

Bylaws of The Prairie Enthusiasts, Inc.

**Restated
Bylaws
of
The Prairie Enthusiasts, Inc.**

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Article I.

Changes to this article were adopted November 19, 2013.

Offices

Section 1. Principal Office. The corporation may have such other offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors.

Section 2. Address of Registered Agent. The corporation shall maintain a registered agent in the State of Wisconsin whose address may be, but need not be, identical with the principal office of the corporation. The identity and address of the registered agent may be changed from time to time by resolution of the Board of Directors and filing of a statement with the Wisconsin Secretary of State pursuant to the provisions of the Wisconsin Statutes.

Article II

Changes to this article were adopted November 19, 2013.

Membership

Section 1. Classes of Members. The corporation shall have such classes of voting members as shall be designated by the Board of Directors at any annual meeting or at any special meeting changing classes of voting members.

Section 2. Qualification and Removal.

(a) Members specified in section 1 of this Article shall at all times be in good standing. Members shall continue in good standing as long as they have paid, and continue timely to pay, the dues required of them under the particular class of membership which they select.

(b) In addition, any member may be expelled from membership, for good cause shown, by an affirmative vote of two-thirds (2/3) of the directors then in office.

Section 3. Dues. The Board of Directors may at any meeting of the Board, by a majority vote of the directors present at such meeting, fix, change, amend or adjust the dues and donations applicable to the classes of members enumerated in these Bylaws, without amending the Bylaws.

Section 4. Termination of Membership. The failure of a member to pay dues within twenty (20) days after the mailing of a second notice of dues payable shall result in the member being automatically dropped from membership.

Section 5. Privileges of Membership.

(a) Members in good standing shall have one vote on each matter submitted by direction of the Board of Directors to a vote of the members at any meeting of the corporation, and may vote either in person or by proxy.

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(b) Other membership privileges include participation in various activities, programs and publications of the corporation as may be designated from time to time by the Board of Directors.

Section 6. Membership Year. Annual membership shall extend for twelve months from the first day of the month following that in which the member joins.

Section 7. Annual Meeting. The annual meeting of members shall be held on the third Sunday of July in each year, at such time and place as the Board of Directors may determine. At each annual meeting of members, a report on the affairs of the corporation shall be presented.

Section 8. Special Meetings. Special meetings of the members may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the President or Secretary.

Section 9. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time, and place of any meeting shall be given by oral, written, or email notice delivered to each member not less than ten (10) days nor more than fifty (50) days before the date of the meeting by or at the direction of the President, or the Secretary, or other officer or persons calling the meeting to each member of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. If sent by email, such notice shall be deemed to be delivered according to the date and time stamp of the sender's email system. In lieu of such notice, notice may be given by posting on the TPE website or by publishing the same as a class 2 notice, under Chapter 985 of the Wisconsin Statutes, near the principal office of the corporation. The purpose of and the business to be transacted at any special meeting of the members shall be specified in the notice of such meeting.

(b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. Conduct of Meetings. The President, and in his absence, the Vice President, and in their absence any person chosen by the members present shall call the meeting of the members to order and shall act as chairman of the meeting, and the Secretary of the corporation shall act as Secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 11. Chapters. The Board of Directors is empowered to designate chapters of the corporation comprised exclusively of corporation members, which meet the following criteria:

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- (a) Membership consisting of at least ten (10) total members. Chapter members are required to be members of the corporation. Each member of the corporation shall automatically become a member of the chapter in the territory in which the member resides, unless otherwise requested by the member.
- (b) The chapters shall be given the primary responsibility for prairies and other land within such chapter's territorial jurisdiction as shall be determined by the Board of Directors, who shall allocate a portion of membership dues collected by the corporation from chapter members to that chapter for its use in carrying out its responsibilities.
- (c) Chapter members may elect directors to the number of director positions allocated to the chapter pursuant to Section 2 of Article III. Chapter members may elect a chair, vice-chair, secretary and treasurer. Chapter directors and officers shall be members of the corporation.

Article III

Board of Directors

Changes to this article were adopted July 17, 2005, February 26, 2010, July 17, 2011, and September 19, 2015.

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number. The number of directors shall be no less than nine (9) and no more than seventeen (17). The executive director of the corporation shall be an ex-officio, non-voting member of the board.

Section 3. Qualifications of Directors. Directors must be members of the corporation and be current with membership dues.

Section 4. Election and Term.

(a) Each chapter of the corporation shall elect one (1) "chapter" director. The board may elect additional "at-large" directors by simple majority vote. In addition, the immediate Past President shall serve as a director at-large and held two a two-year term. All directors shall be equal and entitled to one vote.

(b) Term of Office. Chapter directors shall have their term specified by their respective chapters. At-large directors shall have three-year terms and may not serve more than six consecutive years, except that the term of the immediate Past President shall be only two years.

(c) The immediate Past President shall serve as an officer for a period of two years for the two-year period immediately following the end of his or her service as President.

Section 5. Resignation. A director may resign at any time by filing a written resignation with the Secretary of the corporation.

Section 6. Removal. A director may be removed from office with or without cause by the affirmative vote of two-thirds (2/3) of the other directors of this corporation then in

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office either at a regular meeting or at any special meeting of the directors called for that purpose.

Section 7. Vacancies. The vacancy of a chapter director shall be filled at the earliest opportunity. By a simple majority vote, the board may temporarily fill a chapter director vacancy.

Section 8. Annual Meeting. The annual meeting of the Board of Directors shall occur directly before the annual meeting of the members each year in the month of July. Notice of the annual meeting shall be given to all members no less than 30 days prior to the meeting date.

Section 9. Regular Meetings. The Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 10. Special Meetings. Special meetings of the Board of Directors may be held at any time and place, in person, by conference call or email for any purpose or purposes, unless otherwise prescribed by statute, on call of the President or Secretary, and shall be called by the Secretary on the written request of any two (2) directors.

Article IV

Changes to this article were adopted July 29, 2000, February 26, 2010, July 17, 2011, September 20, 2011, and November 19, 2013.

Officers

Section 1. Number. The principal officers of the corporation, **also known as the Executive Committee**, shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and the immediate Past President, also known as the Executive Committee, who shall be elected by the Board of Directors with the exception of the immediate Past President.

The Board of Directors may designate one of the Vice Presidents as Executive Vice President and may elect such other officers and assistant officers and agents as may be deemed necessary. Any two or more offices may be held by the same person, except the offices of President and Secretary, or President and Vice President.

Officers may, but need not, be members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation, with the exception of the immediate Past President, shall be elected annually by the Board of Directors at its annual meeting by the affirmative vote of a majority of directors then in office. 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 from the close of the annual meeting for a term of two years. No person may serve the same office for more than a maximum of three consecutive two-year terms. The person must step down from the office after filling

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these consecutive terms, and not serve again for two years before accepting a nomination again for the same office.

Section 3. 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. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. 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 may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments 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 by these Bylaws 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 the office of President, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice Presidents. In the absence of the President, or in the event of the President's refusal or declination to act, the Vice President (or in the event there be more than one Vice President, the Executive Vice President, or if one shall not have been designated, the Vice President with longest service in that office) 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 other duties as from time to time may be assigned by the President or by the Board of Directors. Vice Presidents may by their election have charge and supervision of designated portions of the corporation's affairs. In the event of the death or resignation of the President, the Vice President shall automatically succeed to the office of President.

Section 7. The Secretary. The Secretary shall: (a) review and approve the minutes of the Board of Directors' meetings 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) is responsible for reviewing and updating corporate records as necessary and ensuring all documents are safely stored and readily accessible; (d) be custodian of the corporate records and of the seal of the corporation if one is authorized by the Board of Directors, in which case the Secretary shall see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

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Section 8. The Treasurer is assigned the primary responsibility of overseeing the management and reporting of an organization's finances.

The Treasurer may have many important duties specific to its role, including:

- Bank account maintenance – Selecting a bank, signing checks, and investing excess funds wisely
- Financial transaction oversight – Being knowledgeable about who has access to the organization's funds, and any outstanding bills or debts owed, as well as developing systems for keeping cash flow manageable
- Budgets – Developing the annual budget as well as comparing the actual revenues and expenses incurred against the budget
- Financial Policies – Overseeing the development and observation of the organization's financial policies
- Reports – Keeping the board regularly informed of key financial events, trends, concerns, and assessment of fiscal health in addition to completing required financial reporting forms in a timely fashion and making these forms available to the board
- Finance Committee (if applicable) – Serving as Chair of the Finance Committee

Section 9. Other Assistants 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 such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 10. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

Section 11. Compensation. Elected officers of the corporation shall not receive compensation for serving as officers. However, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the affirmative vote of a majority of directors then in office.

Article V

Indemnification

Section 1. Indemnification for Successful Defense.

Within 20 days after receipt of a written request pursuant to Section 5.03, the corporation shall indemnify a director or officer, to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the director or officer was a party because he or she is a director or officer of the corporation.

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Section 2. Other Indemnification.

(a) In cases not included under Section 5.01, the corporation shall indemnify a director or officer against all liabilities and expenses incurred by the director or officer in a proceeding to which the director or officer was a party because he or she is a director or officer of the corporation, unless liability was incurred because 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 any of the following:

- (1) A willful failure to deal fairly with the corporation or its members in connection with a matter in which the director or officer has a material conflict of interest.
- (2) 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.
- (3) A transaction from which the director or officer derived an improper personal profit.
- (4) Willful misconduct.

(b) Determination of whether indemnification is required under this Section shall be made pursuant to Section 5.05.

(c) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the director or officer is not required under this Section.

Section 2. Written Request. A director or officer who seeks indemnification under Section 5.01 or 5.02 shall make a written request to the corporation.

Section 3. Nonduplication. The corporation shall not indemnify a director or officer under Section 5.01 or 5.02 if the director or officer has previously received indemnification or allowance of expenses from any person, including the corporation, in connection with the same proceeding. However, the director or officer has no duty to look to any other person for indemnification.

Section 4. Determination of Right to Indemnification.

(a) Unless otherwise provided by the Articles of Incorporation or by written agreement between the director or officer and the corporation, the director or officer seeking indemnification under Section 5.02 shall select one of the following means for determining his or her right to indemnification:

- (1) By a majority vote of a quorum of the board of directors consisting of directors not at the time parties to the same or related proceedings. If a quorum of disinterested directors cannot be obtained, by majority vote of a committee duly appointed by the board of directors and consisting solely of 2 or more directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.

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(2) By independent legal counsel selected by a quorum of the board of directors or its committee in the manner prescribed in sub. (1) or, if unable to obtain such a quorum or committee, by a majority vote of the full board of directors, including directors who are parties to the same or related proceedings.

(3) By a panel of 3 arbitrators consisting of one arbitrator selected by those directors entitled under sub. (2) to select independent legal counsel, one arbitrator selected by the director or officer seeking indemnification and one arbitrator selected by the 2 arbitrators previously selected.

(4) By an affirmative vote of a majority of the members present or represented at a meeting at which a quorum is present, if there are members having voting rights. Membership rights held by, or voted under the control of, persons who are at the time parties to the same or related proceedings, whether as plaintiffs or defendants or in any other capacity, may not be voted in making the determination.

(5) By a court under Section 5.08.

(6) By any other method provided for in any additional right to indemnification permitted under Section 5.07.

(b) In any determination under (a), the burden of proof is on the corporation to prove by clear and convincing evidence that indemnification under Section 5.02 should not be allowed.

(c) A written determination as to a director's or officer's indemnification under Section 5.02 shall be submitted to both the corporation and the director or officer within 60 days of the selection made under (a).

(d) If it is determined that indemnification is required under Section 5.02, the corporation shall pay all liabilities and expenses not prohibited by Section 5.04 within 10 days after receipt of the written determination under (c). The corporation shall also pay all expenses incurred by the director or officer in the determination process under (a).

Section 6. Advance Expenses. Within 10 days after receipt of a written request by a director or officer who is a party to a proceeding, the corporation shall pay or reimburse his or her reasonable expenses as incurred if the director or officer provides the corporation with all of the following:

(1) A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the corporation.

(2) A written undertaking, executed personally or on his or her behalf, to repay the allowance to the extent that it is ultimately determined under Section 5.05 that indemnification under Section 5.02 is not required and that indemnification is not ordered by a court under Section 5.08 (b) (2). The undertaking under this subsection shall be an unlimited general obligation of the director or officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

Section 7. Nonexclusivity.

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(a) Except as provided in (b), Sections 5.01, 5.02 and 5.06 do not preclude any additional right to indemnification or allowance of expenses that a director or officer may have under any of the following:

- (1) The Articles of Incorporation.
- (2) A written agreement between the director or officer and the corporation.
- (3) A resolution of the board of directors.
- (4) A resolution, after notice, adopted by an affirmative vote of a majority of the members present or represented at a meeting at which a quorum is present, if there are members having voting rights.

(b) Regardless of the existence of an additional right under (a), the corporation shall not indemnify a director or officer, or permit a director or officer to retain any allowance of expenses unless it is determined by or on behalf of the corporation that the director or officer did not breach or fail to perform a duty he or she owes to the corporation which constitutes conduct under Section 5.02 (a) (1), (2), (3) or (4). A director or officer who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this subsection.

(c) Sections 5.01 to 5.12 do not affect the corporation's power to pay or reimburse expenses incurred by a director or officer in any of the following circumstances:

- (1) As a witness in a proceeding to which he or she is not a party.
- (2) As a plaintiff or petitioner in a proceeding because he or she is or was an employee, agent, director or officer of the corporation.

Section 8. Court-Ordered Indemnification.

(a) Except as provided otherwise by written agreement between the director or officer and the corporation, a director or officer who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. Application may be made for an initial determination by the court under Section 5.05(a) (5) or for review by the court of an adverse determination under Section 5.05 (a) (1), (2), (3), (4) or (6). After receipt of an application, the court shall give any notice it considers necessary.

(b) The court shall order indemnification if it determines any of the following:

- (1) That the director or officer is entitled to indemnification under Section 5.01 or 5.02.
- (2) That the director or officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, regardless of whether indemnification is required under Section 5.02.

(c) If the court determines under (b) that the director or officer is entitled to indemnification, the corporation shall pay the director's or officer's expenses incurred to obtain the court-ordered indemnification.

Section 9. Indemnification of Employees or Agents.

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The corporation may indemnify and allow reasonable expenses of an employee or agent who is not a director or officer by general or specific action of the board of directors or by contract.

Section 10. Insurance. The corporation may purchase and maintain insurance on behalf of an individual who is an employee, agent, director or officer of the corporation against liability asserted against or incurred by the individual in his or her capacity as an employee, agent, director or officer, regardless of whether the corporation is required or authorized to indemnify or allow expenses to the individual against the same liability under Sections 5.01, 5.02, 5.06 and 5.09.

Section 11. Liberal Construction. In order for the corporation to obtain and retain qualified directors and officers, the foregoing provisions shall be liberally administered in order to afford maximum indemnification of directors and officers and, accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent or public policy.

Section 12. Definitions Applicable to This Article.

(a) "Affiliate" shall include, without limitation, any corporation, partnership, joint venture, employee benefit plan, trust or other enterprise that directly or indirectly through one or more intermediaries; controls or is controlled by, or is under common control with, the corporation.

(b) "Corporation" means this corporation and any domestic or foreign predecessor of this corporation where the predecessor corporation's existence ceased upon the consummation of a merger or other transaction

(c) "Director or Officer" means any of the following:

(1) A natural person who is or was a director or officer of this corporation.

(2) A natural person who, while a director or officer of this corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another corporation or foreign corporation, partnership, joint venture, trust or other enterprise.

(3) A natural person who, while a director or officer of this corporation, is or was serving an employee benefit plan because his or her duties to the corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.

(4) Unless the context requires otherwise, the estate or personal representative of a director or officer.

For purposes of this Article, it shall be conclusively presumed that any Director or Officer serving as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of an Affiliate shall be so serving at the request of the corporation.

(d) "Expenses" include fees, costs, charges, disbursements, attorney fees and other expenses incurred in connection with a proceeding.

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(e) "Liability" includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including an excise tax assessed with respect to an employee benefit plan, and reasonable expenses.

(f) "Party" includes a natural person who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.

(g) "Proceeding" means 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.

Section 13. Private Foundations. Notwithstanding the foregoing, whenever the corporation is a private foundation as defined in I.R.C. Section 509(a), it shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

Article VI

Fiscal Year

The fiscal year of the corporation shall end on the last day of December in each year.

Article VII

Seal

The Board of Directors may provide a corporate seal and prescribe the form thereof.

Article VIII

Corporate Acts, Loans, and Deposits

Section 1. Corporate Acts. Unless otherwise directed by resolution of the Board of Directors or by law; all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the corporation, and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the corporation shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the corporation shall be signed by the President and by anyone of the following officers who is a different person: Vice President, Secretary, or Treasurer. The Board of Directors may, however, authorize any one of such officers or one or more other officers or agents to sign any of such instruments for and on behalf of the corporation without necessity of counter signature.

Section 2. Loans. No funded indebtedness shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. 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, savings and

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loan associations, trust companies or other depositories as the Board of Directors may select.

Article IX

Amendments

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting thereof, by the affirmative vote of two-thirds (2/3) of the number of directors of this corporation then in office.

Section 2. 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 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 action so taken or authorized.

Certified a true and correct copy of the Bylaws as amended on the 18th day of April, 1993, July 20, 2000, January 22, 2002, July 17, 2005, July 17, 2011 and November 19, 2013 by the Board of Directors of The Prairie Enthusiasts, Inc.

Jeff Ralston, Secretary