

**BY-LAWS OF  
RAINBOW OVER WISCONSIN, INC.**

**ARTICLE I  
IDENTIFICATION**

Section 1. **Name.** The name of the Corporation is Rainbow Over Wisconsin, Inc. (hereinafter "ROW").

Section 2. **Principal Office.** The principal office of ROW shall be located at 702 East Wisconsin Avenue, Appleton, Wisconsin, 54911.

Section 3. **Fiscal Year.** The fiscal year of ROW shall begin on the first day of January and shall end on the last day of December next succeeding.

Section 4. **Funds.** The funds of the organization shall be derived from whatever sources the Board of Directors may approve.

**ARTICLE II  
MEMBERSHIP**

Section 1. **Identification of Members.** A member shall be: (a) a maximum of two representatives appointed by each business membership; or (b) individual membership; or (c) other classes and qualifications of membership as may be established by the Board of Directors from time to time by action taken at any duly constituted meeting of the Board. (This section was modified March 3, 1997 by the ROW Membership Expansion Committee)

Section 2. **Membership Rights.** A member shall have all of the rights and privileges accorded members as that term is used in Chapter 181 of the Wisconsin Statutes, as amended, except that membership in ROW shall be personal to such member and not transferable for any purpose.

Section 3. **Membership Records.** ROW shall maintain a complete record of the names and then current addresses of all members of ROW together with all other information which the Board of Directors may from time to time direct. The membership records shall be open to the inspection of any member during the regular public business hours of ROW, but no member shall be privileged to make copies of the membership records. No Director, officer, member of the staff, member of ROW, or volunteer shall utilize the membership records for any purpose other than carrying out the business of ROW. All other uses are prohibited.

**ARTICLE III  
MEETING OF MEMBERS**

Section 1. **Place of Meetings.** All meetings of members of ROW shall be held at such place within the State of Wisconsin as may be specified in the respective notices or waivers of notice of such meeting.

Section 2. **Annual Meeting.** The Annual Meeting of Members of ROW shall be held between January 1 and March 1 each year, the place and time to be announced to the membership no earlier than fifty (50) days and no later than fifteen (15) days prior to the meeting. At such meeting, the members shall elect the Board of Directors as set forth in ARTICLE IV, Section 9, by a majority of members present and voting, and transact such other business of ROW as may properly be brought before the meeting.

Section 3. **Special Meetings.** Special meetings of the members may be called by the President, by the Board of Directors, or by not fewer than twenty-five (25) percent of all members then authorized to vote on any matters presented to the members for action.

Section 4. **Notice of Meetings.** A written or printed notice stating the place, day, and hour of the meeting, and in the case of a special meeting, the purpose for which the meeting is called, shall be delivered or mailed by the secretary or by the officer or person calling the meeting to each member of record entitled to vote at the meeting, at the address which appears on the records of ROW, at least ten (10) days before the date of the meeting. Notice of any meetings of members may be waived in writing, filed with the secretary or by attendance of the member in person. In lieu of such written, mailed notice, the officer, Board, or group of members calling the meeting may give notice by publication of a Class 2 notice under Chapter 985 of the Wisconsin Statutes in a newspaper of general circulation in Outagamie or Brown County, Wisconsin.

Section 5. **Voting at Meetings.** Every member and/or appointed representative qualified as provided in Article II, Section 1 above and listed on the books of ROW shall have the right at every meeting to one vote. For the purpose of voting, any authorized representative of the member or representative may cast the ballot of the member. No member whose dues or assessments are unpaid or who has been absent for six or more of the previous twelve meetings shall be entitled to vote. A member may vote in person only. (This section was modified March 3, 1997 by the ROW Membership Expansion Committee)

Section 6. **Voting List.** The Secretary of ROW shall compile from the membership records maintained, as provided in ARTICLE II, Section 3, a list of members entitled to vote at any meeting of membership.

Section 7. **Quorum.** At any meeting of the members, those members of record present in person shall constitute a quorum.

## ARTICLE IV

## BOARD OF DIRECTORS

Section 1. **Number and Qualification.** The business of ROW shall be managed by a Board of Directors comprises of not fewer than five (5) members and not more than fifteen (15) members. Directors shall serve without compensation for a term of three (3) years or until their successors are duly elected and qualified. Directors shall be members of ROW. Directors shall be natural persons 21 years of age or older.

Section 2. **Vacancies.** Any vacancy occurring in the Board of Directors caused by resignation, death, or other incapacity may be filled by a majority vote of the remaining members of the Board to fill the unexpired term.

Section 3. **Annual Meeting.** The Board of Directors shall meet each year immediately after the Annual Meeting of the Members, within the State of Wisconsin, for the purpose of election of officers and consideration of any other business that may properly be brought before the meeting. No notice shall be necessary for the convening of such Annual Meeting of Directors.

Section 4. **Other Meetings.** Other meetings of the Board of Directors shall be held on the request of the President or of any member of the Board of Directors at any reasonable and convenient time and place within the State of Wisconsin, or at such other location as designated by the Board, within forty-eight (48) hours of written notice specifying the time, place and general purpose of such meeting. Notice of any such meeting may be waived in writing or by telegram, and attendance at any meeting shall constitute a waiver of notice of such meeting.

Section 5. **Directors' Acts by Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if, prior to such action, a written consent is filed with the minutes of proceedings of the Board or committee.

Section 6. **Quorum.** One-third (or next highest whole number) of the actual number of Directors elected and qualified from time to time shall be necessary to constitute a quorum for the transaction of any business except the filing of vacancies in the Board of Directors, and 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.

Section 7. **Resignation and Removal.** A Director may resign at any time by giving written notice to the Board of Directors, or the President or the Secretary. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Board of Directors, the President or Secretary, as the case may be, any, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Directors may be removed for cause by a vote of a majority of the remaining Directors, or with or without cause on a vote of the majority of all members of ROW. Any Director absent

without excuse for four (4) consecutive regular meetings of the Board may be subject to removal by the remaining Directors. The vacancy thereby created shall be filled by the Directors or at the next Annual Meeting of the Membership.

Section 8. **Election of Directors – Method.** Directors shall be elected in the following manner:

(a) The currently serving Board of Directors shall deliberate upon and select nominees for the offices to be filled at the next ensuing Annual Meeting of the Membership. In performing this duty, they shall give attention to the length of service, ability to fulfill the duties of the office for which nominated, and availability to perform the duties thereof, and any actual or potential conflicts of interest which may occur by reason of the election of any nominee.

(b) Directors shall be elected upon receiving the favorable vote of a majority of the members present and voting at a duly constituted Annual Meeting of the Membership. In the event a nominee for the Board of Directors shall fail to receive a majority vote of the members voting at a duly constituted meeting, the office shall be deemed vacant and a vacancy is thereby created on the Board, the vacancy may then be filled by the Board of Directors as provided in ARTICLE IV, Section 3.

Section 9. **Compensation.** No Director shall be compensated in any fashion for his services as a member of the Board of Directors. Directors may be reimbursed for actual expenses incurred in carrying out their duties, provided that appropriate claims for reimbursement are filed with and approved by the Executive Committee. Nothing in this provision shall prohibit a Director from being compensated for services rendered ROW not falling within the purview of such Director's duties as Director, provided that the fees or compensation of such Director be approved by the Executive Committee in advance of the performance of such services.

## ARTICLE V EXECUTIVE COMMITTEE

Section 1. **Designation of Executive Committee.** The elected officers of ROW shall constitute an Executive Committee which shall have and exercise all of the authority of the Board of Directors in the management of ROW, but the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by Chapter 180 of the Wisconsin Statutes.

Section 2. **Powers of the Executive Committee.** During the intervals between meetings of the Board of Directors, and subject to such limitations as may be required by law or by resolution of the Board of Directors, the Executive Committee shall have and may exercise all of the powers of the Board of Directors in the management of the business and affairs of ROW. Actions taken by the Executive Committee shall be valid and enforceable acts of the Board of Directors, provided that the Board of Directors shall, at their next meeting, ratify such acts.

The Board of Directors may, at their discretion, rescind the acts of the Executive Committee, but such rescission shall be effective only from and after the date of such rescission.

The Executive Committee may also from time to time formulate and recommend to the Board of Directors for approval policies regarding the management of the business and affairs of ROW. All minutes of meetings of the Executive Committee shall be submitted to the next succeeding meeting of the Board of Directors for approval, but failure to submit the same or to receive the approval thereof shall not invalidate any completed or uncompleted action taken by ROW upon authorization by the Executive Committee prior to the time at which the same should have been or were submitted as above provided.

Section 3. **Procedure; Meetings; Quorum.** The President of the Board of Directors of ROW shall, if present, act as President of all meetings of the Executive Committee, and the secretary of ROW shall, if present, act as secretary of the meetings. In case of the absence from any meeting of the Executive Committee of the President of the Executive Committee or the secretary of ROW, the Executive Committee shall appoint a chairman or secretary, as the case may be, for the meeting. The Executive Committee shall keep a record of its acts and proceedings. Meetings of the Executive Committee shall be sent by the secretary to each member of the committee at his residence or usual place of business by letter, or by electronic communications, at such time that in regular course, such notice would reach such place not later than the day immediately preceding the day of such meeting, or may be delivered by the secretary to a member personally at any time during such immediately preceding day. Notice of any meeting need not be given to any member of the Executive Committee who has waived such notice, either before or after such meeting, or who shall be present at the meeting. Any meeting of the Executive Committee shall be a legal meeting, without notice thereof having been given, if all members of the Executive Committee who have not waived notice thereof in writing or by electronic communications shall be present in person. The Executive Committee shall hold its meeting within the State of Wisconsin. A majority of all members of the Executive Committee shall be necessary to constitute a quorum for the transaction of any business, 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 Executive Committee. The members of the Executive Committee shall act only as a committee, and the individual members shall have no power as such.

## ARTICLE VI OFFICERS

Section 1. **Designation.** The officers of ROW shall consist of the following: President, Vice President, Secretary, and Treasurer. The Board of Directors may create such other offices as in its judgment the business of ROW reasonably requires. The officers shall be chosen from among the Directors and shall be members of ROW. Any two or more offices may be held by the same person, except the duties of President and Secretary, or Vice President shall not be performed by the same person.

Section 2. **Election of Officers.** All officers shall be elected at the first meeting of the Board of Directors following the Annual Meeting for a one (1) year term. In the event that an officer's term as Director may end prior to his term as officer, he shall serve until the end of his term as officer.

The officers standing for election shall be persons nominated by the Board of Directors, selected and functioning in the manner provided for the election of Directors in ARTICLE IV, Section 8 above. Officers shall be deemed elected upon receiving the favorable vote of a majority of the Board of Directors present and voting at a duly constituted Annual Meeting of the Board of Directors.

Section 3. **Compensation.** No officer shall be compensated in any fashion for his services as an officer. Officers may be reimbursed for actual expenses incurred in carrying out their duties, provided that appropriate claim for reimbursement be filed with and approved by the Executive Committee. Nothing in this provision shall prohibit an officer from being compensated for services rendered ROW not falling within the purview of such an officer's duties of his office, provided that the fees or compensation of such officer be approved by the Executive Committee in advance of the performance of such services.

Section 4. **Removal.** The Board of Directors may remove any officer at any time for or without cause. Vacancies in offices occurring by reason of death, resignation, removal, or increase in the number of officers in ROW shall be filled by the Board of Directors.

Section 5. **The President.** The President shall assume the position of chief executive officer of ROW. He shall have general supervision over the conduct of the management and administration of the business of ROW and shall have all powers which are by law or by custom incident to such office. He shall, in general, perform all duties incident to the office of President and such other duties as from time to time may be assigned to him by the Board of Directors.

Section 6. **The Vice President.** The Vice President shall, when directed by the President or the Board of Directors, perform the duties of the President during the latter's absence or disability. He shall otherwise have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to him.

Section 7. **The Secretary.** The secretary shall attend all meetings of the members and or the Board of Directors and shall record, or cause to be recorded, accurate minutes of such meeting. In general, he shall perform all duties incident to the office of recording secretary and such duties as may, from time to time, be assigned to him by the Board of Directors or by the President.

Section 8. **The Treasurer.** The treasurer shall be the chief financial officer of ROW. He shall have charge and custody of, and be responsible for, all funds of ROW in such depositories as shall be selected by the Board of Directors. He shall receive and faithfully account for all funds of ROW and shall render to the President and the Board of Directors, whenever requested, a complete report of his actions as treasurer and of the financial condition of ROW. In general, he shall perform all the duties incident to the office of treasurer and such other duties as, from time to time, may be assigned to him by the Board of Directors or the President.

## ARTICLE VII COMMITTEES

Section 1. **Designation.** There shall be two classes of committees which may be created by the Board of Directors from time to time. Committees shall either be standing committees or special committees.

Standing committees, once created, shall continue in existence until terminated by the Board of Directors. They shall make recommendations regarding ROW policies to the Executive Committee and/or to the full Board of Directors. Special committees shall exist for such term as shall be specified in the resolution creating same. In no event shall a special committee exist for a period greater than one (1) year.

Section 2. **Membership.** The members of all committees shall be appointed by the President. Committee members need not necessarily be members of ROW. Chairmen of standing committees shall, however, be members of the Board of Directors of ROW. The President is an ex officio member of all committees.

Section 3. **Standing Committees.** The following committees shall be standing committees of the Board of Directors:

- (a) Picnic Committee
- (b) Fund Raising Committee
- (c) Education Committee
- (d) Executive Committee
- (e) Finance Committee: Budget/Investment
- (f) Marketing Committee
- (g) Public Affairs Committee

The scope and purpose of each committee shall be defined by the President when each committee is formally constituted.

## ARTICLE VIII SPECIAL PROVISIONS

Section 1. **Indemnification.** ROW shall indemnify any person, or his legal representative, made a party to any action, suit, or proceeding by reason of the fact that he is or was Director of ROW or an officer, president, or Director of any other corporation or society

which he served as such at the request of ROW, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with any such action, suit, or proceeding (including any appeal therein), except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such officer, president, or Director is liable for negligence or misconduct in the performance of his duties. ROW shall also reimburse any such officer, president, or Director for the reasonable costs of settlement of any such action, suit, or proceeding if it shall be found by majority of a committee composed of the Directors not involved in the matter in controversy (whether or not a quorum) that it was in the interest of ROW that such settlement be made and that such officer, president, or Director was not guilty of negligence or misconduct. Such rights, indemnification and reimbursement shall not be considered exclusive of any other rights to which such officer, president, or Director may be entitled apart from the provisions of this ARTICLE VIII.

Section 2. **Interest of Directors in Contracts.** No contracts or other transactions between ROW and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors is a Director or officer or is financially interested, shall be either void or voidable because of this relationship or interest or because the Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purposes if:

(a) The fact of this 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 Director; or

(b) 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

(c) The contract or transaction is fair and reasonable to ROW.

Such interested Director or Directors shall be counted in determining whether a quorum is present. This Section 2 shall not be constructed to invalidate any contract or other transaction which would otherwise be valid under application common or statutory law.

Section 3. **Inspection of Books and Records.** The books and records of ROW shall be available for inspection by its members at the time of each Annual Meeting, and, upon reasonable notice, at any other time during business hours.

Section 4. **Amendments of the By-Laws.** These By-Laws may be altered or amended by the Board of Directors at any meeting if notice of the intention to consider changes in the By-Laws is contained in the written notice of the meeting. Amendments shall be adopted at a Board meeting at which at least fifty (50) percent of the Directors are present upon receive a two-thirds vote of those present.

Section 5. **Interpretation.** The headings or titles of each ARTICLE and Section of these By-Laws are included for convenience and shall not be constructed as altering or amending the text of any ARTICLES or Section contained herein. The use of any pronoun or

gender reference shall be construed in the genetic sense. That is to say that the masculine shall be deemed to include the feminine and neuter, and vice versa.

Section 6. **Governing Law.** These By-Laws and their interpretation shall be governed by the laws of the State of Wisconsin.