

**BY-LAWS
OF
EAGLE RIVER RECREATION ASSOCIATION, INC.**

APPROVED, APRIL, 1960
AMENDED, MAY, 1965
AMENDED, OCTOBER, 1965
AMENDED, DECEMBER, 1965
AMENDED, APRIL 1964
AMENDED, APRIL 1963
AMENDED, SEPTEMBER, 1969
AMENDED, APRIL, 2008
AMENDED, SEPTEMBER 16, 2024

SUMMARY OF AMENDMENTS:

SEPTEMBER 2024

Complete rewrite/revision. Approved at the Annual Meeting on September 16, 2024.

APRIL 2008

Complete revision/update. Approved at the Annual Meeting on April 27, 2009.

SEPTEMBER 9, 1969

at a board meeting, it was approved to amend Article VI, Section 2 (should be article V. Section2).

MAY 17, 1965

At a special Meeting of the Board of Directors at the Arbutus Inn the By-Laws were amended to include the Sale of Property (Article XV). Motion made and passed unanimously.

OCTOBER 19, 1965

At a Special Meeting of the Board of Directors at the Arbutus Inn, the By-Laws were amended to include the Disposition of Assets Upon Dissolution (Article XVI). Motion made and passed unanimously.

DECEMBER 14, 1965

At a special Meeting of the board of Directors, the board voted unanimously to amend the By-Laws to include Operated for Charitable & Educational Purposes (Article XXVII).

APRIL 23, 1964

At an annual Meeting, the entire membership voted on and approved an amendment to Article Section 1(should really be Article IV Section 1)

APRIL 27, 1963

At an annual meeting, a change was made and approved to Article IV, Section2). (Should be Article V, Section 2).

**BY-LAWS
OF
EAGLE RIVER RECREATION ASSOCIATION, INC.**

ARTICLE I: MISSION STATEMENT

The Eagle River Recreation Association (ERRA) is a non-profit organization dedicated to serving the area's youth. We provide some of the best in hockey and figure skating from the great Northwoods of Wisconsin. Our youth hockey and figure skating programs are excellent and our hockey and figure skating schools rank among the finest in the Midwest!

ARTICLE II: GENERAL

Section 1. Purposes of Corporation

The purposes for which the Eagle River Recreation Association, Inc.(Corporation), was incorporated are any educational charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. These By-Laws specify various matters affecting the operations and governance of the Corporation. To declare the purpose more fully, we exist to work toward the development of complete and stable youth hockey and figure skating programs. The complete programs shall allow all individuals to participate at some level. The stability is derived by the Corporation's establishment of reasonable disciplinary standards for skaters, coaches, judges, and fans. The display of personal respect and courtesy among all persons involved must always be maintained. Our goal is an acceptable, wholesome, sportsmanlike atmosphere.

Three basic concepts form the foundation of our program. In order of priority they are:

1. Fun and Recreation. This is of first importance. Our mutual youth skating programs exist to provide a safe enjoyable experience for participants. If a skater is having a good time, interest in a sport will deepen and develop. Fun and interest combine to create a learning environment.
2. Education. Training and education become the logical extensions of a safe enjoyable experience. We exist to encourage coaches, officials, judges and skaters to commit themselves in the skills associated with the skating programs, as well as the ideals of good sportsmanship, fair play and the respect for their fellow athletes, to expand and widen their ability levels.
3. Competition. Emphasis on competition is realistic and meaningful. Competition tests the ability level and challenges skaters and coaches to improve. We exist to provide opportunities of safe, controlled competition leading to respect of others abilities, the joy of participation, and the victory of improving one's skills.

Overemphasis of competition is a negative experience we seek to avoid. "To win at all costs" creates an atmosphere of hostility toward opposing skaters and coaches, and a disregard of regulations which exist for the safety of skaters.

Section 2. Activities

The Corporation may, under its discretion, allow or participate in the amusement, entertainment and recreation of the public, including the furnishing of any and all facilities for dancing, music, games of skill, athletic competition, training of youth and adult alike, holding of contests, exhibitions of every natures for participation by the public and otherwise to charge admission fees, rates, rentals and other forms of remuneration for so doing, and to do and transact all business properly connected with or incidental to any or all of the objects or purposes. In order to facilitate these purposes, the Corporation shall promote and sponsor schools, clinics, games, leagues, tournaments, shows, and other organized activities, as well as skating competitions between ice-associations and schools.

Section 3. Solicitation and Receipt of Gifts

The Corporation shall seek and be authorized to receive gifts, contributions, donations, bequests, fees, and charges and to apply them to the charitable and educational purposes of the Corporation so that the Corporation can provide programs of high quality and extend the opportunity to participate in and derive the benefits from the Corporation programs to all the youth and adults of the community without regard to the financial creed, age, sex, or national origin or other potentially discriminatory classifications. While the Corporation specifically encourages unrestricted gifts whose principal and/or income therefrom may be used for the Corporation's purposes in the discretion of the Board of Directors of this Corporation, the Board of Directors will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or otherwise conforms with these By-Laws and any other guidelines established by the Board of Directors for such restricted gifts.

The Corporation also has such powers as are now or may hereafter be granted by the General Not for Profit Corporation act of the State of Wisconsin.

ARTICLE III: MEMBERSHIP

Section 1. Eligibility

Membership in this Corporation shall be open to all parent(s), legal guardian(s), and/or foster parent(s) of registered players, rostered coaches, and any other member of the public who resides in Vilas County, Wisconsin who attends the annual meeting of the Corporation and registers themselves as a member at that time.

To be a member, an individual must register themselves on an official corporate list of members for the year of their membership. Said list is to be maintained at the Corporate Offices of the Corporation and shall include the name, address, phone number (s) and e-mail address(es) of each member, if the member has such information available. The purpose of maintaining such a list on an annual basis is for the purpose of notice and process so members can contact members for any purpose authorized by these by-laws and so the Board of Directors can serve notice for any purpose authorized by these by-laws.

To be a member, one must be emancipated or at least eighteen years of age.

Current members shall receive one (1) vote in all matters that membership can participate in, including but not limited to the Board of Directors. Individuals who qualify for membership in more than one category shall nonetheless have only one vote. Parents of registered skaters shall receive

one (1) vote each with a maximum of two (2) votes per family. No additional votes shall be granted for multiple skaters registered.

Each member shall be required to pay an annual fee as set by the Board of Directors, to be paid at the annual meeting or at time of registration.

Membership shall be valid for 1 year, expiring at midnight on the day prior to the Annual Meeting of members.

Membership in this Corporation is not transferable or assignable. Votes for any duly authorized purpose are to be cast by a member in person or by ballot filled out by that member. No proxy vote shall be permitted.

ARTICLE IV: MEETING OF MEMBERS

Section 1. Annual Meeting

An annual Meeting of the members shall be held in September on a date designated by the Board of Directors, in each year, for the purpose of electing Directors and for the transaction of such other business as designated by the agenda prepared for the meeting or that may come before the meeting. If for any reason, the election of Directors shall not be held on the day designed herein for an annual meeting, the Board of Directors shall cause the election to be held at a Special meeting of the members called within 45 days of the annual meeting.

There shall be no alcohol, or other intoxicants, allowed at any meeting of the members. Any person under the influence of a substance shall be asked to leave. Upon refusal, law enforcement may be requested to assist with removal.

The Fiscal year shall correspond to the Annual meeting date, specifically, September 1st to August 31 of each year. The Treasurer shall be required to prepare a financial statement prior to the annual meeting which shall include a breakdown of all receipts and expenses of the Corporation for the prior fiscal year by department and event. The breakdown shall be by specific department (i.e. concessions, events, tournaments, special events, summer camps, etc. as well as the expenses associated with each. It will further include a summary of the general operational expenses of the Corporation.

Failure to hold the annual meeting of members shall not work a forfeiture or dissolution of the Corporation.

Section 2. Special Meeting

Special meetings of the members may be called by the President of the Board, Board of Directors by not less than 25% (twenty-five percent) of the board of directors, or by the members of the Corporation who represent not less than 25% (twenty-five percent) of the members having voting rights as defined by these by-laws.

Section 3. Place of Meetings

The board of directors may designate any place, within or outside the State of Wisconsin, as the place of meeting for any annual meeting or for any special meeting called by the board of directors.

Section 4. Notice of Meetings

Written or printed notice stating the place, day and hour of any meeting of members shall be emailed to members and posted on the Corporation website not less than five (5) nor more than forty (40) days before the date of such meeting, by or at the direction of the board of directors, or by the members calling the meeting under special authority provided by these by-laws. In the event of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. In addition, notice of all annual and special meetings of the members shall be placed conspicuously on a wall in the general lobby area of the Corporate facility five (5) days prior to the meeting taking place.

Section 5. Quorum

The members holding 10% ten percent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. 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 By-Laws require a greater proportion. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. Proxies

At any meeting of members, a member entitled to vote may only vote in person. No proxy vote will be permitted.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Directors

The board of directors shall consist of nine (9) directors. The nine (9) Directors shall be elected by a majority vote of the members during the annual election process. Only one person per family/household may hold a seat on the Board whether elected or appointed.

Section 2. Duties

The Board of Directors is authorized to act as sole authority on behalf of the Corporation in all matters pertaining to the operation of the Corporation.

The Board of directors shall be the sole authority for payment of bills. Every check issued by the Corporation must be signed by the Treasurer and other designee as determined by the Board of Directors. The Treasurer and all persons authorized to co-sign checks shall be bonded unless excused from bonding by majority vote of the Board of Directors.

Section 3. Liability

The Board of Directors of the Eagle River Recreation Association, as well as its officers (Board of Directors) serves voluntarily. They serve for a Corporation, which has a membership that is ever growing in numbers. Directors and Officers liability insurance is provided for these persons who serve without cost to them. Yet, it is recognized that there are situations where they will still remain a risk to suit from members of the organization, their heirs, and assigns. To ensure continued service by the present as well as future Directors and Officers (Board of Directors) they shall be immune from liability for their act or actions which are on behalf of the Corporation or inure to its benefits unless

such act or actions shall be determined to be gross negligence, or actions which are committed intending to cause harm.

The coaches of the Eagle River Recreation Association serve voluntarily. Yet it is recognized that there are situations where they will still remain at risk to suit from members of the organizations, their heirs, and assigns. To ensure continued service by the present as well as future coaches, they shall be immune from liability for their act or actions which are on behalf of the Corporation or inure to its benefit unless such act or actions shall be determined to be gross negligence, or actions which are committed intending to cause harm.

Section 4. Regular Meetings

The Board of Directors shall meet at least once per month when there is business to transact. Each meeting agenda shall make provision for a public comment portion, at which any member may address the Board in matters of interest. Reasonable advance notice of the meetings shall be given to Board members and members of the Corporation. Notice for purposes of this section shall require posting of the agenda and meeting date in the general lobby area two (2) days in advance of any called meeting. The President may establish rules and procedures governing the public comment portion of the meeting. When appropriate, the Board may conduct its business in executive sessions which will be attended only by members of the Board and others who are specifically invited. There shall be no proxy voting by members of the Board. In exigent circumstances, in the absence a Board meeting, the four elected officers may take any action the Board could have taken, provided the same is reported to the Board at its next meeting and provided further that the action is subsequently ratified by the Board.

Section 5. Term of Office

Each director shall hold office for a term of three (3) years until his successors have been elected and qualified. Directors must be members of the corporation as defined by these by-laws. The following directors shall be up for election in the same year: Group 1- Seats 1, 4, 7; Group 2 – Seats 2, 5, 8; Group 3 – Seats 3, 6, 9. The term shall begin and/or end and the adjournment of the annual meeting of members. All Directors may be re-elected for more than one term in office. All Directors may serve up to two (2) consecutive terms before having to take a year off. Upon completion of the one year break, a member may run for re-election or be appointed to a new seat on the board.

Section 6. Regular Annual Meeting of the Board of Directors

A regular annual meeting of the board of directors shall be held without other notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The purpose of this meeting is to elect officers and any other transactions of such business as may properly come before the meeting. Should this meeting fail to happen for any reason, the necessary actions shall be conducted at the next regularly scheduled Board of Directors meeting.

Section 7. Special Meeting of the Board of Directors

Special meetings of the board of directors may be called by the President of the Board, or at the request of any board of director with 25% (twenty-five percent) of the Board of Directors approving the request. Notice of such special meeting shall be posted no less than 24 hours before the meeting. Such notice shall include the agenda, location, and time of the meeting.

Section 8. Quorum

A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than the majority of the directors are present at said meeting they may adjourn the meeting from time to time without further notice. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, except where otherwise provided by law or by these by-laws.

Section 9. Resignation

A Director may resign at any time by giving written notice to the Secretary 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. Upon resignation, the former board member shall be ineligible for another board seat for one (1) calendar year.

Section 10. Removal

Any individual Director may be removed from office, with cause or for any reason provided in the Articles of Incorporation or the By - Laws, by the action of two-thirds (2/3rds) of the Directors of the Corporation present in person at a duly constituted meeting. In addition, any Director having more than three (3) absences from meetings in a 12 month period shall result in a review of the Director for possible removal. This review shall take place in closed session at the meeting immediately following the Director's third absence. Upon removal, the former board member shall be ineligible for another board seat for one (1) calendar year.

Section 11. Vacancy

Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by majority vote of the board of directors. A director selected to fill a vacancy shall be elected for the unexpired term of his predecessor to office.

Section 12. Director Conflicts of Interest

No contract or other transaction between this 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 a 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.

ARTICLE VI: OFFICERS

Section 1. Officers

The officers of the Corporation shall be a president, a vice president, a treasurer, a secretary and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election and Term of Offices

The officers of the Corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Vacancies may be filled or new offices created and filled at any meeting of and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal

Any officer or agent elected or appointed by the board of directors may be removed by 75% (seventy-five percent) of the board of directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contracts right, if any, of the person so removed.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. President

The President shall be the chief administrative 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 prescribed in these By - Laws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies, control and directions of the Board of Directors.

The President shall:

- a) Be a member of the Board of Directors.
- b) Preside over all meetings.
- c) Appoint, with Board approval, special committee chairpersons or persons in charge of special assignments.
- d) Plan all meetings.
- e) Co-Sign all official documents and papers on behalf of the Corporation.
- f) Schedule regular and special meetings of the Board
- g) Perform all such additional duties usually attached to this office or authorized by the board.

Section 6. Vice President

The Vice President Shall:

- a) Be a member of the Board of Directors.
- b) Preside over all meetings in the absence of the President

- c) Carry out any duties or assignments set forth elsewhere in these by-laws or delegated to him/her by the Board of Directors.
- d) Succeed to the Presidency in the event of a vacancy in the office of the President.
- e) Preside over the appointment of non-elected members of the Board of Directors, subject to approval of the elected Board member.

Section 7. Treasurer

The Treasurer shall:

- a) Be a member of the Board of Directors.
- b) Perform or have performed under direction of the Board of Directors the following functions:
 - 1) Record all financial transactions of the Corporation.
 - 2) Pay all accounts payable by check or electronic payment. A written check shall require a co-signature of a designated member of the Corporation.
 - 3) Keep an accurate and current record of all monies received and distributed and post a monthly summary in a conspicuous place at the Corporate facility where all members of the Corporation may see the monthly receipts, expenses and distributions of the Corporation.
 - 4) Report on the Corporation's financial condition at meetings.
 - 5) Prepare a financial statement annually, and oversee and assist in the completion of all tax requirements.
 - 6) A third party audit of all accounts at minimum every two (2) years.

Section 8. Secretary

The Secretary shall:

- a) Be a member of the Board of Directors.
- b) Preside over all meetings in the absence of the President and Vice President.
- c) Record minutes of all meetings of the members and of the Board of Directors.
- d) Post notices of all regular and special Board meetings.
- e) Oversee all correspondence required for the operation of the Corporation.
- f) Oversee the operation of the Corporation website.
- g) Perform all duties usually attached to this office.
- h) Certify and keep at the principal office of the Corporation the original or a copy of its Articles of Incorporation and By-Laws, as amended or otherwise altered to date.
- i) 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 the 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.
 - 1.) The principal office of the Corporation may be located within the pages of a URL address.
- j) 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 By-Laws.
- k) See that the books, reports, statements and all other documents and records required by law are properly kept and filed.
- l) Exhibit for inspection upon request the relevant books and records of the Corporation to any member for any proper purpose at any reasonable time.

Section 9. Compensation

None of the officers shall be entitled to receive compensation for his or her services as an officer of the Corporation. Upon resolution of the Board of Directors, any officer may receive reimbursement of expenses for fulfilling his or her duties as officers hereunder. Nothing therein contained shall be construed to preclude any officer from serving the Corporation in any other capacity, or receiving reasonable compensation or reimbursement of expenses therefore.

ARTICLE VII: COMMITTEES

Section 1. Committees, Creation and Appointment

Committees consisting of an uneven number of persons shall be authorized by the Board of Directors to manage each of the various activities of the Corporation. The Board of Directors shall appoint one of its members to each of these committees to serve as liaison to the Board.

There will be appointed committee heads as deemed necessary by the board of directors. The appointed committee heads will be nominated by any of the Board of Directors or member of the Corporation and confirmed by majority vote of the elected members of the Board of Directors. The appointed committee heads shall be members eligible to vote under Article III.

Section 2. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 3. Quorum

Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 4. Authority

Each committee shall have authority to manage and operate the particular activity(ies) to which it has been assigned subject to the control and direction of the Board of Directors. The committee head will be responsible for calling and holding meetings as are necessary to successfully manage the activity assigned to the committee. All meetings shall be handled in the same manner as regular board meetings (notice, minutes, etc.)

Section 5. New Committees

The board of directors may designate new committees from time to time as the board sees necessary for the successful operation of the Corporation.

ARTICLE VIII: CONTRACT, CHECK, DEPOSITS AND GIFTS

Section 1. Contracts

The board of directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. The board of directors must authorized by majority vote the contracts permitted to be entered into by the designees.

Section 2. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of the indebtedness issued in the name of the Corporation, shall be signed by the treasurer and a separate designee of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In an emergency and in the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and a second designee and must be submitted for approval at the next Board of Director's meeting by a majority vote of the board.

Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board of directors may select.

Section 4. Gifts

The board of directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

ARTICLE IX: NAME, SEAL, OFFICES AND COLOR

NAME. The name of this Corporation is **EAGLE RIVER RECREATION ASSOCIATION, INC.**

SEAL. The seal of the Corporation shall be circular in form and shall bear on its outer edge the words "EAGLE RIVER RECREATION ASSOCIATION, INC., and in the center, the words and figures "Corporate Seal 2006, Wisconsin". The Board of Directors may change the form of the seal on the inscription thereon at any time by majority vote.

OFFICES. The principal office of the Corporation shall be in the County of Vilas and the State of Wisconsin.

REGISTERED OFFICE. The registered office of the Corporation as required by statute under the laws of Wisconsin are to be maintained in the State of Wisconsin but need not be identical with the principal office in the State of Wisconsin, and the Board of Directors may change the address of the registered office from time to time by majority vote of the board. All corporate records shall be maintained and be available for inspection by all members of the Corporation at the corporate office.

COLOR. The official colors of the organization will be Blue, White and Red.

ARTICLE X: BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August in each year.

ARTICLE XII: PROHIBITIONS AGAINST SHARING IN CORPORATE EARNINGS

No member Director, Officer, Committee Chairman, member, or employee of, or member of a committee or persons connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation or for goods sold or services performed as a private individual to the Corporation in affecting any of its purposes as shall be fixed by the Board of Directors through agreement: and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon the dissolution of the Corporation. All members of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Trustees may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII: INVESTMENTS: PROHIBITED TRANSACTIONS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of directors, without being restricted to the class of investment. which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action of any nature shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial or the tax exemption under Section 502 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XIV: EXEMPT ACTIVITIES

Notwithstanding any other provisions of these By-Laws, no member, Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Sect. 170 (c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XV:

Section 1. Action Not in Name of the Corporation

The Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a Director, officer, member, employee or agent of the Corporation or is or was serving at the request of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, member, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to be the best interests of the Corporation, and, with

respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in manners which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 2. Action in the Name of the Corporation

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit of such person acted in good faith and in manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Successful Defense

To the extent that a Director, officer, member, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection therewith.

Section 4. Authorizations of Indemnification Under Sections 1 or 2

Any indemnification under Section one or two, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, member, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section one or two. Such determination shall be made:

- (a) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or
- (b) If such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5. Advances for Expenses

Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance to the final disposition of such action, suit or proceeding as authorized in the manner provided in Section four upon receipt of an undertaking by or on behalf of the Director, officer, member, employee or agent to repay such amount unless it shall ultimately be

determined that such person is entitled to be indemnified by the Corporation as authorized in this Section.

Section 6. Non - Exclusive

The indemnification provided by this article shall not be deemed exclusive for any other rights to which those indemnified may be entitled under any By - Laws, agreement, vote of disinterested Directors or otherwise, both as to action in any such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, member, employee or agent and shall inure to the benefit of the heirs, executors, and administrators to such a person.

Section 7. Insurance

The Corporation may, upon resolution of its Board of Directors duly adopted, purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Member, Employee or Agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this provision of the Corporation's By - Laws.

ARTICLE XVI: WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the General Not for Profit Corporation Act of Wisconsin or under the provisions of the articles of incorporation or the by-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVII: AMENDMENTS TO BY-LAWS

These By-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the voting members at the annual meeting or special meeting. By-law amendment proposals must be made in writing at least three (3) weeks prior to the annual meeting or special meeting date. Forms for by-law amendment proposals can be found on the Corporation website.

ARTICLE XVIII: SALE OF PROPERTY

The stadium can be sold only by advertising three consecutive weeks in the local paper and by three-fourths vote of the active members at the Annual meeting and also by three fourths (3/4) vote of the current Board of Directors present at that meeting.

ARTICLE XIX: DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event the Arena were ever sold, the monies derived from its sale be used to first, pay off any indebtedness owed by the Eagle River Recreation Association. After all debts were paid in full, any remaining monies would be turned over to the local municipalities and/or townships prorated

according to numbers in the membership of each township and/or municipality for use in youth recreational programs.

No member shall be entitled to share in the distribution of corporate assets upon the dissolution of the Corporation.

ARTICLE XX: CHARITABLE & EDUCATIONAL PURPOSES

The Corporation is organized and will be operated exclusively for charitable and educational purposes. In furtherance of these purposes the Corporation will engage in the following activities.

Establish, maintain and operate recreational facilities for the youth and general public of the community and surrounding communities.

Provide recreational activities and instruction for the youth and general public of the community and surrounding communities.

No more than an insubstantial part of the organization's activities shall consist of activities, which are not in themselves in furtherance of one or more of the exempt purposes of the Corporation. If the organization engages in fund raising activities, such as charging admission to events, which it sponsors, substantial all of the services rendered in the performance of such activities shall be rendered without compensation.

No part of the net income will insure in whole or in part to the benefit of any private shareholder or individual.

In the event of dissolution, all assets remaining after payment of debts shall be used exclusively for one or more of the purposes for which the Corporation was organized.

Approved this 16th day of September 2024.

Kim Adamovich
President

Abbey Gatlin
Secretary