

**Non-Profit Bylaws
of
Jack Lake Silent Sports Association, Ltd**

Preamble

The following Bylaws shall be subject to, and governed by, the Non-Stock Corporation Act of Wisconsin, Chapter 181 of the WI Statutes (the "Act") and the Articles of Incorporation of Jack Lake Silent Sports Association, Ltd. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Act, said Act shall control. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of JLSSA, it shall then be the Articles which shall be controlling.

Article 1 - Name

The legal name of the Non-profit Corporation/Organization shall be known as Jack Lake Silent Sports Association, Jack Lake Silent Sports Association, Ltd, and shall herein be referred to as "JLSSA."

Article 2 - Purpose

The general purposes for which JLSSA has been established are as follows:

JLSSA is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code, as amended (the "Code") or the corresponding section of any future Federal Tax Code and shall:

Be operated exclusively for the charitable and educational purposes of creating and maintaining environmentally sustainable single-track trails in Langlade County.

Work with Federal, State, Local, and Private Land managers in organizing volunteer efforts for the creation and maintenance of these trails.

Educate the public about sustainable trails and human powered silent sport outdoor recreational opportunities on these trails.

In addition, JLSSA has been formed for the purpose of performing all things incidental to, or appropriate for, the foregoing specific and primary purposes. However, JLSSA shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes. At no time and in no event shall JLSSA participate in any activities which are restricted by Section 501(c) of the Internal Revenue Code (the "Code").

Article 3 - Offices

The principal office of JLSSA shall be located at 261 Hwy 45, Pelican Lake, WI 54463.

JLSSA may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of JLSSA may find a need for from time to time.

Article 4 - Dedication of Assets and Dissolution

The properties and assets of JLSSA are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of JLSSA, on dissolution or otherwise shall inure to the benefit of any person or any member, director, or officer of JLSSA. On liquidation or dissolution, all remaining properties and assets of JLSSA shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

Article 5 - Board of Directors

General Powers and Responsibilities

JLSSA shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Wisconsin. The Board shall establish policies and directives governing business and programs of JLSSA, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have 3-11 Board members. The number of Board members may be increased beyond 11, but not decreased to less than 3 members, by the affirmative vote of a simple majority of the then serving Board of Directors. A Board member need not be a resident of the State of Wisconsin.

Officers and Duties

There shall be officers of the board, consisting of a President, Vice-President, Secretary, Treasurer, Marketing Coordinator, Events Coordinator, Trail Team Leader, and Trail Coordinators (1/trail system). Their duties are as follows:

Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors. Other jobs included are monthly meeting facilitation and agenda, maintaining organization's insurance, and email communications to board as well as entire organization.

Vice President

In the absence or disability of the board president, the vice-president shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president.

Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors, members, and committees. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. Other duties included are maintenance of organization communication list and press releases. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

Treasurer

The treasurer shall oversee the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation/awareness and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. Other duties to include are consciousness for inventory of organization merchandise and supplies.

Marketing Coordinator

The marketing coordinator shall be the lead in developing and implementing marketing and advertising campaigns through online and print media such as posters and rack cards as well as updating community calendars, and keeps promotional materials ready by coordinating requirements with printing company, inventorying stock, placing orders and verifying receipt. The marketing coordinator will also oversee website maintenance as well as tracking website traffic data by collecting and analyzing information. The marketing coordinator will also develop newsletters to keep the organization updated on events, meetings, trail days etc. and will work in conjunction with the secretary on maintaining/coordinating email lists. Other duties include working with photographers to ensure photographs are taken & posted on the website as well as other forms of online media such as Facebook, Instagram etc.

Events Coordinator

The events coordinator shall manage the details of events such as conferences, charity events, and outdoor sports events. This includes event meeting facilitation and minute taking, coordinating the events logistics, negotiating and securing event space, initiating and/or participating in all efforts to publicize event/s, secure sponsorships, registration and attendee tracking, and working with marketing coordinator to design and develop pre/post event media. The events coordinator shall prepare budgets and oversee compliance for events as well as monitor event timelines and ensure deadlines are met. Entertainment coordination for event including layout, scheduling speakers and/or vendors, booking talent (including musicians), and selecting food/beverage for event. The events coordinator will also keep inventory of backdrops, banners and other display materials. Other jobs to include are volunteer organizing & assigning tasks, event promotional merchandise and obtaining raffle prizes.

Trail Team Leader

Responsibilities will include: Overall awareness of all train systems, Budget/Finance, Budget Awareness, New Trail Proposals, Maintenance, Equipment accountability, Meeting Facilitation & Agendas, Coordination of property owners, General Safety, Trail Maps, Event coordination, Trail Signage, Permits, Meeting Facilitation, Marketing in conjunction with Marketing Director, Trail Days facilitation

Trail Coordinators

Responsibilities include: Budget/Finances, Budget Awareness, Maintenance, Equipment accountability, Meeting Facilitation, Coordination of property owners, General Safety, Event coordination, Signage, Permits, Meeting Facilitation, Marketing in coordination with the Marketing Director, Trail Days facilitation

Board Compensation

The Board shall receive no compensation other than for reasonable expenses.

Board Elections

New and renewing Board members shall be approved by a majority of JLSSA members at a Board meeting. Officers will be voted and approved by a majority of the elected Board members.

Term of Board

All appointments to the Board shall be for a term of 1 year or until successor is chosen. Board Terms begin January 1st and end December 31st. Board Elections are held in November.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

The death, resignation, or removal of any directors;

The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgement of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director;

An increase in the authorized number of directors; or

The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 - Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the chair of the Board, the president of JLSSA, the secretary of JLSSA, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective.

Any vacancy on the Board may be filled by vote of a simple majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a simple majority of then serving Board members.

Meetings

The Board's regular and committee meetings may be held at such time and place as shall be determined by the Board.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to JLSSA to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within 30 days business days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed in the minute book of JLSSA and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board member shall only have one vote.

Proxy

Board members shall not be allowed to vote by written proxy.

Board Member Attendance

An elected Board Member who is absent from 7 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to JLSSA. The Board may deem a Board member who has missed 7 consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

ARTICLE 6 - MEMBERS

Eligibility for Membership

Application for voting membership shall be open to any person that supports the purpose statement in Article 2. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted up a majority vote of the board.

Annual Dues

The amount required for annual dues shall be \$10 for an individual, and \$20 for a family each year, unless changed by a majority vote of the Board of Directors at an annual meeting. Continued membership is contingent upon being up-to-date on membership dues.

Resignation and Termination

Any member may resign by filing a written resignation with secretary with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

ARTICLE 7 – COMMITTEES

Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each such committee shall consist of one (1) or more directors, and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternative 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 directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- A) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- B) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- C) Fix compensation of the directors serving on the Board or on any committee.
- D) Amend or repeal the Article of Incorporation or bylaws or adopt new bylaws.
- E) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- F) Appoint any other committees of the Board of Directors or their members.
- G) Approve a plan of merger, consolidations voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of JLSSA otherwise than in the usual and regular course of its business; or revoke any such plan.
- H) Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall compel JLSSA in a contract or agreement or expend JLSSA funds.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 5 - Board of Directors of these bylaws concerning meetings and actions of the

directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with JLSSA records. The Board of Directors may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or employees of JLSSA whom the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

ARTICLE 8 - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of JLSSA and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- A) One or more officers or employees of JLSSA whom the director deems to be reliable and competent in the matters presented;
- B) Counsel, independent accountants or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- C) A committee of the Board upon which the director does not served as to matters within its designated authority, which committee the director deems to merit confidence,

So long as in any such case the director acts in good faith after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which JLSSA, or assets held by it, are dedicated.

Conflict of Interest

Any member presented with a conflict of interest shall be compelled to abstain from voting. A

conflict of interest is defined as a matter in which the member may benefit either personally or financially.

Violation of Loyalty - Self-Dealing Contracts

A self-dealing contract is any contract or transaction (i) between this JLSSA and one or more of its Directors, or between this JLSSA and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between this JLSSA and a corporation, firm, or association of which one or more of its directors are Directors of this JLSSA.

Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

- A) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any memberships owned by said interested Director(s));
- B) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith--without counting the vote of the interested Director(s)--and the contract is just and reasonable as to JLSSA at the time it was authorized, approved, or ratified.

Interested Director(s) 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 a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent permitted by law, JLSSA shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of JLSSA, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

JLSSA shall have the power to purchase and maintain insurance on behalf of any agent of JLSSA, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9 – EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon JLSSA.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of JLSSA, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of JLSSA, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by JLSSA shall be executed, signed, and/or endorsed by the President, treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of JLSSA, or in special accounts of JLSSA, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

ARTICLE 10 – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

JLSSA shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

JLSSA shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

JLSSA shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of JLSSA. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of JLSSA shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of JLSSA as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of JLSSA and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

JLSSA shall prepare annual financial statements using generally accepted accounting principles. Such statements can be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. JLSSA shall make these financial statements available to the members of the public for inspection no later than 60 days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within 120 days after the end of the fiscal year of JLSSA, which shall contain the following information:

- A) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- B) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- C) The expenses or disbursements of JLSSA for both general and restricted purposes during the fiscal year.
- D) The information required by Non-profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

ARTICLE 11 – FISCAL YEAR

The fiscal year for JLSSA shall end on December 31.

ARTICLE 12 – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by the vote of a simple majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE 13 – JLSSA SEAL

The Board of Directors may adopt, use, and alter the JLSSA seal. The seal shall be kept at the principal office of JLSSA. Failure to affix the seal to any JLSSA instrument, however, shall not affect the validity of that instrument.

ARTICLE 14 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes JLSSA as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, Dominic Frandrup, certify that I am the current elected and acting Secretary of JLSSA, and the above bylaws are the bylaws of JLSSA as adopted by the Board of Directors on December 06, 2018, and that

they have not been amended or modified since the above.

EXECUTED on this day of _____, in the County of Langlade in the State of Wisconsin.

(Duly Elected Secretary)