

**BYLAWS OF THE
BLACK RIVER FALLS DOWNTOWN ASSOCIATION INC.**

**ARTICLE I: NAME, PRINCIPAL OFFICE, AND
GEOGRAPHIC AREA OF OPERATIONS**

1.1. NAME

The name of the organization is: Black River Falls Downtown Association, Inc. (here-in-after referred to as the DTA or the Corporation).

1.2. PRINCIPLE OFFICE AND AGENT

The place of business, registered office, and/or registered agent must be approved by the organization board of directors, and must be limited to physical locations within Jackson County, Wisconsin. Upon the appointment of a new Registered Agent or the change of the Registered Office, the registered agent shall file or cause the filing of the documents required by section 183.0105 the WLLCL as appropriate to the circumstances.

1.3 GEOGRAPHIC AREA OF OPERATION

The DTA geographic area of operation will be in accordance with the City of Black River Falls Downtown Business Improvement District (BID) Plan Tax Incremental District #6 as shown in Appendix A. This geographic designation restricts the DTA distribution of funds received from the BID, but does not prevent the DTA from conducting business or activities in areas outside the district.

ARTICLE II: PURPOSE

2.1 GENERAL

The purpose of the corporation shall be to operate exclusively for the charitable, educational, religious, or scientific purposes specified by Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of United States Internal Revenue law, and to carry out activities specified in the City of Black River Falls Downtown Business Improvement District Plan (here-in-after referred to as the BID).

2.2 HISTORIC PRESERVATION

- (a) To promote the historic preservation and use of the Black River Falls Downtown Area, including the areas commercial, civic, and religious enterprises and residences.
- (b) To take remedial actions to eliminate the physical, economic and social deterioration of the Black River Falls Downtown Area.
- (c) To administer grants that support DTA organizational purposes.
- (d) To disseminate information and promote interests in the preservation, history, culture, architecture, and public use of Black River Falls downtown area through all forms of marketing, meetings, educational seminars, and other activities.

2.3 REPRESENT DOWNTOWN BUSINESSES INTERESTS

- (a) To interact with city and county government as specified in the BID. To reevaluate the BID on an annual basis to determine if the goals of the current year's BID Plan were met and whether or not the BID should be continued for the next calendar year.
- (b) To provide a detailed annual financial report (to include all expenses, receipts, and revenues) of BID assessment and economic development dollars received from the City of Black River Falls so they make complete and independent audit as required by State Statute.
- (c) To administer BID assessments collected by the city and apply them to the costs of carrying out the BID Plan.
- (d) To implement the BID Plan and maintain and control BID allocated funds in accordance with the BID Statute.
- (e) Work with the City, the County, other governmental units, and private agencies to seek new programs and grants aimed at strengthening the business community.
- (f) To represent the interests of businesses and citizens by providing recommendations on local ordinances that affects the BID.
- (g) Identify and seek grants, low interest loans and/or donations for additional financial support for BID projects and activities.
- (h) To provide financial reports to the City as requested for expenditure reimbursement of all BID and Economic Development dollars contributed to carry out the BID operational plan.

2.4 COORDINATE AND PROMOTE ACTIVITIES FOR THE BENEFIT OF THE COMMUNITY AND DOWNTOWN BUSINESSES

- (a) To coordinate with the Wisconsin Economic Development Corporation to administer programs such as the Wisconsin Main Street Program in providing technical support and training to organizations dedicated to downtown revitalization activities.
- (b) To coordinate with the Wisconsin, Connect Communities Program in providing training and networking for communities or organizations working on revitalization.
- (c) To aid, work with and participate in the activities of other organizations, individuals, and public and private entities located within and outside the downtown district that support DTA purposes.
- (d) Market downtown businesses through sufficiently funded and coordinated programs including, but not limited to, cooperative advertising program with the Black River Area Chamber of Commerce, Joint Effort Marketing (JEM) The Wisconsin Department of Administration, Wisconsin Department of Tourism, and other State, Federal, and private organizations.
- (e) Support and build upon programs and activities which encourage people to shop in Downtown Black River Falls.

- (f) Develop informational and professional assistance to aid existing downtown businesses and to recruit new business members.
- (g) Recruit, organize and develop new leadership and increase volunteerism.
- (h) To maintain a well-developed marketing program, via radio, television, print, social media and other strong digital prescience to promote customers, guests to our existing businesses and to solicit new businesses into the City of Black River Falls.

2.5 PROHIBITED ACTIVITIES

- (a) The corporation shall not carry-on propaganda or otherwise attempt to influence legislation, except as an insubstantial part of its goals and objectives.
- (b) The corporation shall not engage in any transaction or permit any act or omission which shall operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.
- (c) The corporation shall not in any manner or to any extent participate in, or campaign on behalf of any candidate for public office, nor shall it engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code.
- (d) No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation, or other private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered herein.
- (e) None of the property of the corporation shall be distributed directly or indirectly to any member of the corporation except in fulfillment of its charitable and educational purposes enumerated herein.

ARTICLE III: MEMBERSHIP

3.1 MEMBERSHIP CLASS AND ELIGIBILITY

All Members must declare their intent to be a member by submitting a membership application to the Board. All memberships in the Corporation must be approved by majority vote of the Board.

- (a) Property Members. Owners of real property used for business purposes within the City of Black River Falls Downtown Business District. Each Property Member is entitled one.
- (b) Business Members. Business Owners, Operators, or Managers who are not Property members in accordance with 3.1.(a) and lease real property within the City of Black River Falls Downtown Business District. Each Business Member is entitled one vote.
- (c) Associate Members: Businesses or Organizations located outside the City of Black River Falls Downtown Business Improvement District. Associate Members have no voting rights unless elected to the Board of Directors. The Board may restrict or limit the Corporation’s purposes that are applied to Associate Members to ensure BID funds are managed as required by the BID plan and by statute.

- (d) Individual Members. Any United States citizen who resides in Jackson County, Wisconsin. Individual Members have no voting rights unless elected to the Board of Directors. The Board may restrict or limit the Corporation's purposes that are applied to Individual Members to ensure BID funds are managed as required by the BID plan and by statute.

3.2 DUES

Annual membership dues shall be assessed each Member on a calendar year basis. The amount of the assessment shall be determined by the Board. For a member to be in good standing all dues must be paid in full. Membership dues are not refundable.

3.3 NONDISCRIMINATION

There shall be no discrimination as to race, religion, color, sex, sexual orientation, or national origin in the membership of this Corporation.

3.4 MEMBER RESTRICTIONS

Members have no tangible interest in the Corporation. No Member, in his or her capacity as such, shall have the authority to act for the Corporation in any matter. No Member may sell, give, assign, bequeath, pledge, or otherwise encumber, divest, dispose of or transfer ownership or control of all, any part, or any interest in, whether voluntarily or by operation of law, either inter Vivo's or upon death, their membership in the Corporation, except in accordance with the terms of these bylaws. Any transfer, attempted transfer, or purported transfer in violation of the terms and conditions of these bylaws shall be null and void.

3.5 REVOCATION

The Board, by Affirmative 2/3 majority vote of the Board, may revoke or temporarily suspend the voting privilege and/or membership of any Member who is in default of their financial obligations to the Corporation for a period of three months or longer.

ARTICLE IV: BOARD OF DIRECTORS

4.1 COMPOSITION

The Corporation shall be governed by a Board of nine Directors. Five of nine of the Director seats are restricted and must be filled by Property Members and/or Business Members. The remaining four director seats are unrestricted and may be filled by any member class.

4.2 AUTHORITY

Directors have the Authority necessary to fulfill the purposes of the DTA as defined in these bylaws, to the best of his/her abilities, and to perform any additional duties and responsibilities as directed by the Members of the DTA. These powers include, but are not limited to, the authority to:

- (a) Buy, sell, and lease corporate property.

- (b) Pursuant to a budget approved by Affirmative vote, borrow money and procure temporary, permanent, conventional, or other financing or refinancing on such terms and conditions, at such rates of interest, and from such parties as are approved, and if security is required for the loan, to mortgage or subject to another security interest the Corporation assets.
- (c) Insure the Corporation's activities and property.
- (d) Pursuant to a budget approved by Affirmative Vote, enter into contracts or agreements with persons for routine matters of operation, to include assisting with the duties of the Secretary, Treasurer, and/or chairing committees, and pay from the Corporation's funds the consideration required under such contracts or agreements.
- (e) Pay out of the Corporation's funds all fees and expenses incurred in the organization of the Corporation, as well as all operating expenses.
- (f) Establish and maintain books and records for the Corporation.
- (g) Establish operating procedures and policies that do not conflict with these bylaws.
- (h) Appoint a new Registered Agent or change the Registered Office specified in Section 1.2.
- (i) Retain attorneys, accountants, and other professionals to support the Corporation purposes.
- (j) Issue certificates of authority for Officers acting on behalf of the Corporation.
- (k) Fill unexpected vacancies in the Board by an Affirmative majority vote.

4.3 RESTRICTIONS ON AUTHORITY

Directors do not have the authority to:

- (a) Do any at that is in contravention of applicable law or these bylaws, or that would make it impossible to carry on the ordinary business of the Corporation.
- (b) Possess Corporation property, or assign rights in specific Corporation property, for other than DTA purposes.
- (c) Perform any act that would subject the Members to liability in any jurisdiction except as expressly provided in these bylaws.
- (d) Sell or otherwise dispose of a material part of the Corporation's assets without an Affirmative Vote of the Board.
- (e) Borrow money or procure financing or refinancing, or mortgage or subject to another security interest, any material portion of the Corporation's assets without an Affirmative Vote of the Board.
- (f) Make capital improvements to or otherwise rehabilitate the Corporation's properties without an Affirmative Vote of the Board.

- (g) Enter into contracts or agreements with persons for routine matters of operation, and pay from the Corporation's funds the consideration required under such contracts or agreements, without an Affirmative Vote of the Board.
- (h) Act as a public relations representative of the organization unless serving as an Officer of the organization or appointed to do so by the Board of Directors.

4.4 ELECTIONS

Prior to the annual membership meeting, the Board will appoint a nominating committee to solicit candidates to fill the seats of Directors whose term is scheduled to expire. Ballots must include the name(s) of the candidates, their membership class, and the business they represent (if applicable). Ballots will be distributed in accordance with section 7.3 to all Members eligible to vote per section 5.1. All Members must cast their vote in person during the Annual Meeting. Proxy and/or absentee voting is prohibited. The nominating committee will collect and tally all votes during the Annual Membership Meeting. The restricted director seats (those required to be filled by Property Members or Business Members) will be tallied and filled prior to filling unrestricted director seats. Ballots received after the tally is completed are out of order and will not be counted.

4.5 TERM

The term of office shall be two years. Directors filling a vacated seat shall serve the remainder of the unexpired two year term.

4.6 BOARD MEETINGS

Board meetings should normally be held in person. The Board may direct a meeting be held via electric means only in situations where meeting in-person is not possible.

- (a) Parliamentary Authority. "Roberts Rules of Order, newly revised" shall govern all proceedings except as where inconsistent with these bylaws.
- (b) Authority to Call. The Board, the Board President, or not less than four (4) Board Directors may call a meeting of the board.
- (c) Notice. A written notice of every meeting shall be distributed to every Director by mail or electronic means. The notice shall specify the meeting date, time, location, and agenda. The notice will be sent no less than three (3) days prior to the meeting by mail, electronic means, or in-person. Director attendance at a meeting shall constitute a waiver of the notice requirement for said meeting.
- (d) Agendas. Any Member of the DTA can request an item be placed on the agenda provided the request is received in time to meet the Notice requirement of section 4.6(i). Agendas will be distributed by the Secretary. Amendments to agendas may be made by a majority vote of Directors present at the meeting. The order of business may be changed by a majority vote of the Directors or the presiding Officer without objection.

- (e) Quorum. A quorum shall be no less than five (5) Directors, comprised of any ratio of restricted or unrestricted directors.
- (f) Frequency and Location. A minimum of six (6) regular Board meetings must be held every calendar year at a location in Jackson County, WI. Special Board meetings may be held as needed by the Board.
- (g) Voting.
 - (1) All Directors have one (1) vote per person regardless of how many business locations a director may have in the BID.
 - (2) During a video conference meeting, unless unanimous consent is obtained, all votes must be made via roll call so the recording secretary can verify a majority vote is obtained.
 - (3) Proxy voting is not allowed.
 - (4) Obtaining Board consensus without a holding a formal meeting: On rare circumstances it may be necessary to obtain Board approval for actions or expenses on short notice. For these situations, any Officer shall inform each Director of the proposed action and obtain their concurrence by casting votes via in-person or electronic communication. The action and votes cast by each Director will subsequently be recorded in the minutes of the next board meeting.

4.7 RESIGNATION OF OFFICE

Any Director may resign after submitting a written, signed notice of resignation to the President or Secretary. Any Director who was absent from three consecutive regular meetings without being excused by the President, has resigned his/her seat on the board.

4.8 REMOVAL FROM OFFICE

Any Director may be removed from office, with or without cause, by Affirmative vote of 2/3rds of the Directors in Office. The action to remove the director must be included in the meeting agenda and meeting notice made in accordance with 4.6(c). Said removal will take effect immediately.

ARTICLE V: OFFICERS

5.1 OFFICERS

The officers of the DTA shall be comprised of a President, a Vice-President, Secretary and Treasurer. The Board may combine partial or all of the duties of the Secretary and Treasurer, or re-assign partial or all duties of the Secretary and/or Treasurer.

5.2 QUALIFICATIONS

Each officer must be a member in good standing and serving on the Board of Directors.

5.3 ELECTION OF OFFICERS

- (a) Each officer shall be elected annually by the Board of Directors at the first regular meeting of the Board following the DTA Annual Membership Meeting.
- (b) Elections shall be held after due notice to all board members in accordance with section 4.6(g).
- (c) No candidate shall preside during an election process. If the incumbent President is a candidate, he/she shall appoint a temporary meeting chairperson for the purpose of the election.
- (d) If there is more than one candidate for an office, the election will be held by confidential ballot.
- (e) The election shall be decided by a majority vote of the quorum present. In the event of a tie, the election shall be decided by the toss of a coin.

5.4 TERM OF OFFICE

The term of office is one year, to expire at the conclusion of the first regular Board meeting following the DTA Annual Membership Meeting. The Board may extend the term of office for up to six months to provide additional time to conduct elections and/or complete officer transition.

5.5 OFFICER DUTIES

- (a) President:
 - (1) Preside over all Board and Membership meetings.
 - (2) Ensure effective communications exist with the Black River Falls BID Board and Black River Falls Downtown District Businesses.
 - (3) Fulfill the purpose of the DTA as defined in Article II of this Constitution to the best of his/her abilities, and perform any additional duties and responsibilities as directed by the members of the Board.
 - (4) Sign all contracts, support documents or legal documents after Affirmative Vote of the Board.
 - (5) Serve as the Public Relations Officer and spokesperson of the Board
 - (6) Prepare a report to be presented to the board of activities, status, operational compliance, correspondence at each regularly scheduled meeting of the Board
- (b) Vice-President:
 - (1) Assist the President.
 - (2) Perform the duties of the President in his/her absence.
 - (3) Succeed the President in accordance with these bylaws.
 - (4) Fulfill the purpose of the DTA as defined in Article II of this Constitution to the best of his/her abilities, and perform any additional duties and responsibilities as directed by the members of the Board.

(c) Secretary:

- (1) Accurately document, maintain, and be the custodian of DTA records in accordance with these bylaws, furnish records to DTA members upon request, and provide public disclosure of records required by law.
- (2) Record and report the minutes from all meetings of the DTA.
- (3) Act as the custodian of all DTA records.
- (4) Distribute meeting notices and agendas.

(d) Treasurer:

- (1) Maintain a list of all current members.
- (2) Send out annual dues' notices, collect dues and maintain responsible accounting practices.
- (3) Pay bills in a timely manner as approved by the Board.
- (4) File all financial reports required by law.
- (5) Provide a written disclosure, in accordance with Internal Revenue Service tax laws, to donors who make monetary and/or in-kind donations of products or services.
- (6) Maintain financial records and provide public disclosures in accordance with these bylaws and law.
- (7) Maintain financial records of unrelated business income (UBI) and file UBI tax returns as required by law.
- (8) Maintain memberships with all approved groups
- (9) Maintain good standing with the Wisconsin Department of Financial Institutions
- (10) Maintain the Corporation's Insurance in good Standing.

5.6 COMPENSATION

All officers shall serve without compensation. Officers may receive compensation if that Board Member is performing an approved service or function that has been contracted by the Board.

5.7 REIMBURSEMENT

Officers or members of the DTA may be reimbursed for authorized expenditures. Said expenditure reimbursements must be approved by the Board and be made only for instances of direct support of DTA purposes. All dispersals shall be made by check or electronic transfer.

5.8 VACANCY(S) AND SUCCESSION OF OFFICERS

- (a) President Vacancy. In the event the President is unable to serve or resigns while in office, said resignation must be presented in writing to the Vice-President or Secretary.
 - (1) The Vice-President shall succeed to the position of President for the duration of the unexpired term of office. The Board shall elect a new Vice-President at the next regularly scheduled meeting of the Board.
 - (2) In the event the Vice-President is unable or unwilling assume the office of the President, the Secretary will assume the role of President, if the Secretary is unable or unwilling the Treasurer will assume the role of President., in the interim, assume the office of the

President. Within sixty (60) days, the Acting President shall call a special meeting of the Board for the purpose of electing both a President and a Vice-President.

- (b) Officer Vacancies other than the President. In the event the Vice-President, Secretary, or Treasurer, is unable to serve or resigns while in office, said resignation must be presented in writing to the President or Secretary. The President may appoint an eligible person to fill the vacancy for the duration of the unexpired term.
- (c) The Board of Directors must be notified within 72 hours of any resignation or vacancy of any office. Such notice must be made either in person, or by US Postal Service, or by telephone, or electronic means.

5.9 REMOVAL OF OFFICERS

Any officer may be removed for cause pursuant to section 4.7 and section 4.8.

ARTICLE VI: COMMITTEES

6.1 GENERAL REQUIREMENTS

Committees may be created by the President or majority vote of the Board. Each committee will be chaired by one or members of the Board of Directors. Committee Chairs will maintain regular communication with the President. Committees shall not have the authority of the Board nor have the ability to utilize DTA funds not already budgeted or allocated for the respective Committee assignment. Committees can only recommend actions to the Board. The designation and appointment of committees and the delegation of authority shall not relieve the Board, or individual Directors, of any responsibility imposed by law.

ARTICLE VII: MEMBERSHIP MEETINGS

7.1 PARLIAMENTARY AUTHORITY

“Roberts Rules of Order, newly revised” shall govern all proceedings except as where inconsistent with these bylaws.

7.2 AUTHORITY TO CALL

The Board or the President may call a meeting of the Membership. A meeting may also be called upon written request of not less than 10 active Members.

7.3 NOTICE

A written notice of every meeting shall be distributed to every Member by mail or electronic means. The notice shall specify the meeting date, time, and location, and include the meeting agenda and any applicable election ballots. The notice will be sent no less than ten (10) days prior to, and no more than thirty (30) days prior to the meeting. Meeting notices shall be considered delivered when addressed to the addresses recorded in the Corporation record of Membership and deposited in the United States Post office, or when sent electronically to the e-mail or phone number recorded in the Corporation record of Membership. Member attendance at a meeting shall constitute a waiver of the notice requirement for said meeting.

7.4 AGENDAS

Any member of the DTA can request an item be placed on the agenda provided the request is received in time to meeting the Notice requirement of section 7.3. Agendas will be approved by the Board. Amendments to agendas may be made by a majority vote of the members present at the meeting. The order of business may be altered or suspended at any meeting by a majority vote of the Members present.

7.5. QUORUM

A quorum shall be no less than five (5) Members eligible to vote in accordance with section 3.1.

7.6. FREQUENCY OF MEETINGS

The Board shall call an annual Membership meeting for the purpose of electing directors once each calendar year at a time and place determined by the Board. The Board may call special meetings as necessary.

7.7 LOCATION

Meetings of the Membership must be held at a location within Jackson County Wisconsin or via videoconference.

7.8 VOTING

- a. Proxy voting is not allowed.
- b. Voting by voice. All Members eligible to vote are entitled to one (1) voice vote per person regardless of how many business locations they have in the BID. During a video conference, unless unanimous consent is obtained, all votes must be made via roll call so the recording secretary can verify a quorum exists and only eligible Members cast votes.
- c. Voting by Ballot. Members are entitled to cast a written ballot from each business or business property located in the Downtown Business District. A vote by ballot may be cast in by mail or electronic means in advance of a meeting only when the ballot is distributed to members with the notice of said meeting.

ARTICLE VIII: OFFICE MANAGER

Article VIII is not used.

ARTICLE IX: FINANCES

9.1 BUDGETS

- (a) The Board of Directors shall approve a budget for the fiscal year annually in the month of September and present the budget to the City of Black River Falls BID Board in the month of October.
- (b) An annual financial report shall be made during the Annual Membership meeting of Article VII.

9.2 BANKING

- (a) Corporation Funds. The Corporation funds may be deposited in such banking institutions as the Board determines, and withdrawals shall be made only in the regular course of the Corporation's business on such signature or signatures as the Board determines by Affirmative Vote.
- (b) The Corporation shall maintain four separate financial accounts. One account will contain funds from the City of Black River Falls, Downtown Business Improvement District (BID) ~~Plan~~ special assessment account. The second account will be the ~~general fund~~ Economic Development account used for the purposes of marketing and advertising or other designations made by the Board of Directors. The third account will be Donation's account to support the day-to-day operations of the DTA. The fourth account will be the Festivals Account used for festivals, and community events. The Board may authorize the use of additional financial accounts at banks. The BID and Economic Development accounts are subject to additional Statutory spending restrictions and require an independent audit annually by the Business Improvement Board, designated by the mayor, and approved by the Common Council. Detailed spending and documentation shall be provided quarterly to the BID Board so they may fulfill their statutory obligations.
- (c) Except as authorized by the Board in some other manner, all checks, drafts, and other instrument for the payment of money, and all instruments for the transfer of securities must be sign on behalf of the Corporation by two approved individuals that have signature cards on file with the respective Financial Institution. The Board may approve a non-board member that is performing contracted duties in the course of Corporation business.
- (d) The DTA may accept any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation and maintained in segregated accounts in accordance with paragraph 9.2.(b).

ARTICLE X: BOOKS AND RECORDS

10.1 SAFE STORAGE

The Corporation's books and records shall be maintained at the organization's ~~principal office or at any other place~~ designated place as decided by the Board. Books and records shall be made available for examination by any member or his or her duly authorized representative(s) at any reasonable time. All documents, minutes, financial reports, records, contracts, grants, receipts, issued payments, donations, and other like corporation documents shall be maintained in electronic format in an offsite storage local available for each Board Member to assess at any time needed.

10.2 AVAILABILITY OF INFORMATION

The Corporation shall keep at its designated location or in electronic file, and each member shall have the right to inspect and copy, all of the following:

- (a) A current list of the full name and last-known business address of each Member or former Member set forth in alphabetical order, the date on which each Member or former Member became a member and the period of his or her membership, and the date on which any former Member ceased to be a member.

- (b) A copy of the Articles of Incorporation and all amendments to the Articles of Incorporation.
- (c) Copies of the Corporation's Federal, state, and local income tax returns and financial statements, if any, for its for most recent years.
- (d) Copies of these bylaws and any effective written amendments to these bylaws.
- (e) Copies of all current corporate policies and procedures.
- (f) Any records kept pursuant to these bylaws, including written records of all actions taken and votes made by the Board and Members. Any Member alleging that the requisite Affirmative Vote was not duly given has the burden of proof as to the invalidity of that Vote.
- (g) Copies of the Corporation's Department of Financial Institutes document.
- (h) Copies of the Corporation's Insurance Policies.
- (i) Copies of Wisconsin issued Raffle License.
- (j) Copies of the Corporation's Wisconsin Department of Revenue's Business Tax Registration Certificate.

ARTICLE XI: DISSOCIATION AND DISSOLUTION, TERMINATION, AND LIQUIDATION OF CORPORATION

11.1 EVENTS OF DISSOCIATION

The Corporation files a voluntary petition in bankruptcy or the Corporation becomes the subject of an order for relief under the federal bankruptcy laws.

11.2 EVENTS CAUSING DISSOLUTION

The organization shall be dissolved upon the election by a unanimous Affirmative Vote of the Board to dissolve the organization. Any assets then remaining shall be distributed in accordance with these bylaws and as determined by the Board to other 501(c)(3) exempt organizations operating within Jackson County Wisconsin.

11.3 TERMINATION

Dissolution of the organization shall be effective on the date on which the dissolution event occurs, the company shall not terminate until articles of dissolution have been duly filed under the WLLCL, the organization's affairs have been wound up, and the organizations assets have been distributed as provided herein. Notwithstanding, the dissolution of the organization, these bylaws shall continue to govern the organizations business and the members' affairs until the organization is terminated and liquidated.

11.4 LIQUIDATION

- (a) Payment of debts to third parties. The assets shall first be applied to the payment of the Corporation's liabilities and the liquidation expenses. A reasonable amount of time shall be allowed for the orderly liquidation of the Corporation's assets and the discharge of liabilities

to creditors so as to enable the liquidator to minimize any losses resulting from the liquidation.

- (b) Payment of debt to members. DTA members are not entitled any distribution of the Corporation's assets.

11.5 FILING AND NOTICE

The liquidator shall promptly, upon his or her appointment, execute and file on the organization's behalf, articles of dissolution as provided by Chapter 183 of the WLLCL. The liquidator shall also notify all current members of the organization and known claimants as provided in chapter 183 of the WLLCL, and publish a notice of the organization's dissolution as provided in Chapter 193 of the WLLCL, except as otherwise determined by the liquidator with an Affirmative vote of the Board.

ARTICLE XII: AMENDMENTS

These bylaws may be amended by a simple majority vote of the Board present at any duly called meeting of the Board. No amendments can be made that would in any way adversely affect the corporation's qualification under Section 501(c)(3) of the internal Revenue code or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE XIII: SUPERCEDING GOVERNANCE

Upon adoption and approval of these bylaws, any and all previous bylaws of this organization are null and void.

Adopted unanimously the Board of directors on December 15th, 2021.