



CROSS PLAINS STINGRAYS SWIMTEAM, INC.

BY-LAWS

ARTICLE 1. PURPOSES

The Corporation is organized and shall be operated exclusively for the purposes set forth in Article 3 of the Articles of Incorporation. In furtherance of these purposes, the Corporation shall, among other things, provide competitive swimming opportunities for boys and girls in the Cross Plains, Wisconsin, area by organizing, operating and supporting a competitive swim team.

ARTICLE 2. MEMBERS

2.01. General. The Corporation shall have two classes of members: (1) Adult Members, and (2) Youth Members. The Officers/Directors may limit the number of Youth Members to the number that can be reasonably accommodated by the coaching staff of the Corporation's swim team and/or the training facilities utilized by the Corporation.

2.02. Adult Memberships. Adult Memberships shall be open to any natural person who is 18 years of age or older and who: expresses an interest in the Corporation's purposes; agrees to and does abide by the Corporation's Articles of Incorporation and By-laws and all rules and policies established by the Corporation; pays such membership dues as may be established from time-to-time; signs and submits a membership application in such form as may be established from time-to-time including a release of the Corporation and its members from liability relating to the Corporation's activities and a release of the Village of Cross Plains from liability relating to the use of its facilities for the Corporation's activities. The parent(s) or legal guardian(s) of a Youth Member of this Corporation automatically become Adult Members of this Corporation when their child/ward is accepted as a Youth Member of this Corporation. Adult Members shall have such rights in the Corporation as may be specified from time-to-time by the Board of Directors.

2.03. Responsibilities of Adult Members. All Adult Members shall be expected to attend and participate in the Corporation's activities including swim meets, meetings, fundraising events and all other activities as determined by the Officers/Directors of the Corporation. All Adult Members shall be expected to actively participate in work related to the Corporation's activities such as maintenance, setup of home swim meets, staffing of home swim meets, cleanup of home swim meets, and such other necessary work as determined by the Officers/Directors of the Corporation.

EXHIBIT A

2.04. Youth Memberships. Youth Memberships shall be open to any natural person who is less than eighteen (18) years of age and who: expresses an interest in the Corporation's purposes; agrees to and does abide by the Corporation's Articles of Incorporation and By-laws and all rules and policies established by the Corporation; pays such membership dues as may be established from time-to-time; signs and submits a membership application in such form as may be established from time-to-time including a release of the Corporation and its members from liability relating to the Corporation's activities and a release of the Village of Cross Plains from liability relating to the use of its facilities for the Corporation's activities; and satisfies the eligibility requirements established by the Corporation from time-to-time for its Youth Members. No person shall be accepted as a Youth Member of the Corporation unless his/her Youth Membership application form is signed by his/her parent or legal guardian. Subject to the limitation on voting rights set forth in Section 2.07 of these By-laws, Youth Members shall have such rights in the Corporation as may be specified from time-to-time by the Board of Directors

2.05. Responsibilities of Youth Members. All Youth Members shall be expected to attend and participate in the Corporations' activities, including practices, swim meets, meetings, fundraising events and other activities as determined by the Officers/Directors of the Corporation.

2.06. Voting Rights of Adult Members. Each Adult Member shall be entitled to one vote at all meetings of the members of the Corporation, and may vote either personally or by proxy appointed in writing by the member. The Board of Directors shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxy appointments.

2.07. Youth Members Have No Voting Rights. Youth Members shall have no voting rights in the Corporation and shall not be entitled to vote on any matters affecting the Corporation.

2.08. Transfer of Memberships Prohibited. No Adult Member or Youth Member may transfer his or her membership, or any rights arising therefrom.

2.09. Termination or Suspension of Members. The membership of any person shall be terminated by death, voluntary withdrawal, failure to pay dues, failure to pay assessments, or action of the Board of Directors, and thereafter all the rights of the member in the Corporation or in its property shall cease. Whenever in the judgment of the Board of Directors the best interests of the Corporation will be served thereby, the membership of any person may be terminated, or a member may be suspended for a specific period of time, by an affirmative vote of two-thirds (2/3rds) of the Board of Directors.

2.10. Annual Meeting. An annual meeting of the members shall be held during the month of July or August of each year.

EXHIBIT A

2.11. Special Meetings. Special meetings of the members may be called (a) by the President, (b) by the Board of Directors or such other officer(s) as the Board of Directors may authorize from time-to-time, or (c) by the President or Secretary upon the written request of at least twenty (20) of the Adult Members of the Corporation. Upon delivery to the President or Secretary of a written request pursuant to (c), 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 30 days of such delivery, notice of the meeting to each member who is entitled to vote at the meeting. Notice of any special meeting shall be given in the manner provided in Section 2.13 of these Bylaws. Only business within the purpose described in the special meeting notice shall be conducted at a special meeting of the members.

2.12. Place of Meeting. The Board of Directors may designate any place within the Village of Cross Plains, Wisconsin, or the City of Middleton, Wisconsin, as the place of meeting for any annual meeting or special meeting, or any adjourned meeting, of the Adult Members of the Corporation.

2.13. Notice of Meetings. The Corporation shall notify each member who is entitled to vote at the meeting, and any person entitled to notice under Chapter 181 of the Wisconsin Statutes, of the date, time, and place of each annual or special meeting of the members of the Corporation. Notice of an annual or regular meeting shall include a description of any matter or matters that must be approved by the members under Chapter 181. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called. Unless otherwise required by Chapter 181, the meeting notice shall be given not less than 5 days nor more than 60 days before the meeting date. Notice may be given orally or communicated in person, by telephone, by mail, or in any other manner provided by Chapter 181. Such notice shall be deemed delivered at the following times: (a) if delivered personally, when received, or (b) if mailed, when deposited in the United States mail pre-addressed to the member or other person entitled to notice at his/her business address or at such other address as such member or person shall have designated in a writing filed with the Secretary, with postage thereon prepaid. If the Corporation has established a system for delivering written communications to its members which is actively being used at the time that notice of any matter is required to be given by law or these Bylaws, (e.g., a crate in the office at the Cross Plains Municipal Swimming Pool that has a folder in it for each member, or each member's household, etc.), notice shall be deemed to have been personally delivered to a member when the notice is deposited into the member's, or the member's household, receptacle (e.g., folder, etc.) in such system.

2.14. Waiver of Notice. A member who would be entitled to vote at a meeting of the members of the Corporation may waive notice of the meeting, either before or after the meeting. 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 member, and be delivered to the Corporation for inclusion in the corporate records. A member's attendance at a meeting, in person or by proxy, waives objection to lack of notice or defective notice, unless the member at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting.

EXHIBIT A

2.15. Action by Written Ballot. Any action that may be taken at an annual, regular or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written ballot shall include all of the following: (1) the number of responses needed to meet the quorum requirements, (2) the percentage of approvals necessary to approve each matter other than election of directors, and (3) the time by which a ballot must be received by the Corporation in order to be counted. A written ballot may not be revoked.

2.16. Quorum. Twenty (20) of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum on that matter.

2.17. Dues. The Officers/Directors shall set the amount of the annual membership dues that each class of members of the Corporation is required to pay as well as the date on which dues shall be due and payable each year. If a member fails to pay his/her annual dues within 30 days of their due date, the member's membership in the Corporation shall be terminated as of the due date without further action of the Officers/Directors or members. A member whose membership in the Corporation is terminated for failure to pay dues may be reinstated as a member of the Corporation by the affirmative vote of two-thirds (2/3rds) of the Officers/Directors.

2.18. Additional Assessments. The Board of Directors may require each class of members to pay such additional sums ("assessments") as the Board of Directors determines to be necessary for the operation of the Corporation. Such assessments shall be due and payable within 30 days following the date on which the Corporation mailed written notice of the assessment to the member at the member's address shown on the records of the Corporation. If a member fails to pay his/her assessment by its due day, the member's membership in the Corporation shall be terminated as of the due date without further action of the Board of Directors or members. A member whose membership in the Corporation is terminated for failure to pay assessments may be reinstated as a member of the Corporation by the affirmative vote of two-thirds (2/3rds) of the Board of Directors.

2.19. Entry Fees. Members may be required to pay their own entry fees for swim meets and other events.

ARTICLE 3. OFFICERS/DIRECTORS

3.01. Powers. Subject to the limitation 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.

EXHIBIT A

3.02. Number; Officers; Election; Term. The number of Officers/Directors of the Corporation shall be five (5). The Officers/Directors shall be elected by a majority of the members present at any annual meeting, or at any special meeting called for the purpose of electing Officers/Directors, where a quorum is present. The Officer/Director positions shall be as follows: President, Vice President, Past President, Secretary and Treasurer. All Officers/Directors must be current Adult Members of the Corporation. The Past President must have previously served at least one term as President of the Corporation or as President of the corporation's predecessor organization, the Cross Plains Stingrays Booster Club. Any prior President of the Corporation or of the Cross Plains Stingrays Booster Club is eligible for election to the position of Past President. Any current Adult Member may nominate for election to a specified Officer/Director position any other current Adult Member who satisfies the requirements for that position. Nominations and elections shall be for specific Officer/Director positions. Each person so elected shall be deemed elected to the Board of Directors and to the particular office for which he or she was elected, and shall be referred to as an Officer/Director. Each Officer/Director shall hold office for a term of one (1) year or until such Officer/Director's successor shall have been duly elected or until such Officer/Director's death, resignation or removal. Officers/ Directors may be re-elected to serve more than one term in office, but may not serve more than three (3) consecutive terms in the same office unless no other Adult Member satisfying this requirement is willing to accept the nomination for the office.

3.03. Resignation. Any Officer/Director may resign at any time by giving written notice to the President or Secretary of the Corporation, who shall advise the Board of Directors of the resignation. The resignation shall take effect at the time specified in the notice or, if no time is specified, then upon receipt of the notice.

3.04. Removal. Any individual Officer/Director may be removed from office by the action of two-thirds of the members present or represented by proxy at any special meeting duly called for that purpose.

3.05. Vacancies. A vacancy or vacancies in the Board of Directors occurring for any reason may be filled by a majority of the Officers/Directors then in office, even though less than a quorum. Each Officer/Director so elected shall hold office for the unexpired portion of the term he or she was elected to fill and until his or her successor is elected and qualified, or until his or her death, resignation or removal.

3.06. Regular Meetings. Regular meeting of the Board of Directors may be held with or without notice at such regularly recurring time and place as the Board of Directors may designate, provided that any Office/Director who was not present at the meeting at which the time and place of the regular meeting was set has been given notice of the time and place of the regular meetings. Officers/Directors shall attend all meetings of the Board of Directors unless excused. An Officer/Director's absence shall be considered excused for any meeting as to which he or she gives advance notice of such absence to the Corporations' President or Secretary. Any Officer/Director who misses three (3) consecutive meeting of the Board of Directors may be removed from the Board of Directors by vote of a majority of the other Officers/Directors.

EXHIBIT A

3.07. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President, or if the President is absent or is unable or refuses to act, by the vice President, or by any two Directors.

3.08. Notices. With the exception of regular meetings as set forth in Section 3.06 of this Article, notice of any meeting of the Board of Directors shall specify the place, date and hour of the meeting, and shall be given to each Officer/Director by delivering notice, orally or in writing, at least 48 hours before the time set for such meeting. If notification is by mail, the notice must be mailed at least seventy-two (72) hours before the time set for such meeting.

3.09. Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting is signed by (a) each Officer/Director not present at the meeting and (b) each Officer/Director present at the meeting who objected to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.

3.10. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Officers/Directors shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Officers/Directors at a meeting.

3.11. Quorum. A majority of the number of Officers/Directors shall constitute a quorum for the transaction of business. The act of the majority of the Officers/Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by the law, the Articles of Incorporation or these Bylaws. In the event of a deadlock due to a tie vote, the matter shall be decided by a majority vote of the voting members of the Corporation at a special meeting of the voting members called for that purpose.

3.12. Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time-to-time by the vote of a majority of the Officers/Directors present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

3.13. Conduct of Meetings. The President of the Corporation, or in the absence of the President the Vice President, shall act as chairperson at every meeting of the Board of Directors. The Secretary of the Corporation, or in the absence of the Secretary any person appointed by the chairperson of the meeting, shall act as Secretary of the meeting.

3.14. Electronic Meetings. The Board of Directors (or any committee thereof) may, notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any

EXHIBIT A

regular or special meeting by the use of any electronic means of communication, provided (1) all participating Officers/Directors may simultaneously hear each other during the meeting, or (2) all communication during the meeting is immediately transmitted to each participating Officer/Director, and each participating Officer/Director is able to immediately send messages to all other participating Officers/Directors. Before the commencement of any business at a meeting at which any Officers/Directors do not participate in person, all participating Officers/Directors shall be informed that a meeting is taking place at which official business may be transacted.

3.15. Compensation. The Officers/Directors shall serve without compensation.

3.16. Committees. The Board of Directors or the President may authorize, and appoint or remove members (whether or not members of the Board of Directors) of standing and/or temporary committees to fulfill such functions as may be designated. The designation of such standing and/or temporary committees, and the members thereof, shall be recorded in the minutes of the Board of Directors.

3.17. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general 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 shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Corporation as he/she shall deem necessary to carry out the purposes of the Corporation as set forth in Article 3 of the Articles of Incorporation, 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 carry out the purposes of the Corporation as set forth in Article 3 of the Articles of Incorporation, or which shall be authorized by resolution of the Board of Directors to carry out such purposes; and, except as otherwise provided by law or the Board of Directors, he/she may authorize the Vice President or other officer or agent of the Corporation to sign, execute and acknowledge such documents or instruments in his/her place and stead. In general he/she 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.

3.18. Vice President. In the absence of the President or in the event of the President's death, inability or refusal to act, or in the event for any reason it shall be impracticable 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. The Vice President shall perform such other duties and have such authority as from time-to-time may be delegated or assigned to him/her by the President or by the Board of Directors. The execution of any instrument of the Corporation by the Vice President shall be conclusive evidence, as to third parties, of his/her authority to act in the stead of the President.

EXHIBIT A

3.19. Past President. The Past President shall have such powers and perform such duties as may be prescribed to him/her from time-to-time by the Board of Directors. The primary role of the Past President is to share with the Officers/Directors information that he/she has about the past operations of the Corporation to help provide continuity, where appropriate, in the operations of the Corporation.

3.20. Secretary. The Secretary shall (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records; (d) keep or arrange for the keeping of a register of the post office address of each director which shall be furnished to the Secretary by such director; and (e) 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/her by the President or by the Board of Directors.

3.21. Treasurer. The Treasurer shall in general perform all 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 to him/her by the President or by the Board of Directors.

3.22. Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the Corporation in his/her 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/she is so appointed to be assistant, or as to which he/she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

3.23 Sharing an Officer/Director Position. Two (2) persons may share an Officer/Director position. The two occupants of a particular Officer/Director position serve as co-officers in that position, with equal authority and responsibilities pursuant to all provisions of these By-Laws. If two persons share an Officer/Director position, the vote for that position shall be prorated between the two occupants (i.e., each occupant gets 1/2 vote on each matter on which that Officer/Director position is entitled to vote). If the two occupants of an Officer/Director position are unable to agree as to any matter related to the duties of their office, the matter shall be decided by the Board of Directors.

ARTICLE 4. CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

4.01. 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 and by the Secretary or the Treasurer; and when so executed no other party to

EXHIBIT A

such instrument or any third party shall be required to make any inquiry as to the authority of the signing individuals.

4.02. Loans. No indebtedness for borrowed money shall be contracted on behalf of the Corporation 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 of Directors. Such authorization may be general or confined to specific instances.

4.03. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by any one officer of the Corporation or by such other person authorized by a resolution of the Board of Directors.

4.04. 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 the authority of a resolution of the Board of Directors. Any funds received by the Corporation shall be deposited into one or more of the Corporation's bank accounts, trust company accounts, or other depository accounts no later than three (3) business days after the day on which the Corporation received the funds.

ARTICLE 5. SEAL

The Corporation shall not have a corporate seal.

ARTICLE 6. AMENDMENTS

6.01. By Members. The members of the Corporation may amend or repeal these By-laws or adopt new By-laws at any annual or special meeting of the members.

6.02. By Directors. The Board of Directors may amend or repeal these Bylaws or adopt new Bylaws; but no bylaw adopted or amended by the members shall be amended or repealed by the Board if the bylaw so adopted so provides.

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

ARTICLE 7. FISCAL YEAR

The fiscal year of the Corporation shall be set by the Board of Directors.

ARTICLE 8. DISSOLUTION

The Corporation may be dissolved if dissolution is approved by all of the following: (1) the members of the Board of Directors by the affirmative vote of a majority of directors then in office, and (2) the members with voting rights by two-thirds (2/3rds) of the votes cast or a majority of the voting power, whichever is less. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation as provided in the Articles of Incorporation.

ARTICLE 9. INDEMNIFICATION

9.01. General. The Corporation shall, subject to the exceptions contained in Section 181.287 of the Wisconsin Statutes and to the fullest extent authorized by Chapter 181 of the Wisconsin Statutes, indemnify any Officer/Director of the Corporation who is a party to a proceeding against all reasonable expenses and against all liability incurred by the Officer/Director in the proceeding if the Officer/Director was a party to the proceeding because he/she was an Officer/Director of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Officer/Director may otherwise be entitled. The Corporation shall, to the fullest extent authorized by Chapter 181 of the Wisconsin Statutes, indemnify any employee who is not an Officer/Director 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 to the proceeding because he/she was an employee of the Corporation. The Corporation may, to the fullest extent authorized by Chapter 181 of the Wisconsin Statutes, pay or reimburse, as incurred, the reasonable expenses of a director or officer who is a party to a proceeding because he/she is an Officer/Director of the Corporation. For purposes of this Article, the term "proceeding" shall mean any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the Corporation or by any other person.

9.02. Liability of Volunteers. Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation ("Volunteer") shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.0670 or the Wisconsin Nonstock Corporation Law or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is not performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Corporation in writing.

ARTICLE 10. PERMITTED DISTRIBUTIONS

The Corporation may make a distribution or other payment to another Corporation if:

EXHIBIT A

- (a) The distribution is made in accordance with the stated purpose(s) of the Corporation;
- (b) After the distribution, the Corporation is able to pay its debts as they become due in the usual course of its activities;
- (c) After the distribution, the Corporations' total assets would equal at least the sum of its total liabilities; and
- (d) The Corporation to which the distribution is being made may not distribute any part of its income to members, directors, or officers and is exempt from taxation under Section 501 of the Internal Revenue Code.