

BY-LAWS OF HORTONVILLE FOOTBALL CLUB, INC.

Adopted February 4, 2020
Revised February 13, 2024

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**BY-LAWS OF
THE HORTONVILLE FOOTBALL CLUB, INC.**

ARTICLE I – NAME

Section 1.1. These By-laws have been adopted pursuant to authority evidenced by the Articles of Incorporation of the State of Wisconsin under State Statute 181. The registered agent of the corporation shall be listed with the Department of Financial Institutions as the Secretary. All rights, responsibilities and powers of the CLUB are vested in the Board of Directors acting as fiduciaries of the CLUB.

Section 1.2. This CLUB has been authorized to use the name of The HORTONVILLE FOOTBALL CLUB, INC., (HFC, or CLUB) by the Secretary of State, State of Wisconsin as permitted under Chapter 181 of the Wisconsin Statutes with a principle place of business located at Post Office Box 406 Hortonville, WI 54944.

ARTICLE II – ORGANIZATION

Section 2.1. Purpose. This CLUB is organized and is to be operated as a charitable organization that provides quality teamwork, leadership, athletic, and educational programming for the purpose of developing youth character and excellence through the sport of football. The CLUB shall at all times maintain its qualifications to operate as a charitable tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 2.2. Mission. Provide instructional football programming for youth in grades 6th through 8th dedicated to teaching fundamentals and proper techniques of tackle football in accordance with USA Football's Heads Up Program with an emphasis on developing teamwork, sportsmanship, leadership skills, and physical fitness in a positive and safe environment in collaboration with Hortonville Area School District (HASD).

Section 2.3. Vision. S.A.C.R.I.F.I.C.E for Success

Section 2.4. Discrimination. The CLUB strives to provide opportunities for all participants to develop individual skills and abilities while being a contributing member of a team. HFC shall provide a way for our athletes to build lasting friendships, great memories, and have fun!

HFC shall not discriminate against any protected class of individuals as provided by state and federal laws and shall be an equal opportunity provider.

ARTICLE III – OFFICERS

Section 3.1 Officers. The officers of the CLUB shall be President, President-Elect, Vice President, HASD Varsity Head Coach, HMS Administrator, GMS Administrator, Secretary and Treasurer with Immediate Past President as a nonbinding advisor. Any officer position left vacant during the year shall be filled for the remaining term at the next scheduled meeting of the Board of Directors by a vote of at least fifty-percent (50%) of the current Directors eligible to vote.

Section 3.2 Qualifications. Other than Immediate Past President, all officers must be a current member of the Board of Directors. The Board of Directors shall be permitted to elect such assistant officer positions to assist the Treasurer and the Secretary as they deem appropriate. An assistant officer does not need to be member of the Board of Directors to qualify for such position and may hold such position without term limitations.

Section 3.3 Election & Term Limits. Vice President, Secretary and Treasurer shall be elected by the Board of Directors at the annual meeting of the CLUB, for a term of one (1) year. President-Elect shall be elected by the Board of Directors biennially at the annual meeting of the CLUB, for a term of two (2) years. Upon the expiration of their term of office, the President shall become Immediate Past President and President-Elect shall become President for two (2) year terms. No person shall be permitted to hold two (2) officer positions simultaneously.

Section 3.4 Removal. An officer may be removed as officer by the vote of at least seventy-five percent (75%) of the current Directors eligible to vote. Unless detailed otherwise within the motion, Officers removed under this section remain a Director.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1. Number. Believing a key attribute of an effective board is an objective, strategic and independent view, it is critical to strike a balance on the board. The Board of Directors shall be a minimum of seven (7) and no more than fifteen (15) in number. Representation shall include at least:

- One (1) parent of a player,
- One (1) parent with no child playing,
- One (1) resident of Greenville,
- One (1) resident of Hortonville,
- One (1) coach,
- One (1) Hortonville Varsity Football Coach*
- One (1) Hortonville Middle School (HMS) Administrator/ Principal*
- One (1) Greenville Middle School (GMS) Administrator/ Principal*

**May share a Board Seat(s) and are exempt from attendance requirements.*

Section 4.2. Qualifications. The Board of Directors shall consist of adult persons of good moral character who are sufficiently interested in the purpose of the CLUB to justify their election.

Section 4.3. Term. A “term” for these By-Laws shall be defined as the period for which a person shall serve as a Director upon being elected. The Directors shall each serve for a term of one (1) year. At each annual meeting of the Board of Directors, each nominated person for that year shall be voted on and if elected serve for one (1) year. Elections to the Board of Directors shall be governed by Section 9.5.

Section 4.4. Successive Terms. Directors may serve unlimited successive terms. All Directors wishing to serve a successive term must receive a recommendation from the nomination committee in compliance with the Governing Policies and be approved as detailed within Section 9.5.

Section 4.5. Vacancy The Board of Directors shall fill any vacancies for the remainder of the term at any Directors’ meeting by a majority vote of the then members of the Board of Directors to insure that the number of Directors does not fall below three (3), or continue without any required positions. The Board may fill other vacancies at its discretion. Any vacancies shall be filled in accordance with Article IV.

Section 4.6 Vacant

Section 4.7. Removal of Directors. Officers and Directors may be removed by the vote of seventy-five percent (75%) of the current Directors eligible to vote. Unless detailed otherwise within the motion, Officers removed under this section remain a Director. A Director shall have made an effective resignation if the Director fails to attend 50% of the scheduled Board meetings in a board year on in which the Director serves. Partial attendance at a meeting shall be considered an absence if in the view of the President and the Secretary, the Director has not been present for a material part of a meeting. The Secretary shall notify a Director and the Board of Directors upon the Director missing two (2) meetings and remind the Director of this Section. Such resignation for non-attendance shall only be refused and the Director reinstated by the vote of the Board of Directors, pursuant to Section 9.5 after a showing of good cause by the Director requesting reinstatement.

ARTICLE V – DUTIES OF THE BOARD OF DIRECTORS

Section 5.1. Duties of the Board of Directors. The Board shall:

The board will govern lawfully with a style that emphasizes:(a) integrity and truthfulness in all of its practices, (b) outward vision, (c) encouragement of diversity in viewpoints,(d) strategic leadership, (e) collective decisions, (f) professional operations, and (g) focus on the future.

Section 5.2. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 5.3. Specific Powers. They shall collectively have ample power to purchase and lease, pledge and sell all such personal and real property, and to make all such contracts and agreements on behalf of the said CLUB as they may deem necessary for the successful fulfillment of its vision. The Board shall provide such authority to other Officers as is needed to conduct operations and effectively work to fulfill the vision and achieve the goals and strategies established by the Board.

Section 5.4. Bond. They shall require adequate bonds for the Board, Officers and any employees or agents of the CLUB as they may deem necessary. They shall require the CLUB to procure Directors and Officers Liability Insurance in such amounts, as they may deem necessary. The cost of any required bond or insurance shall be borne by the CLUB. Initially, no bond shall be required until the Board so determines one is necessary.

Section 5.5. Compensation. No member of the Board of Directors of the CLUB shall receive compensation for serving on the Board. Members of the Board of Directors shall not conduct private business in a manner which places them at a special advantage because of their connection with the CLUB. In providing advice to the CLUB involving transactions of a nature which may be related to the business or profession of a director, the quality and cost of services shall have priority and be managed in an objective and customarily competitive manner. In case of a clear conflict of interest, the member of the Board shall recuse him or herself, or may be excused from voting on an item so constituted.

Section 5.6. Professionals. The Board of Directors shall employ a Certified Public Accountant to review or annually audit the books and records of the CLUB and may employ any other professionals as may be required by the Directors in their sole discretion to meet their obligations.

ARTICLE VI – COMMITTEES

Section 6.1. Committees of the Board of Directors. Board committees are those established by and with authority emanating from the Board, regardless of whether their composition includes Board members. The only standing Board committees are:

Section 6.2. Building & Grounds Committee

Deliverables:

1. Secure practice facilities for each season.
2. Secure game facilities for each season.

Members: At least one Board member and others as approved by the Board.

Section 6.3 Coaching Committee

Deliverables:

1. Maintain Coaching background and certification subscriptions.
2. Ensure 100% coaching certification and background clearance.
3. Recommend coaching continuing education.
 - a. First Aid/ CPR annually
 - b. Positive Coaching annually
 - c. Football annually
4. Maintain symmetry with high school program.
 - a. (common language, numbering, route trees, basic plays, etc.)
5. Maintain basic playbook, practice plan, and coaching policies.
6. Recommend and manage at least two (2) off-season clinics/events.
 - a. Goal is to have one in conjunction with the High School Program.
7. Recommend rule/league changes Executive committee should consider.

Members: Officers and others as approved by the Board.

Section 6.4 Equipment Committee

Deliverables:

1. Fit all players for proper gear.
2. Order gear needed for players and teams as budgeted.
3. Maintain and repair gear at least annually.
4. Ensure all gear is in top working order and certified as recommended by the manufacturer.
5. Provide HASD with proper documentation to fulfill insurance requirements.

Members: At least one Board member and others as approved by the Board.

Section 6.5 Executive Committee

Deliverables:

1. Recommend Colors, Mascot, Logos, etc. used each year.
2. Maintain phone number, PO Box, and electronic accounts.
3. Assign mail, phone, email, and parental contact roles.
4. Recommend budget and dues.
5. Ensure sufficient insurance coverage is in place.
6. Update agent of record and annual filing with WI DFI.
7. Submit WI and IRS nonprofit filings.
8. Set registration process
9. Make team and roster determinations.

Members: All officers and others as approved by the officers.

Section 6.6 Fundraising Committee

Deliverables:

1. Apply for grants.
2. Recommend and manage at least two (2) fundraiser events.
3. Recommend and manage team picture program.
4. Recommend and manage player fundraiser.
5. Recommend and manage concession program.
6. Solicit league sponsors
 - a. Ensure all sponsors are promoted on website, banner, and program.
7. Create sponsor banner(s) for home games.
8. Create program fliers for home games.

Members: At least one Board member and others as approved by the Board.

Section 6.7 Game Day Committee

Deliverables:

1. Ensure game day experience is top notch.
2. Have volunteer scoreboard operators onsite, trained, and certified.
3. Have announcer onsite, trained, and certified.
4. Have DJ onsite, trained, and certified.
5. Coordinate with Officials Committee to ensure officials are set.
6. Coordinate with Fundraising Committee to ensure concessions are set.
7. Coordinate with Volunteer Committee to field marshal, chain gang, and other volunteers are set.

Members: At least one Board member and others as approved by the Board.

Section 6.8 Nominations Committee

Deliverables:

1. Ensure that Board maintains compliance with Section 4.1.
2. Continually solicit and recommend new board members.

Members: At least one Board member and others as approved by the Board.

Section 6.9 Officiating Committee

Deliverables:

1. Recommend number and pay of officials for budget.
2. Schedule and pay a quality crew of WIAA officials for all home games.
3. Train all officials on league rules prior to each game.
4. Introduce officials to coaches and go over league rules prior to each game.

Members: At least one Board member and others as approved by the Board.

Section 6.10 Scholarship Committee

Deliverables:

1. Recommend scholarship program so no child is left out because of cost.
2. Recommend scholarship awards.
3. Promote scholarship program.
4. Solicit scholarship sponsors.

Members: At least one Board member and others as approved by the Board.

Section 6.11 Social Media Committee

Deliverables:

1. Maintain a robust professional social media presence across all relevant platforms.
2. Recruit, train, and schedule volunteers to run the HUDL program.
3. Update forms to current year.
4. Promote recruitment and run ads focused on our potential players.

Members: At least one Board member and others as approved by the Board.

Section 6.12 Volunteer Committee

Deliverables:

1. Recommend and maintain a volunteer program for players parents.
2. Ensure 70% compliance with the volunteer program.
3. Coordinate with other committees to determine volunteer opportunities.
4. Ensure critical volunteer opportunities are filled before gameday.

Members: At least one Board member and others as approved by the Board.

Minutes will be kept of all committee meetings and made available to the Board.

ARTICLE VII – DUTIES OF OFFICERS

Section 7.1. President. The President is empowered to preside at board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing). As HFC's "chief governance officer," the President's primary role is to ensure the integrity of the Board's process, and secondarily to represent the Board to the membership and outside parties. The President is to ensure that the Board acts in a manner consistent with its Policies and any requirements legitimately imposed upon it from outside the organization. With the Secretary shall organize and contribute all related motions, reports, records, and files during their term as needed for historical perspective or future review in the Corporate Records Book prior to the end of their term. The President shall automatically become Immediate Past President at the end of the term as President.

Section 7.2. Vice President. The Vice President shall assist the President in his or her duties and shall perform the duties of the President in the President's absence.

Section 7.3. Treasurer. The Treasurer shall have, or delegate, the care and custody of all funds and securities of the CLUB and deposit the same in the name of the CLUB in such bank or banks as are approved by the Board. He or she shall be subject to such conditions and restrictions as may be made by the Board of Directors, and shall perform such duties as the Directors may from time to time require of him or her. He or she shall report on monthly financial statements to the board on a regular basis.

Section 7.4. Secretary. The Secretary shall attend the meetings of the Board of Directors and shall record upon the books of records of the CLUB the proceedings of its respective meeting, maintaining and retaining such records. He or she shall notify all Directors of all meetings and shall perform such other duties as the Directors of the CLUB shall from time to time prescribe. With the President shall organize and contribute all related motions, reports, records, and files during their term as needed for historical perspective or future review in the Corporate Records Book prior to the end of their term.

Section 7.5. President-Elect. The President-Elect collaborates with the President to learn the role of the President, to become familiar with the programs of HFC and its governance, and to develop and facilitate officer transition. The President-Elect assists and supports the President as needed and plans for their President year. The President-Elect shall automatically become President at the end of the term as President-Elect.

Section 7.6. Immediate Past President. The Immediate Past President provides advice, leadership, and mentorship to the President regarding past practices and other matters to assist in governing the CLUB. The Immediate Past President supports the President and the President-Elect in a nonbinding advisory capacity.

Section 7.7. HASD Varsity Coach, and HMS & GMS Administrator. Provide advice, leadership, and mentorship to Officers regarding HASD requirements, changes, concerns, ideas, and other oversight to assist in governing the CLUB according to HASD goals.

ARTICLE VIII – VACANT

ARTICLE IX – MEETINGS

Section 9.1. Meeting Rules. The President shall preside over and determine the rules of conduct of all official meetings of the Board of Directors, except where they are incompatible with the By-Laws or Policies. Any two (2) Board members shall have the right to call for the President (or other presiding officer) at a meeting then in process, to follow Robert's Rules of Order for the remainder of the meeting. Immediately after the call, the President shall be required to conduct the remainder of the meeting under such rules. Attendance at each meeting shall be made in person by each Director, but may also be made by teleconference or videoconference if the facilities being used for such meeting can support such request. Valid voting by teleconference or video conference shall require that the Directors are able to hear each other adequately to promote discussion of the subject matter being voted upon.

Section 9.2. Annual Meeting. The annual meeting of the Board of Directors shall be held during the month of February at a time and place to be selected by the affirmative vote of a majority of Board Members and if not so established then by the

President. The annual meeting shall be bifurcated. The outgoing board shall conduct old business and elect new members as previously approved from recommendations of the Nominations Committee. Outgoing members shall then be replaced by the newly elected members. The newly seated Board shall then select officers, populate committees, conduct new business, and any remaining agenda items. If the election of Directors shall not be held on the day designated for any annual meeting of the Directors, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Directors no later than the last business day of February and in accordance with this section. In addition to the annual meeting, regular Directors' meetings shall be held approximately once every month. Special Directors' meetings may be called by or at the request of the President, Secretary, or by any two (2) Directors.

Section 9.3. Special Meetings. The Board of Directors shall meet at such other times during the year as the President may designate. In addition, if two (2) members make a written request delivered to the President or the Secretary for a special meeting, stating the purpose of such a meeting, the President or the Secretary will call a special meeting of the Board of Directors as soon as possible but must be held within ten (10) business days of the receipt of such written request.

Section 9.4. Notice. Notice of each meeting of the Board of Directors shall be given by written notice delivered personally by electronic transmission to each Director at his or her preferred address not less than two (2) business days prior to the meeting. Whenever any notice is required to be given to any Director of the CLUB under the Articles of Incorporation or By-Laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, except if these By-Laws are to be changed, and then the notice shall specify the suggested change(s). The Secretary shall provide in advance of each meeting, topics of discussion together with whatever materials might be available for the Directors to review in advance of the meeting.

Section 9.5. Quorum and Manner of Acting. At least fifty percent (50%) of the number of Board of Directors then in office must be present in person or via teleconference or videoconference to constitute a quorum for the transaction of business. At any meeting in which a quorum is present, the affirmative vote by over Fifty percent (50%) of the Directors present shall be the act of the Board of Directors unless otherwise specifically designated in these By-Laws. Attending and voting by person, via telephone or teleconference, or other electronic means is acceptable as permitted under these By-Laws.

Section 9.6. Adjournment. All meetings of the Board of Directors may be adjourned to some other time and place as may be decided by those present and represented.

Section 9.7. Closed Session. At each meeting of the Board of Directors, the Board shall have as a regular agenda item a closed executive session of the Board of Directors where only Directors and invited guests shall be present to address confidential topics or information. Minutes of such Executive Session shall be held separately by the Secretary and shall only be made part of the regular Minutes at such time as the Secretary and the President agree that the Executive Session Minutes should no longer be held in confidence.

ARTICLE X – DISSOLUTION AND TAX CONSEQUENCES

Section 10.1. Termination of Purpose. If the CLUB shall cease to seek to fulfill its purpose as set forth in Article II, Section 2.1, the CLUB should as soon thereafter as is reasonably possible, be dissolved.

Section 10.2. Dissolution. In the event of dissolution, any remaining assets shall be distributed to organizations organized and operated exclusively for charitable, education or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. The assets shall to the extent possible be distributed to other organizations related to HFC's mission, vision, or purpose. If no such organizations are available or the Board of Directors believes that it is more appropriate to the general desire of contributors, the assets shall be distributed to foundations in the Hortonville area providing financial assistance to similar organizations supporting youth activities.

Section 10.3. Income Distributions. All income of the CLUB for each taxable year for Federal income tax purposes other than monies set into a reserve for a specific purpose shall be distributed at such time and in such manner so as not to subject the CLUB to Federal tax under Section 4942 of the Internal Revenue Code of 1986, as amended.

Section 10.4. No Self-Dealing. The CLUB created hereby shall not engage in any act of self-dealing, as defined in Section 4941 (d) of the Internal Revenue Code of 1986 as amended, retain any excess business holdings as defined in Section 4942 (c) of the Internal Revenue Code of 1986, as amended, make any investments in such manner as to subject the CLUB to tax under Section 4944 of the Internal Revenue Code of 1986, as amended or make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, as amended.

ARTICLE XI – INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 11.1. Indemnification. To the extent permitted by law, the CLUB shall indemnify each Director and Officer of the CLUB, and his or her heirs and personal representatives against all expenses and liabilities reasonably incurred by him or her in connection with or arising out of any action, suit, or proceeding in which he or she may be involved by reason of his or her being or having been a Director or Officer of the CLUB, whether or not he or she continued to be a Director or Officer at the time of incurring such expenses and liabilities; such expenses and liabilities to include, but not limited to, judgment, court costs, attorneys' fees and the cost of settlements. The CLUB shall not, however, indemnify such Director or Officer with respect to matters as to which he or she shall be finally adjudged in any such action, suit or proceedings to have been liable because of willful misconduct in the performance of his or her duties as such Director or Officer. In the event a settlement or compromise is effected, indemnification may be had only if the Board of Directors shall have been furnished with an opinion of counsel for the CLUB to the effect that such settlement or compromise is in the best interests of the CLUB, and that such Director or Officer is not liable for willful misconduct in the performance of his or her duties with respect to such matters, and if the Board shall have adopted a resolution approving such settlement or compromise. The foregoing right of indemnification shall not be exclusive of other rights to which any Director or Officer may be entitled as a matter of law.

ARTICLE XII– CHANGE OF ARTICLES OF INCORPORATION OR BY-LAWS

Section 12.1. Changes to the Articles of Incorporation or the By-Laws. At any meeting of the Board of Directors of CLUB, INC for which written notice of the meeting was specifically provided stating the proposed Articles or By-Laws change The Articles of Incorporation or these By-Laws can be changed, amended, or repealed only by an affirmative vote of at least seventy-five percent (75%) of the seated Board of Directors. Notice of any proposed changes in the Articles or By-Laws must be sent to all of the members of the Board of Directors at least ten (10) days prior to the date of the meeting.

Section 12.2. No Change to Benefit Board Members. No change to the By-Laws or Articles of Incorporation which directly or indirectly affects the term of Directors or officers or the ability to compensate Directors shall be effective on or apply to Directors then in office.

ARTICLE XIII – MISCELLANEOUS

Section 13.1. Application of Wisconsin Statutes. To the extent not inconsistent or in conflict with the CLUB Articles of Incorporation or these By-laws, Chapter 181 of the Wisconsin Statutes shall be applicable to the CLUB.

Section 13.2. Veto Powers. Any individual whom the Board approves utilizing a personal guarantee or personal assets as collateral for Club use or benefit shall be retained as a Board member annually and shall have an absolute veto over any action or decision which, in the guarantor's sole discretion, undermines the Club's core founding or ability to cover its debts until such time as all assets and or guarantees are satisfactorily returned, released, or purchased.

Adopted this 4th of February, 2020 by unanimous voice vote.

Revised this 13th of February, 2024 by unanimous voice vote.