



**AMENDED AND RESTATED
BY-LAWS
OF
OZAUKEE NONPROFIT CENTER, INC.
A WISCONSIN NON-STOCK, NOT-FOR-PROFIT
CORPORATION ADOPTED APRIL 09, 2020**

Board Members

Jonah Turner
President

Joe Kassander
Vice President

Don
Schoonenberg
Treasurer

Ryan Hammetter
Secretary

Tim
Schoonenberg
General Counsel

Krishna Chavali

Katy Koenigs

Tom Wachs

Michael Weber

Advisory Board

Laura Berg

Peder Berg

Mark King

Renie Rathke

A WISCONSIN NON-STOCK, NOT-FOR-PROFIT CORPORATION

ARTICLE I

PURPOSE AND DEDICATION OF ASSETS

1.01 Purpose. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and as authorized by Chapter 181 of the Wisconsin Statutes.

1.02 Dedication. The properties and assets of this non-for-profit Corporation are irrevocably dedicated to the charitable and educational purposes set forth in Section 1.01. No part of the net earnings, properties or assets of Corporation, on dissolution or otherwise, shall inure to the benefit of any director or officer of this Corporation or any other private person or individual. Upon the affirmative vote for dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code), as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed by the court of appropriate jurisdiction of the county in which the principal office of the corporation is then located, exclusively for the charitable or educational purposes of the corporation, or to such qualified organization or organizations as said court shall determine.

ARTICLE II

OFFICES

2.01 Principal Office. The principal office of the Corporation shall be at 885 Badger Circle, Grafton, Wisconsin 53024.

2.02 Registered Office. The registered office of the Corporation shall be at 885 Badger Circle, Grafton, Wisconsin 53024, Attention: Renie Rathke.

2.03 Registered Agent. The corporation shall have and continuously maintain in Wisconsin a registered agent as required by statute. Any change in the registered agent or his or her address shall be reported to the Department of Financial Institutions of the State of Wisconsin on forms required by the Department of Financial Institutions.

ARTICLE III

MEMBERS

3.01 Members. The Corporation shall have no members.

ARTICLE IV

DIRECTORS

4.01 General Powers. The business and affairs of this Corporation shall be managed by its Board of Directors. The Board of Directors shall have the authority to contract with any individual, corporation or any organization however constituted, for services which when performed will carry out, in whole or in part, the purposes and functions of this Corporation.

4.02 Number. The Corporation shall, at all times, have at least five (5) directors who shall collectively be known as the Board of Directors or the Board. The exact number of directors shall be fixed from time to time within the limits of this Section 4.02 by a majority vote of the Board. The Board shall also have at least two (2) Agency Representatives serving on the Board.

4.03 Election. Directors shall be elected by a majority of the members of the Board in office, from time to time, even though the number of directors constituting such majority may be less than the quorum of authorized directors due to a vacancy on the Board.

4.04 Term of Office. Unless at the time of election of a director the Board provides otherwise, directors shall serve for a two year term or until his or her death, resignation or removal as provided herein. The terms of directors shall be staggered, with the terms of the initial directors at the time of the adoption of these By-Laws to be determined by a majority vote of the Board.

4.05 Resignation and Removal. A director may resign at any time by filing his or her resignation with the Secretary or the Board of Directors. A director may be removed from office by the unanimous vote of the Board of Directors called for that purpose.

4.06 Vacancies. Any vacancy occurring on the Board of Directors may be filled by an affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors; provided, that in the case of a vacancy created by the removal of a director by a vote of the directors, the remaining directors shall have the right to fill such vacancy at the same meeting or any adjournment. The person elected to fill such vacancy shall serve until the next succeeding annual meeting of the Corporation.

4.07 Reduction. A reduction of the number of authorized directors shall not result in the removal of any director.

4.08 Compensation. Directors may be entitled to reasonable compensation for their services as such and shall be reimbursed for expenses reasonably incurred by them in connection with rendering services to the Corporation as determined from time to time by the Board of Directors.

4.09 Directors to Control. The Board of Directors shall have control and management of the affairs and property of the Corporation and, except as otherwise provided in Section 4.12 of the By-Laws, may act only at a duly constituted meeting. They shall appoint such agents (which may be either persons or corporations), and officers as its business requires, and shall employ such persons as may be necessary in the conduct of its affairs. The compensation, if any, of such persons shall be as fixed from time to time by resolution of the Board.

4.10 Meetings.

(a) Meetings shall be held at the principal office of the Corporation, provided that any such meeting held elsewhere shall be valid if held on the consent of a majority of all directors. No notice other than this By-Law shall be required of the meeting place for all meetings held at the principal office of the Corporation.

(b) A regular meeting of the Board shall be held each year at such time and on such day during the month of April, as may be designated by the President and stated in the notice of the meeting.

(c) Special meetings of the Board of Directors may be called by or at the request of the President, the Secretary or any two directors. The President, Secretary or directors calling any special meeting of the Board of Directors may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them, and if no other place is fixed, the place of meeting shall be the principal office of the Corporation.

(d) Unless otherwise provided in the Articles, the Secretary or the person or persons calling a meeting of the Board of Directors shall give each director notice of the time and place of such meeting by written notice delivered personally, emailed, or mailed to such address as the director shall have designated

in writing filed with the Secretary. If mailed, such notice shall be deemed to be delivered 24 hours after the time deposited in the United States mail so addressed, with postage thereon prepaid. Whenever any notice whatever is required to be given to any director of the Corporation 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 thereto 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 regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

(e) A majority of the number of directors authorized pursuant to Section 4.02 shall constitute a quorum for the transaction of business.

(f) Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum of the directors is present is the act of the Board of Directors, unless the law, the Articles of Incorporation of this Corporation or these By-Laws require a greater number.

(g) Except as otherwise expressly provided in these By-Laws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present from time to time at such meeting may without further notice adjourn the meeting from time to time until its business is completed.

(h) Meetings shall be presided over by the President of the Corporation or in his or absence by the Vice President, or in the absence of both, by a Chairperson chosen by a majority of the directors present. The Secretary of the Corporation shall act as Secretary of the Board of Directors. In case the Secretary is absent from any such meeting, the presiding officer may appoint any director present to act as Secretary for the meeting.

(i) A director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof of which such director is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director files a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or forwards such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

4.11 Executive Committee and Other Committees. The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of directors determined pursuant to Section 4.02 may designate an Executive Committee and one or more other committees, each committee to consist of at least three (3) directors determined pursuant to Section 4.02. The current officers serve as the members of the Executive Committee. The Executive Committee shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the Corporation, provided that in no case shall the Executive Committee or any other committee act in respect to election or removal of principal officers or the election or removal of members of the Board of Directors or committees created pursuant to this section. Subject to the foregoing, the other committees, if any, shall have and may exercise such powers as may be provided in the resolution of the Board of Directors designating such committee, as such resolution may from time to time be amended and supplemented by the Board of Directors or as the Board may otherwise provide from time to time. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee, upon request by the President or upon request by the Chairperson of such meeting. Each such committee shall elect a presiding officer from its Members, shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

4.12 Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or By-Laws or any provision of law to be taken by the Board of Directors or any committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, including email or facsimile, setting forth the action so taken, shall be signed by all of the directors or members of such committee entitled to vote with respect to such action.

4.13 Telephone Meetings. Directors may participate in and hold meetings by means of a conference telephone or similar communications arrangement by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the sole and express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE V

OFFICERS

5.01 Number. The principal officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, a Chairperson of the Board (who shall be considered a principal officer) one or more Assistant Secretaries, one or more Assistant Treasurers and such other officers as may be elected or appointed by the Board of Directors. Any number of offices may be held by the same person, except that the President may not serve concurrently as either the Vice President or Secretary.

5.02 Selection. Officers shall be elected or appointed by the Board of Directors and each such officer shall hold office until the expiration of his or her term limit, he or she resigns, is removed or is otherwise disqualified to serve as an officer, or until his or her successor Officer shall be elected and qualified, whichever occurs first.

5.03 Resignation and Removal. Officers may be removed by a majority vote of the Board of Directors, but such removal shall not affect any contract rights of the officer removed. An officer may resign by written instrument delivered to the President or Secretary of the Corporation.

5.04 Vacancies. Any vacancy in any office caused by death, resignation, removal or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

5.05 President. The President shall be the chief executive officer of the Corporation and shall, in general, subject to the control of the Board of Directors, supervise and control all of the business and affairs of the Corporation. The President shall when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deed, mortgage, bond, contract or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these By-Laws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to such office and such other duties as may be assigned from time to time by the Board of Directors.

5.06 Vice Presidents. Vice Presidents shall, in the absence of or disability of the President and in the order of rank as fixed by the Board of Directors, perform all the duties of the President and, when so acting, shall have the powers of, and be subject to the restrictions on, the President. The Vice-Presidents shall have such other powers and perform such other duties as may be imposed by law, the Articles of Incorporation of this Corporation, the By-Laws or as may be prescribed from time to time by the Board of Directors or the President. Vice Presidents shall not automatically be elected to the office of President as a result of a vacancy in the office of President.

5.07 Secretary. The Secretary shall:

(a) Certify and keep at the principal office of the Corporation the original or a copy, including electronic copy, of these By-Laws as amended or otherwise altered to date.

(b) Keep at the principal office of the Corporation or at such other place as the Board of Directors may order, a book of the minutes of all meetings of the Board of Directors and the Executive Committee, recording therein the time and place of holding, whether regular or special, and how authorized, the notice given, the names of those present and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.

(d) Be custodian of the records and of the seal, if any, of the Corporation.

(e) Exhibit at all reasonable times to any director of the Corporation, or to such director's agent or attorney, or to any person or agency authorized by law to examine them, on request therefore, the By-Laws, the minutes of the proceedings of the Board of Directors and other records of the Corporation.

(f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors.

5.08 Treasurer. The Treasurer, subject to the provisions of Article VIII of these By-Laws shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatever.

(c) Disburse or cause to be disbursed the funds of the Corporation as may be directed by or under authority of the Board of Directors, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(e) Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to a director's agent or attorney, or to any person or agency entitled by law to examine the same, on request therefore.

(f) Render to the President and directors whenever they so request an account of any or all transactions as Treasurer and of the financial condition of the Corporation.

(g) If required by the Board of Directors, give a bond for the faithful discharge of such Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

(h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors.

5.09 Assistant Secretaries and Assistant Treasurers. 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.

5.10 Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person or act as assistant to any officer, or as agent for the Corporation in such officer's stead, 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 or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he is so appointed to be assistant, or as to which he is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

5.11 Compensation. The compensation, if any, of the principal officers shall be fixed from time to time by the Board of Directors or by a duly authorized committee, and no officer shall be prevented from receiving such compensation by reason of the fact that he is also a director of the Corporation.

ARTICLE VI

CONFLICT OF INTEREST

6.01 Conflict of Interest. No director, officer or employee of the Corporation shall have or acquire any interests, direct or indirect, in any project which the Corporation is operating or promoting or in any contact relating to any such project of the Corporation without making written disclosure to the Corporation of the nature and extent of his or her interest. No director who has such interest shall vote on any matter relating to it nor be present during the final deliberations and vote on the matter. Further, no director, officer, or employee of the Corporation shall violate the conflict of interest regulations as established by funding sources or as established by or contrary to Chapter 181 of the Wisconsin Statutes, as amended from time to time.

ARTICLE VII

INDEMNITY

7.01 Liability of Directors and Officers. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as a director or officer of the Corporation, or of any other corporation when he or she serves as a director or officer at the request of the Corporation, unless such act or omission constitutes or results in: (a) a willful failure to deal fairly with the Corporation in connection with a matter in which the director or officer has a material conflict of interest; or (b) a violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful; or (c) a transaction from which the director or officer derived an improper profit; or (d) willful misconduct. The foregoing shall not be construed as a limitation on the immunity provided to directors or officers and pursuant to Section 181.0855 of the Wisconsin Statutes nor shall it be deemed exclusive of any other rights and defenses which such director or officer may be entitled under any other statute, agreement or otherwise.

7.02 Indemnity of Directors and Officers. Every person who is or was a director or officer of the Corporation and any person who may have served at its specific request as a director or officer of another corporation in which the Corporation owns shares of capital stock or of which it is a creditor, shall (together with the heirs, executors and administrators and guardians and conservators of any deceased or former director or officer or other person who himself or herself would have been entitled to indemnification) be indemnified by the Corporation against all costs, damages and expenses asserted against, incurred by or imposed upon him or her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he or she is made or threatened to be made a party by reason of his or her being or been such director or officer to the extent that he or she has been successful on the merits or otherwise in the defense of the Proceedings. In cases where the director or officer is unsuccessful in his or her defense, in cases where the proceeding was settled in exchange for a payment from the director or officer, or in criminal cases terminated by a plea of no contest or an equivalent plea the Corporation shall also indemnify the director or officer to the extent set forth above unless the director or officer breached or failed to perform a duty he or she owes to the Corporation and the breach or failure to perform constitutes or results in (a) a willful failure to deal fairly with the Corporation in connection with a

matter in which the director or officer has a material conflict of interest; or (b) a violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful; or (c) a transaction from which the director or officer derived an improper personal profit; or (d) willful misconduct. This indemnity shall include reimbursement of all reasonable amounts and expenses incurred and paid in settling any such claim, action, suit or proceedings. A determination as to whether a person is entitled to indemnification shall be made in accordance with Section 181.0873 of the Wisconsin Statutes. Upon compliance with the requirements of Section 181.0874 of the Wisconsin Statutes, the Corporation may pay or reimburse any director's, officer's, employer's or agents reasonable expenses incurred in such proceeding as such expenses are incurred.

The Corporation, by its Board of Directors, may indemnify in like manner, or with any limitations, any employee, former employee, agent or former agent of the Corporation with respect to any action taken or not taken in his or her capacity as an employee or agent

Such rights or indemnification reimbursement shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any statute, agreement, or otherwise.

7.03 Transactions With the Corporation. Unless otherwise invalid under Chapter 181 of the Wisconsin Statutes, any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are Members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under applicable common and statutory law.

ARTICLE VIII

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

8.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the President or one of the Vice Presidents and by the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer; the Secretary or an Assistant Secretary, when necessary or required, shall affix the corporate seal thereto; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

8.02 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 officer or officers, agent or agents of the Corporation and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

8.03 Loans. No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

ARTICLE IX

GIFTS

9.01 Gifts. The terms and conditions under which bequests, donations and gifts will be accepted, and the manner in which they shall be administered, shall be determined from time to time by the Board of Directors; provided that such acceptance and such manner of administration shall be consistent with the general and specific purposes and the powers of this Corporation as provided by law, the Articles of Incorporation of this Corporation and these By-Laws.

ARTICLE X

CORPORATE SEAL

10.01 Seal. The Board of Directors may adopt, use and at will alter a corporate seal.

ARTICLE XI

FISCAL YEAR

11.01 Year. The fiscal year of the Corporation shall end on December 31.

ARTICLE XII

AMENDMENTS

12.01 Effective Date. These By-Laws shall become effective immediately upon their adoption. Amendments to these By-Laws shall become effective immediately upon their adoption unless a later time is specified in the amendment. Nothing in these By-Laws shall be deemed to contradict any requirement or right provided for non-profit corporations by Chapter 181 of the Wisconsin Statutes.

12.02 Amendment. These By-Laws may be amended or repealed and new By-Laws adopted by the Board of Directors.

12.03 Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the By-Laws then in effect but which is taken or authorized by the affirmative vote of not less than the number of directors required to amend the By-Laws so that the By-Laws would be consistent with such action, shall be given the same effect as though the By-Laws had been temporarily amended or suspended so far but only so far as is necessary to permit the specific action so taken or authorized.

ARTICLE XIII

CONSTRUCTION

13.01 Construction. As used in these By-Laws:

- (a) The present tense includes the past and future tenses, and the future tense includes the present.
- (b) The masculine gender includes the feminine and neuter.
- (c) The singular number includes the plural and plural number includes the singular.
- (d) The word "shall" is mandatory and the word "may" is permissive.
- (e) The words "Board" and "Directors" as used in relation to any power or duty requiring collective action mean the Board of Directors.