section 2, or Article III, Section 14, must be affirmed by a majority of the members at an annual meeting.

ARTICLE XI

Dissolution of Corporation

Upon dissolution of this Corporation, any and all assets of said Corporation shall be disposed of by transferring the same to an exempt, not-for-profit corporation qualified as such under Section 501(c) 3, of the Internal Revenue Code.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 20th day of October, 1993.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned Secretary of the Corporation, known as the American Birkebeiner Ski Foundation, Inc., does certify that the above and foregoing Bylaws were duly adopted by the Directors of said Corporation, pursuant to Section 181.13, of the Wisconsin Statutes, as the Bylaws of said Corporation, on the 20th day of October, 1993, and that they now constitute the Bylaws of said Corporation.

