

BYLAWS
OF
WISCONSIN CYCLING ASSOCIATION, INC.
A Wisconsin Chapter 181 Non-Stock Corporation
Amended and Adopted on 4 January, 2025

ARTICLE 1
Identification

Section 1.01. Name. The corporation's name is Wisconsin Cycling Association, Inc., (the "Corporation"), and was incorporated as a Chapter 181 Non-Stock Corporation.

Section 1.02. Principal and Business Offices. The Corporation may have such principal and other business offices, within the State of Wisconsin, as the Board of Directors, (the "Board"), may designate or as the Corporation's business may require from time to time.

Section 1.03. Registered Agent and Office. The Corporation shall continuously maintain both a registered office in the State of Wisconsin and a registered agent with an email address. The Corporation's registered agent may be changed from time to time by or under the authority of the Board. The address of the Corporation's registered office may be changed from time to time by or under the authority of the Board, or by the registered agent, and the registered agent may change its email address. The business office of the Corporation's registered agent shall be identical to the registered office. The Corporation's registered office may be, but need not be, identical with the Corporation's principal office in the State of Wisconsin.

Section 1.04. Place of Keeping Corporate Records. The records and documents required by law to be kept by the Corporation permanently shall be kept at the Corporation's principal office and electronic copies shall be maintained in a shared electronic drive as set forth and maintained by the Board.

ARTICLE 2
Membership

Section 2.01. Annual Meeting of Members. The annual members' meeting shall be held on the first week of every calendar year as set forth by the Board, or at such other date and time within thirty (30) days before or after this date as may be fixed by or under the authority of the Board, for the purpose of electing directors, officers and transacting such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in Wisconsin, the meeting shall be held on the next succeeding business day or as soon as possible thereafter.

Section 2.02. Special Meetings. Special members' meetings may be called (1) by the president, (2) by the Board or such other officer(s) as the Board may authorize from time to time, or (3) by the president or secretary upon the written request of the holders of record of at least 10% of all the votes entitled to be cast upon the matter(s) set forth as the purpose of the meeting in the written request. Upon delivery to the president or secretary of a written request pursuant to (3), above, stating the purpose(s) of the requested meeting, dated and signed by the person(s) entitled to request such a meeting, it shall be the duty of the officer to whom the request is delivered to give, within thirty (30) days after such delivery,

notice of the meeting to the members. Notice of any special meetings shall be given in the manner provided in Section 2.04 of these bylaws. Only business within the purpose described in the special meeting notice shall be conducted at a special members' meeting.

Section 2.03. Place of Meeting. The Board may designate any place, either within or outside the State of Wisconsin, as the place of meeting for any annual or special members' meeting or any adjourned meeting. The Board may designate that any meeting be held by electronic means and said an electronic meeting shall be deemed sufficient and in compliance with Sections 2.02 and 2.03 above.

Section 2.04. Notice of Meetings. The Corporation shall notify each member who is entitled to vote at the meeting, and any other member under Wis. Stat. Chapter 181 of the date, time, and place of each annual or special members' meeting, and, if the Board has authorized participation in a meeting by remote communication, the information needed for members to participate in that manner. In the case of special meetings, the notice shall also state the meeting's purpose. Unless otherwise required by Wis. Stat. Ch. 181, the meeting notice shall be given not less than ten (10) days nor more than sixty (60) days before the meeting date. Notice may be given orally or communicated in person or by telephone, by fax, email, or other form of electronic transmission, by private carrier, or in any other manner provided by Wis. Stat. Ch. 181.

Section 2.05. Waiver of Notice. A member may waive notice of any meeting at any time. The waiver must be in writing, contain the same information that would have been required in the notice (except that the time and place of the meeting need not be stated), be signed by the members, and be delivered to the Corporation for inclusion in the corporate records.

Section 2.06. Fixing of Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to make a determination of members for any other proper purpose, the Board of Directors may provide that the membership rolls shall be closed for a stated period, but not to exceed, in any case, fifty (50) days. If the membership rolls shall be closed for the purpose of determining members entitled to notice of or to vote at a meeting of members, such books shall be closed for at least the days immediately preceding such meeting. In lieu of closing the membership rolls, the Board may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than fifty (50) days, and in case of a meeting of members, not less than ten (10) days prior to the date on which the particular action, requiring such determination of members, is to be taken. If the membership rolls are not closed and no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the close of business on the date on which notice of the meeting is mailed shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall be applied to any adjournment thereof, except where the determination has been made through the closing of the membership rolls and the stated period of closing has expired.

Section 2.07. Quorum and Voting Requirements. Except as otherwise provided in the articles of incorporation, fifty-one percent (51.0%) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of the majority of members represented at the meeting and entitled to vote on the subject matter shall be the act of the members unless the vote of a greater number is required by law or the articles of incorporation. If less than a quorum of the members is represented at a meeting, the Board shall have the authority to vote and conduct business by majority of the Board. All Board votes shall be communicated to the members no later than five (5) days after said actions are taken. These Quorum and Voting Requirements shall also apply to Article 9 as set forth below.

Section 2.08. Conduct of Meetings. The president or chairperson of the Board, and in the

chairperson's absence, the vice president, and in the absence of both, a person designated by the Board in an order provided under Section 4.10 of these bylaws, or such other person as may be appointed by the Board, shall act as the chairperson of a members meeting and shall have the authority to preside over the meeting. The order of business at any members' meeting shall be as follows:

1. Roll call; and
2. Proof of proper notice of meeting or receipt of waiver of notice.

If a quorum is present, the meeting shall continue with the following items of business:

3. Approval of any minutes of preceding meeting(s), unless dispensed with by a vote of the members in attendance in accordance with Section 2.08 of these bylaws;
4. Board's report, if any;
5. Officers' reports, if any;
6. Committee reports, if any;
7. Election of directors, if necessary;
8. Unfinished business, if any; and
9. New business, if any.

The order of business at any meeting may, however, be changed by the chairperson of the meeting. The chairperson of the meeting may designate a secretary or other corporate officer or any other person in attendance to keep and prepare minutes of the meeting.

Section 2.09. Proxies. At all meetings of members, a member entitled to vote may vote in person or by proxy appointed in writing by the members or by his duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the Corporation before or at the time of the meeting. Unless otherwise provided in the proxy, a proxy may be revoked at any time before it is voted, either by written notice filed with the secretary or the acting secretary of the meeting or by oral notice given by the member to the presiding officer during the meeting. The presence of a member who has filed a proxy shall not of itself constitute a revocation. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. The Board shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxies.

Section 2.10. Voting of Members. The Corporation shall consist of one class of members only and membership shall consist of any Wisconsin bicycle club in good standing with the USA Cycling, Inc. ("USAC"). Each club shall also be a unit known as a "member" as that term is used throughout these bylaws. Each member, as defined herein, shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the members. A member's vote may be cast by the president of a member club or by any other club participant or proxy appointed in writing by the president of the club.

Section 2.11. Action Without a Meeting. Any action required or permitted by the articles of incorporation, these bylaws, or any provision of Wis. Stat. Ch. 181 to be taken at a members' meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed

by all members entitled to vote on the subject matter of the action.

ARTICLE 3

Board of Directors

Section 3.01. General Powers. The Corporation's powers shall be exercised by or under the authority of, and its business and affairs shall be managed under the direction of, the Board, subject to any limitation set forth in the articles of incorporation.

Section 3.02. Election. Directors shall be elected by the members at each annual members' meeting. Directors are elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present.

Section 3.03. Number, Tenure, and Qualifications. The number of directors of the Corporation shall be five (5). Each director shall hold office for a term of two (2) years until the next annual members meeting and until the director's successor shall have been elected by the members or until the director's death, resignation, or removal.

Section 3.04. Regular Meetings. A regular meeting of the Board shall be held without any other notice than these bylaws immediately after the annual members' meeting. The Board may provide, by resolution, the time and place, either within or outside the state of Wisconsin, for the holding of additional regular meetings or that any additional regular meeting be conducted without a location entirely by means of simultaneous communication.

Section 3.05. Special Meetings. Special meetings of the Board may be called by or at the request of the chairperson of the Board, if any, or by the president, the secretary, or any two directors. The person or persons authorized to call special Board meetings may fix any place, either within or outside the State of Wisconsin, as the place for holding any special Board meeting called by them, and if no other place is fixed, the meeting place shall be the Corporation's principal office in the State of Wisconsin, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the directors in attendance at the meeting. If permitted by the Board, any special meeting called may be conducted without a location entirely by means of simultaneous communication.

Section 3.06. Meetings by Simultaneous Means of Communication. The Board, or any committee of the Board, may, in addition to conducting meetings in which each director participates in person, and notwithstanding any place set forth in the notice of the meeting or these bylaws, conduct any regular or special meeting by the use of any simultaneous means of communication, provided that (1) all participating directors may simultaneously hear each other during the meeting or all communication during the meeting is immediately transmitted to each participating director, and (2) each participating director is able to immediately send messages to all other participating directors. Before the commencement of any business at a meeting at which any directors do not participate in person, all participating directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 3.07. Notice of Meetings; Waiver of Notice. Notice of each Board meeting, except meetings pursuant to Section 3.04 of these bylaws, shall be delivered to each director at the director's business address or at such other address or email as the director shall have designated in writing and filed with the secretary.

Section 3.08. Quorum Requirement. Except as otherwise provided by Wis. Stat. Ch. 181, the articles of incorporation, or these bylaws, a majority of the number of directors as required in Section 3.03 of these bylaws shall constitute a quorum for the transaction of business at any Board meeting.

Section 3.09. Voting Requirement. The affirmative vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board or a committee of the Board. This provision shall not, however, apply to: (1) to any action taken by the Board pursuant to Article 7 of these bylaws; (2) to any action to fill a vacancy on the Board if the directors remaining in office constitute less than a quorum; (3) to any action by the remaining directors on a committee of the Board to fill a vacancy on the committee (if such action is authorized by a resolution of the Board); (4) to any actions taken to determine a director's right to indemnification from the Corporation; or (5) if the affirmative vote of a greater number of directors is required by Wis. Stat. Ch. 180, the articles of incorporation, or any other provision of these bylaws.

Section 3.10. Conduct of Meetings. The chairperson of the Board, and in the chairperson's absence, the president, and in the absence of both, a vice president in the order provided under Section 4.10 of these bylaws, and in their absence, any director chosen by the directors present, shall call to order Board's meetings and shall act as chairperson of the meeting. The Corporation's secretary shall act as secretary of all Board's meetings, but in the secretary's absence, the presiding officer may appoint any assistant secretary, director, or other person present to act as secretary of the meeting. The chairperson of the meeting shall determine whether minutes of the meeting are to be prepared and, if minutes are to be prepared, shall assign a person to do so.

Section 3.12. Compensation and Expenses. The Board shall not receive any compensation, except for the reimbursement of reasonable expenses incurred in the performance of the directors' duties, not including the expense of traveling to and from Board meetings.

Section 3.13. Committees. The Board may create and appoint members to one or more committees, by a resolution approved by the number of directors required to take action under Section 3.09 of these bylaws. Each committee shall consist of at least one director and shall, unless otherwise provided by the Board, serve at the pleasure of the Board. The committees shall include, but not limited to: (1) road; (2) track; (3) mountain biking; and (4) cyclo-cross.

ARTICLE 4

Officers

Section 4.01. Number and Titles. The Corporation's principal officers shall be a president, a vice president, a secretary, a treasurer, and a compliance officer, each of whom shall be appointed by the Board.

Section 4.02. Appointment, Tenure, and Compensation. The officers shall be appointed by the Board, or to the extent authorized in these bylaws, by another duly appointed officer. Each officer shall hold office until the officer's successor shall have been duly appointed or until the officer's death, resignation, or removal. The president, secretary, and compliance officer shall be appointed in odd years and vice president and treasurer on even years. Officers shall not receive any compensation.

Section 4.03. Removal. The Board may remove any officer by majority consent.

Section 4.04. Resignations. Any officer may resign at any time by giving written notice to the Corporation, the Board, the president, or the secretary. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the Corporation

accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 4.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or other reason shall be filled in the manner prescribed for regular appointments to the office.

Section 4.06. Powers, Authority, and Duties. Officers of the Corporation shall have the powers and authority conferred and the duties prescribed by the Board or the officer who appointed them in addition to and to the extent not inconsistent with those specified in other sections of this Article 4.

Section 4.08. The President. The president shall be the Corporation's chief executive officer and, subject to the Board's control, shall:

1. Superintend and manage the Corporation's business;
2. Coordinate and supervise the work of its other officers;
3. Employ, direct, fix the compensation of, discipline, and discharge its employees;
4. Employ agents, professional advisors, and consultants;
5. Perform all functions of a general manager of the Corporation's business;
6. Have authority to sign, execute, and deliver in the Corporation's name all contracts and instruments either when specifically authorized by the Board or when required or deemed necessary or advisable by the president in the ordinary conduct of the Corporation's normal business, except in cases in which the signing and execution of the contracts or instruments shall be expressly delegated by these bylaws or by the Board to some other officer(s) or agent(s) of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer or agent; and
7. In general, perform all duties incident to the office of the president and such other duties as from time to time may be assigned to the president by the Board.

Section 4.09. The Vice Presidents. In the president's absence, or in the event of the president's death or inability or refusal to act, or if for any reason it shall be impractical for the president to act personally, the vice president shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

Section 4.10. The Secretary. The secretary shall:

1. Keep any minutes of the members and of the Board and its committees in one or more books provided for that purpose;
2. See that all notices are duly given in accordance with these bylaws or as required by law;
3. Be custodian of the Corporation's corporate records and see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed;

Section 4.11. Compliance Officer. The compliance officer shall ensure that the Corporation is good standing and complies with all of the terms and condition set forth in all agreements, including but not limited to, the agreements between USAC and the corporation.

Section 4.12. The Treasurer. The treasurer shall:

1. Have charge and custody of, and be responsible for, all of the Corporation's funds; receive and give receipts for money due and payable to the Corporation from any source whatsoever; deposit all such money in the Corporation's name in such banks, financial institutions, trust companies, or other depositories, cause such funds to be disbursed by checks or drafts on the Corporation's authorized depositories, signed as the Board may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all money disbursed;
2. Have the right to require from time-to-time reports or statements giving such information as the treasurer may desire with respect to any and all of the Corporation's financial transactions from the officers, employees, or agents transacting the same;
3. Keep or cause to be kept at the Corporation's principal office or such other office or offices as the Board shall from time to time designate, correct records of the Corporation's funds, business, and transactions and exhibit those records to any director of the Corporation upon request at that office;
4. In general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the Board or the president.

ARTICLE 5

Contracts, Loans, Checks, and Deposits

Section 5.01. Contracts. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute or deliver any instrument in the Corporation's name and on its behalf. The authorization may be general or confined to specific instruments. When an instrument is so executed, no other party to the instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers, or agent or agents.

Section 5.02. Loans. No indebtedness for borrowed money shall be contracted on the Corporation's behalf and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board. The authorization may be general or confined to specific instances.

Section 5.03. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, or notes or other evidence of indebtedness issued in the Corporation's name, shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board.

Section 5.04. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the Corporation's credit in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board.

ARTICLE 6

Contracts Between Corporation and Related Persons

Section 6.01. Contracts Between Corporation and Related Persons. Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any entity of which one or more of its directors is a member or an employee or in which one or more of its directors is interested, or between the Corporation and any corporation or association of which one or more of its directors is a shareholder, member, director, officer, or employee or in which one or more of its directors is interested, shall not be voidable by the Corporation solely because of the director's interest, whether direct or indirect, in the transaction if:

1. The material facts of the transaction and the director's interest were disclosed or known to the Board or a committee of the Board, and a majority of disinterested members of the Board or committee authorized, approved, or specifically ratified the transaction.
2. The material facts of the transaction and the director's interest were disclosed or known to the members entitled to vote, and a majority of the shares held by disinterested members authorized, approved, or specifically ratified the transaction; or
3. The transaction was fair to the corporation.

For purposes of this Article 6, a majority of directors having no direct or indirect interest in the transaction shall constitute a quorum of the Board acting on the matter, and a majority of the members entitled to vote on the matter, whether or not present, and other than those owned by or under the control of a director having a direct or indirect interest in the transaction, shall constitute a quorum of the members for the purpose of acting on the matter.

ARTICLE 7

Inspection of Records by Members

Section 7.01. Inspection of Bylaws and Records. Any member is entitled to inspect and copy the Corporation's bylaws during regular business hours at the Corporation's principal office and the records of the Corporation.

ARTICLE 8

Indemnification

Section 8.01. Indemnification. The Corporation shall, to the fullest extent authorized by Wis. Stat. Ch. 181, indemnify any director or officer of the Corporation against reasonable expenses and against liability incurred by a director or officer in a proceeding in which the director or officer was a party because of being a director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the director or officer may otherwise be entitled. The Corporation shall, to the fullest extent authorized by Wis. Stat. Ch. 181, indemnify any employee who is not a director or officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because of being an employee of the Corporation. The Corporation may, to the fullest extent authorized by Wis. Stat. Ch. 181, indemnify, reimburse, or advance expenses of directors or officers.

ARTICLE 9

Amendments

Section 9.01. Amendments to Bylaws. Any amendments to these bylaws shall only be effective if made by the majority of the members as set forth above, or if proposed amendments are part of a meeting agenda and there is no quorum as set forth in Section 2.07 above, the amendments might be voted on by majority the Board.