

BYLAWS
OF
Southern Conference WHSARA, Inc.

ARTICLE 1
General

Section 1.01 Name. The corporation's name is Southern Conference WHSARA Inc. (the "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 may designate or as the Corporation's business may require from time to time.

Section 1.03 Registered Agent and Office. The Corporation's registered agent may be changed from time to time by or under the authority of the Board of Directors. The address of the Corporation's registered office may be changed from time to time by or under the authority of the Board of Directors or by the registered agent.

Section 1.04 Purposes. The purposes for which this Corporation is formed shall be as provided in its Articles of Incorporation. The powers, purposes and objectives of the Corporation as set forth in its Articles of Incorporation shall at all times be exercised by the Corporation in such manner and fashion so as to maintain at all times tax exempt status under section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE 2
Members

Section 2.01 Members. The Corporation shall have Members, who shall consist of one representative of each unified team that participates in the Corporation race meets, and who shall be either a parent advisor, high school advisor, or a coach. A unified team is defined for the purposes of this paragraph as a team consisting entirely of participants from only one school for each sport or discipline.

Section 2.02 General Powers. The Members shall have the sole power to approve and pass a Budget of the Corporation, and to amend the Budget with respect to line items of expenditure above amounts of twenty five thousand (25,000) dollars. The Bylaws of this Corporation have been approved and duly ratified by the Membership of the Corporation at its annual meeting in accordance with Wisconsin Statute Section 181.0206.

Section 2.03 Annual Meeting. An annual meeting of the Members shall be held each year at such time and place as may be designated by the Chairperson of the Board. The Members shall meet for the purpose of approving and passing a Budget and the transaction of such other business as may come before the meeting.

Section 2.04 Other Regular Meetings. Other regular meetings of the Members shall be held at such time and place as the Board of Directors may determine. The Members shall meet for the purpose of the transaction of such business as may come before the meeting.

Section 2.05 Special Meetings. Special meetings of the Members may be called by the Board of Directors. The Members shall meet for the purpose of the transaction of such business as may come before the meeting.

Section 2.06 Notice of Meetings. Written notice of any meeting shall be given by the Secretary to a majority of Members at least three weeks prior to the meeting. The notice of any special meeting shall state as much as practicable of the agenda for the meeting. Whenever any notice is required to be given to any Member under the Articles of Incorporation, these Bylaws, or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of the meeting, by a Member entitled to such notice shall be deemed equivalent to the giving of the notice. A Member's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the Member at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 2.07 Manner of Acting. The act of the majority of the Members present at a meeting shall be the act of the Members, unless the act of a greater number is required by the Articles of Incorporation, these Bylaws or any provision of law.

ARTICLE 3 Board of Directors

Section 3.01 General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors. The Board's responsibilities shall include the achievement of the Corporation's objectives through the oversight of or delegation to Officers, employees, third parties and an administrative structure designated by the Board; the solicitation, development and investment of funds to assist the Corporation in achieving its objectives; the formulation of any amendments to the Articles or these Bylaws; and attendance at meetings of

the Board and its committees. The Board of Directors shall also have the express power to alter or amend the Budget of the Corporation with respect to line items of expenditure up to and including amounts of twenty five thousand (25,000) dollars. Directors shall also be voting Members of the Corporation.

Section 3.02 Number, Election, Term. The initial number of Directors of this Corporation shall be seven, and thereafter shall be as determined from time to time by the Board of Directors. The initial Directors shall be elected by the Members and shall serve for staggered terms of one, two and three years as designated at the initial meeting of the Members. Thereafter, Directors shall be elected by majority vote of the Board of Directors to two year terms. Each Director shall hold office until his or her term expires and until his or her successor shall have been elected by the Board or until his or her prior death, resignation, or removal. The President, Vice President, Secretary, and Treasurer of the Corporation shall be Directors.

Section 3.03 Resignation. A Director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of the resignation. A resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary. Acceptance of the resignation shall not be necessary to make it effective.

Section 3.04 Removal. Any individual Director may be removed from office, with or without cause, by the action of the Board of Directors.

Section 3.05 Vacancies. A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors, may be filled (i) by action of the Board of Directors, or (ii) if the Directors remaining in office constitute fewer than a quorum of the Board, by the affirmative vote of a majority of all Directors remaining in office.

Section 3.06 Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed if documentation evidencing the expenses is provided to the Corporation. In addition, Directors serving the Corporation in any other capacity are allowed to receive compensation therefore.

ARTICLE 4 Meetings of Directors

Section 4.01 Annual Meeting. An annual meeting of the Board of Directors shall be held each year at such time and place as may be designated by the Chairperson of the Board. The Board shall meet for the purpose of electing Directors and Officers and the transaction of such other business as may come before the meeting.

Section 4.02 Other Regular Meetings. Other regular meetings of the Board of

Directors shall be held at least quarterly at such time and place as the Board may determine.

Section 4.03 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board, the President or any two Directors.

Section 4.04 Notice of Meetings. Written notice of any meeting shall be given by the Secretary to each Director at least three days prior to the meeting. The notice of any special meeting shall state as much as practicable of the agenda for the meeting. Whenever any notice is required to be given to any Director under the Articles of Incorporation, these Bylaws, or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of the meeting, by a Director entitled to such notice shall be deemed equivalent to the giving of the notice. A Director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the Director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 4.05 Quorum Requirement. A majority of the number of Directors fixed pursuant to these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the Directors present (though less than a quorum) may adjourn a meeting without further notice.

Section 4.06 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation, these Bylaws or any provision of law.

Section 4.07 Presumption of Assent. A Director of the Corporation who is present and is announced as present at a meeting of the Board of Directors or of a committee of the Board of which he or she is a Member, at which meeting action on any corporate matter is taken, shall be deemed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent with the person acting as secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 4.08 Committees.

(a) Standing or Temporary Advisory Committees With No Board Authority.

The Board of Directors may authorize and appoint or remove Members of standing and/or temporary committees to consider appropriate matters, make reports to the President or the Board, and fulfill other advisory functions as may be designated. Members of such committees need not be Members of the Board of Directors. The designation of standing and temporary committees and their Members shall be recorded in the minutes of the Board of Directors.

(b) Executive Committee with Limited Board Authority.

The Executive Committee shall consist of the President, the Vice President, the Treasurer, and the Secretary. Members of the Executive Committee must also be Members of the Board of Directors. The Executive Committee shall have and may exercise the powers of the Board of Directors in the management of the affairs of the Corporation, except action with respect to the election of Directors and Officers. The Board of Directors may elect one or more Directors as alternate Members of the Executive Committee, who may take the place of any absent Committee Member or Members at any meeting of the Committee. During the course of each year, the Executive Committee shall have the power to alter or amend the Budget of the Corporation with respect to line items of expenditure up to and including amounts of twenty thousand (20,000) dollars. Any capital expenditure by the Corporation must have prior approval of the Executive Committee.

Section 4.09 Action Without Meeting. Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Board of Directors or the Executive Committee at a meeting or by resolution, may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all Directors then in office or by all Members of the Executive Committee, as the case may be. Such consents shall have the same force and effect as a unanimous vote of the Board of Directors or of the Executive Committee as the case may be.

Section 4.10 Meetings by Electronic Means of Communication. The Board of Directors and the Executive Committee, if any, 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, may conduct any regular or special meeting by the use of any electronic means of communication, provided that (i) all participating Directors may simultaneously hear each other during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating Director, and that 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.

ARTICLE 5 Officers

Section 5.01 Number and Qualifications. The Board of Directors shall elect from its Members a Chairperson of the Board, and from its Members or otherwise a President, one or more Vice Presidents, a Secretary and a Treasurer. Such other Officers and assistant Officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person. Officers and assistant Officers need not be Members of the Board of Directors or of the Corporation.

Section 5.02 Election and Term of Office. The Officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at its annual meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office for one year or until his or her successor shall have been duly elected, or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Officers shall be eligible for reappointment.

Section 5.03 Removal. Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.04 Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled soon thereafter by the Board of Directors for the unexpired portion of the term.

Section 5.05 President. The President shall be the chief executive officer of the Corporation and shall supervise, direct, and control all of the business and affairs of the Corporation. The President shall have authority to appoint such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. The President shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's function as a title holding entity or which shall be authorized by general or specific resolution of the Board of Directors. The President may authorize any Vice President or other Officer or agent of the Corporation to sign, execute and acknowledge such documents or instruments in his or her place and stead. The President shall assist the Board of Directors in the formulation of policies of the Corporation. In general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.06 Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, 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. Any Vice President shall perform such duties and have such authority as from time to time may be assigned by the President or by the Board of Directors.

Section 5.07 Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors meetings and meetings of the Members in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; and (d) in general perform all duties incident to the office of Secretary and have such other duties and exercise such

authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Directors.

Section 5.08 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned by the President or by the Board of Directors.

Section 5.09 Assistant Secretaries and Assistant Treasurers. There shall be such number of Assistant Secretaries as the Board of Directors may from time to time authorize. The Assistant Treasurer shall, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 5.10 Other Assistant and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any Officer, or to perform the duties of such Officer whenever for any reason it is impracticable for such Officer to act personally, and such assistant or acting Officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

Section 5.11 Compensation. The reasonable compensation of the Officers, if any, shall be fixed from time to time by the Board of Directors and no Officer shall be prevented from receiving such compensation by reason of the fact that he or she is also a Director of the Corporation.

ARTICLE 6 INDEMNIFICATION

Section 6.01 Persons Indemnified. Each Director, Officer, employee and agent of this Corporation shall be entitled to indemnification under this Article. This entitlement shall extend to the heirs, executors and administrators of the Director, Officer, employee or agent and to former Directors, Officers, employees and agents.

Section 6.02 Events Requiring Indemnification. Directors, Officers, employees and agents are entitled to indemnification in connection with all proceedings in which they are a witness or a party because they were a Director, Officer, employee or agent of the Corporation. "Proceedings"

shall include any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceedings, whether formal or informal in nature, involving foreign, federal, state or local law and which is brought by or in the right of the Corporation or by any person other than the person entitled to indemnification. Indemnification shall not extend to any of the following matters or any other matter for which indemnification is prohibited by Chapter 181 of the Wisconsin Statutes:

- (a) A willful failure to deal fairly with the Corporation or its Members in connection with a matter in which the person seeking indemnification has a material conflict of interest.
- (b) A violation of criminal law, unless the person seeking indemnification had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
- (c) A transaction from which the person seeking indemnification derived an improper personal profit.
- (d) Willful misconduct.

Section 6.03 Amounts Indemnified. Each person entitled to indemnification shall be indemnified for all fees, costs, charges, disbursements, attorney's fees and other expenses, as well as any liabilities arising from the proceeding, including the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including excise or other taxes in the nature of penalties or fines. Expenses shall be paid as incurred if the person to be indemnified provides to the Corporation a written affirmation that none of the circumstances barring indemnification are present and a written undertaking to repay such amounts if it is determined that indemnification is barred.

Section 6.04 Determination of Right to Indemnification. Any person seeking indemnification shall first provide notice to the Corporation of the proceeding for which indemnification is sought and request that the Corporation make a determination of the right to indemnification. The determination shall be made by a majority vote of the Board of Directors of the Corporation except for Directors who are parties to the same or related proceedings. If insufficient Directors are not parties to the same or related proceedings to constitute a quorum of the Board of Directors, the Board of Directors shall appoint a committee of three persons to make such determination on behalf of the Board of Directors. The determination shall be made within thirty days of the request.

If the Board of Directors determines that indemnification is not allowed under this Article 6, the person seeking indemnification shall then have the right to have that determination reviewed pursuant to any method specified under section 181.0873 of the Wisconsin Statutes for determining his or her right to indemnification.

Section 6.05 Indemnification Not to be Limited. Nothing in this Article shall be construed to limit the persons, events or amounts for which indemnification may extend under applicable Wisconsin law. It is the intention of the Corporation to indemnify its Directors, Officers, employees and agents to the full extent allowed by law.

ARTICLE 7 CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 7.01 Contracts. The Board of Directors may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

Section 7.02 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of more than three quarters of the Members of the Board of Directors. Any such authorization may be general or confined to specific instances. This Section shall not be construed as applying to current expenses of the Corporation.

Section 7.03 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officers 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 of Directors.

Section 7.04 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under authority of the Board of Directors.

Section 7.05 Budget. All disbursements of funds of the Corporation shall be made in accordance with a Budget of the Corporation, as approved of and passed by authority of the Board of Directors and the Membership at an annual meeting.

Section 7.06 Exempt Taxation. The funds of the Corporation shall be managed in such a way as to at all times conform to any and all requirements to maintain the Corporation's exemption from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE 8 FISCAL YEAR

Section 8.01 Fiscal Year. The fiscal year of the Corporation shall be from the first of July through the thirtieth of June of the year.

ARTICLE 9 CORPORATE SEAL

Section 9.01 Corporate Seal. The Corporation shall have no corporate seal unless required by the laws of the State of Wisconsin.

ARTICLE 10 RULES OF PROCEDURE

Section 10.01 Rules of Procedure. In case of question concerning methods of procedure at meetings, Robert's Rules of Order, as revised, shall prevail, unless already set forth in the Articles of Incorporation, these Bylaws, or in the laws of the State of Wisconsin. Final interpretation shall reside with the Secretary.

ARTICLE 11 BOOKS AND RECORDS

Section 11.01 Books and Records. Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation, or with the Secretary, as the case may be. These shall include a minute book, which shall contain a copy of the Articles of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors and such minutes of meetings of the Members as exist.

ARTICLE 12 CONFLICT OF INTEREST

Section 12.01 Definitions. For purposes of this Article 12, the term "interest" shall include personal interest, interest as director, officer, coach, parent, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

Section 12.02 Conflict Policy. No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

The interest of such officer or director is fully disclosed to the board of directors.

Such transaction is duly approved by the Board of Directors not so interested or connected as being in the best interests of the organization.

Payments to the interested officer or director are reasonable and do not exceed fair market value.

No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

The interest and the transaction does not jeopardize the Corporation's tax exemption.

Each director, officer, and member of a committee with Board of Directors delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of these Bylaws,
- b. Has read and understands this Article 12, Conflict of Interest,
- c. Has agreed to comply with this Article 12, Conflict of Interest, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE 13 AMENDMENTS

Section 13.01 Amendments. These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by action of the Board of Directors at any duly constituted annual, regular, or special meeting.