

“INITIAL” BY-LAWS
of the

WISCONSIN SUPERMILEAGE ASSOCIATION, INC.

Article I: Objectives and Limitations

Vision Statement: Wisconsin Supermileage was established to continue a high level of rigorous challenges as well as continuity between the events in Wisconsin.

Mission Statement: Wisconsin Supermileage strives to engage schools, business & industry and leaders in Wisconsin to take part in these events as well as possible sponsorships.

Article II: Membership

Section 1: The WSA is made up of educators, business representatives and students with a desire to participate in one or more of the Supermileage Challenges in Wisconsin.

Section 2: Membership in the association shall be open to all persons interested in participating and/or furthering the purpose of the WSA. No applicant shall be denied membership in the association solely on the basis of sex, race, color, creed, national origin or ancestry.

Section 3: Membership in the association is classified into the following categories:

- a. STUDENT MEMBER – Any Middle School, High School or Post-Secondary student actively engaged in a local Supermileage Team in the State of Wisconsin or is planning on participating at a Wisconsin Supermileage Event. Student Members do not have voting rights.
- b. STUDENT COORDINATOR MEMBER – Any post-secondary student actively engaged in planning and coordinating a WSA event. Student coordinators are considered professional members.
- c. PROFESSIONAL MEMBER – Any Middle School, High School or Post-Secondary Advisor/School Representative (one per school) actively engaged in a local Supermileage Team in the State of Wisconsin or is planning on participating at a Wisconsin Supermileage Event. Professional Members do have voting rights.
- d. BUSSINESS MEMBER – Any Business or Industry representative whom supports the Mission and Goals of the WSA. Business Members do not have voting rights.

Section 4: The annual dues for each member shall be determined/reviewed by the Board of Directors annually. The dues shall be paid on an annual basis and shall be paid in advance.

Section 5: Any member of the WSA may be expelled by a majority vote of the Board of Directors for non-payment of dues or for conduct unbecoming a member of the organization. A notice shall be given by the Board of Directors in writing by certified mail or personal delivery at least ten (10) days before the matter is to be acted upon by the Board.

Section 6: When matters are submitted for voting, each Professional Member shall be entitled to one vote. No Professional Member shall be entitled to vote at any election if the member's dues are in arrears.

Article III: Meetings

Section 1: Regular Meetings: A regular meeting of the board shall be held without other notice than this bylaw at least once per year. The place of such regular meeting shall be determined by the Board of Directors. The Board of Directors may provide, by resolution, the time and place within or without the State of Wisconsin for the holding of additional regular meetings without other notice than such resolution.

Section 2: Special meetings of the Directors may be called at any time by the president and shall be called on the written request of three (3) Board members. At least twenty-four (24) hours' notice shall be given by telephone, personal delivery, mail or email.

Section 3: The officer or directors calling any special meeting of the Board of Directors may fix a place, time and date for holding any special meeting of the board of directors called by them, and if no other place is fixed, the location is the principal office in the state of Wisconsin.

Section 4: Notice of any annual meeting, regular meeting or special meeting of the board of directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail, facsimile transmission or e-mail to each director at his or her address as shown by the records of the corporation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5: Tenure: Each **Professional Director, Business & Industry Director and Officer** shall hold office until the next annual meeting of members and until his or her successor shall have been elected, or until his or her prior death, resignation or removal. A director may be removed from office with or without cause by the affirmative vote of a majority of the outstanding shares entitled to vote for the election of such director, taken at a meeting of directors called for that purpose. A director may resign at any time by delivering written notice of his or her resignation to the board of directors, to the chairperson of the board of directors or to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. Directors need not be residents of the State of Wisconsin or shareholders of the corporation.

Section 6: Quorum: A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7: Board Decisions: The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Section 8: Vacancies: Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 9: Compensation: Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation thereof.

Section 10: Action without meeting: Unless the articles of incorporation or bylaws provide otherwise, action required or permitted by the articles of incorporation, bylaws or any provision of law to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents describing the action taken, signed by each director and retained by the corporation. Action taken without a meeting under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

Section 11: Meetings by "multi-media": The Board of Directors may permit any or all directors to participate in a regular or special meeting of the Board of Directors by, or to conduct the meeting through the use of, any means of communication by which any of the following occurs: (a) all participating directors may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors. If a meeting will be conducted under this section, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting conducted in a manner described in this section is deemed to be present in person at the meeting. All action that can be considered and taken at a regular meeting of the Board of Directors can be taken at a meeting of the Board of Directors conducted under this section, except that the directors cannot vote at the meeting: (a) to sell, lease, exchange or otherwise dispose of substantial property or assets of the corporation, (b) to voluntarily dissolve or to revoke voluntary dissolution proceedings, or (c) to file for bankruptcy. A sale, lease exchange or other disposition of all, or substantially all, is a disposal of substantial property or assets of the corporation for purposes of this section.

Article IV: Election of Directors

The board of Directors shall be elected by mail ballots according to the following procedure:

Section 1: The President shall appoint a Nominating Committee, which shall meet in the summer to nominate/review candidates for the number of vacancies to be filled. It shall be the duty of the Nominating Committee to review any nominations of candidates and to secure their agreement to serve if elected as a Director. Names of those nominated shall be made known in writing to the Executive Director on or before June 1st. Any member wishing to examine the list may do so.

Section 2: Any Professional Member in good standing may be nominated and/or run for a Director position by submitting a completed "Candidate Form" to the Executive Director on or before June 1st. All Candidates must have experience as a Supermileage Team Advisor for a minimum of one (1) full year.

Section 3: Ballots shall be prepared and mailed to all Professional Members by the second Wednesday in March and shall include the names of those approved by the Nominating

Committee, and shall provide spaces for write-in candidates equal to the number of Directors to be elected.

Section 4: All Ballots must be postmarked by October 1, and addressed to the Executive Director. Ballots will be counted and posted by October 15. The Executive Director shall inform the successful candidates.

Section 5: The three year term of each newly elected Board member shall begin on November 1 following his or her election.

Section 6: **Directors may serve multiple successive complete terms.**

Article V: Directors

Section 1: The operation of the WSA, the direction of its work and control of its property shall be vested in a Board of Directors. The Board of Directors shall consist of no more than twenty (20) Directors. See “Section 6” for details on these positions.

Section 2: The terms of Professional Directors shall be staggered so that no more than one-third (1/3) of the Professional Directors shall have their terms expiring in any given year. Initial Directors of WSA shall be appointed for a staggering three (3) year terms of one (1) year, two (2) years and three (3) years respectively, to establish this staggered term basis.

Section 3: The Board of Directors shall, in addition to its usual functions:

- a. Accept resignations and fill vacancies on the Board.
- b. Hold regular meetings during the course of the year.
- c. Appoint an Executive Director, determine the duties and possible compensation, and approve the employment of such other employees as may be desirable.
- d. Report in full in the “Fall Annual Report” the following:
 - a. The work of the WSA during the past year.
 - b. The finances of the WSA during the past year.

Section 4: The Executive Director of the WSA shall attend all meetings of the Board of Directors, but is not empowered to vote.

Section 5: Should any Professional Director, Business & Industry Director or Officer be absent from three (3) consecutive meetings for any reason other than absence from state or illness, the position **may, at the discretion of the Board of Directors,** be deemed vacant.

Section 6: **Any Board of Director Member may extend their position to a representative by written statement for attendance at a scheduled Board of Directors meeting with the following stipulations.**

- a. **The “Proxy” must be a current WSA Member.**
- b. **The “Proxy” must be of the same membership category as the member not attending.**
- c. **The Director/Coordinator/Officer must submit in writing to the President, prior to the meeting, their intent and the name of the “Proxy” they have arranged for.**

d. The “Proxy” does not have voting rights in place of the member absent.

Section 7: Duties of the Directors

WSA Officers: (3) See Article VI for more details.

Executive Director: (1) The Executive Director shall perform duties asked by the Board of Directors. The executive director shall be in charge of running the day-to-day operations of the company and shall maintain all records at the direction of the WSA Board of Directors. Such activities may include: website, list-serve, emails, etc. The Executive Director does not have voting rights.

WSA Challenge Coordinators: (4) A recognized WSA Challenge is entitled to one (1) WSA Challenge Coordinator position by virtue of their entitled status at the local challenge. The four WSA Recognized challenges include; Fox Valley Technical College, Road America, University of Wisconsin-Stout, and Wisconsin Dells Raceway Park. A challenge coordinator is in charge of all day-to-day activities involved with running and hosting a WSA Challenge Event. They will present information to the board in pertinence to their event, and will be empowered to make decisions regarding their event with their local Challenge Council. A Challenge coordinator is appointed to the WSA Board by the local WSA Challenge Event Council. The WSA Board of Directors does not have powers to remove a Challenge Coordinator from their position, though may make recommendations to the local WSA Challenge Event Council. A Challenge Coordinator has voting rights.

University of Wisconsin-Stout Director: (1) As the demographics of the UW-Stout Challenge being College Students hosting and running the local challenge, the WSA has allowed the Faculty Advisor a director position as per their role in the UW-Stout Challenge. The Faculty Advisor is appointed to the WSA Board by the local WSA Challenge Event Council. The WSA Board of Directors does not have powers to remove the Faculty Advisor from their position, though may make recommendations to the local WSA Challenge Event Council. The UW-Stout Director has voting rights.

WSA Associate Directors: (2) The WSA Associate Directors will assist the day-to-day operations of the WSA Challenge Coordinators and the Executive Director in various duties asked by the Board of Directors. These duties may include, state correspondence, public relations, team registrations, website and list-serve updates, among other duties assigned. The purpose of this position is to allow more time for WSA Challenge Coordinators and the Executive Director in their duties while allowing the organization to keep strong ties with the local teams and communities. There will be one (1) WSA Associate Director voted to the WSA Gas Challenges and one (1) to the WSA Associate Director voted to the WSA Electric Challenges. The WSA Associate Directors have voting rights.

Professional Directors: (7) There will be a minimum of four (4), maximum of seven (7) Professional Director positions held at all times in the WSA. Of these seven (7), two (2) will be dedicated towards members involved directly with Gas Powered Supermileage Vehicles and two (2) will be dedicated towards members involved directly with Electric Powered Electrathon Vehicles. The remaining Professional Director positions may be any type of Professional Member. The Professional Directors have voting rights.

Business Directors: (2) There will be available two (2) Business Director positions in the WSA. These positions will be non-voting while providing insight and direction to the WSA.

Article VI: Officers

Section 1: The officers of the WSA to be elected from its Professional Members shall be a President, a Vice President and a Treasurer/Secretary. Their duties shall be those set forth in these WSA bylaws, and such others as the Directors shall determine from time to time. Elections of the officers shall occur annually at the annual meeting. The Executive Director shall be appointed, and shall serve at the will of the board of directors and assume the duties of the job description for that position. All officers and the executive director of the WSA have signing powers for the corporation's banking purposes.

Section 2: Any officer or agent appointed by the Board of Directors may be removed at any time, with or without cause and notwithstanding the contract rights, if any, of the officer removed. The appointment of an officer does not itself create contract rights.

Section 3: The Executive Council of the WSA shall consist of; President, Vice President, Secretary/Treasurer and the Executive Director.

Section 4: Duties of the Officers:

President: Shall be the principle officer of the Board of Directors and the Wisconsin Supermileage Association. It shall be the president's duty to preside at all meetings of the Association, the Board of Directors and the Executive Council. The President will carry out the general purpose and objectives of the Association. The President, Executive Director or the Secretary/Treasurer's signature shall be bound; expressly delegated by the Board of Directors or by these by-laws or by statute to some other officers or agent of the corporation. In the absence of the President, the Vice President shall preside over meetings. In the absence of the President and the Vice President, any director chosen by the directors present, shall preside over the meeting.

Vice President: Shall perform the duties of the President in the absence of the President or in the event of his/her inability to act, and when so acting shall have all the powers of and be subject to all restrictions on the President. The Vice President shall: a) Perform such other duties as assigned to him/her by the President or by the Board of Directors; b) Function as liaison agent between the Directors and this Association; c) Coordinate activities with the Directors.

Treasurer/Secretary: Shall: a) Keep an accurate record of the business meetings of the Board of Directors and Executive Council and present each Board member a summary of the said meetings; b) In cooperation with the Executive Director make the annual financial report at the Annual Membership Meeting; c) Serve as an auditing guide in relation to the Executive Director's bookkeeping; d) in the absence of the secretary/treasurer at any regular or general meeting, the presiding officer may appoint any director or other person present to act as secretary/treasurer of the meeting; e) If requested by any director, minutes of any regular or special meeting shall be prepared and distributed to each director.

Article VII: Committees

Section 1: Standing Committees

- a. **Auditing Committee**: may be appointed prior to each Fall meeting, consisting of three (3) or more members. It shall be the duty of the Auditing Committee to examine and audit the books and accounts of the Treasurer/Secretary at the close of each year's business, and to report its findings in writing to the Board of Directors. The report may then be submitted to the membership of the WSA in its "Annual Fall Report" for review and approval, with written comment on it by the Board.
- b. **Regulations Committee**: may be appointed, prior to each Summer meeting, consisting of three (3) or more members. It shall be the duty of the Auditing Committee to review and recommend changes to the Board for the Regulations Book. Their report may then be submitted to the Board for review and approval.
- c. **Membership Committee**: may be appointed to increase the membership to the betterment of the WSA. The Vice President by virtue of that office shall be chairman of the membership committee.
- d. **Nominating Committee**: may be appointed annually by the President to review/approve nominations/candidates for the Directors to be elected.
- e. **Executive Council**: shall consist of the Officers of the Corporation and the Challenge Coordinators. The Executive Council shall be empowered to make decisions in the interim of the Board of Directors.
- f. **Marketing Committee**: may be appointed to assist in the development of marketing materials for the WSA. This committee may consist of three (3) or more members. This committee may review materials annually and make recommendations for new materials needed.

Section 2: Special Committees

- a. The Board of Directors shall authorize and define the powers and duties of all standing and special committees, except those committees whose functions are set forth in these bylaws. Subject to confirmation of the Board of Directors, the President shall appoint all committee chairperson. Committee appointees shall serve at the will and pleasure of the President.
- b. It shall be the function of the special committees to make investigations, conduct hearings, make recommendations to the Board of Directors and carry on such activities as may be delegated to them by the Board. They may also examine and report on subjects they may deem proper for its consideration.

Article VIII: Amendments

Section 1: By-law Amendments

By-laws may be amended or repealed and new by-laws adopted by a three-fourths (3/4) vote of the directors present at any Board of Directors meeting. Twenty day written notice must be given to the Board members to amend, repeal, or adopt new by-laws.

Article IX: Indemnification of Directors and Officers

Section 1: Actions Against Directors of Officers Generally: The Corporation shall indemnify each person who shall have served as a director or officer of this Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other entity or enterprise, against expenses, including attorneys fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation or such other corporation, partnership, joint venture, trust or other entity or enterprise, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation or such other corporation, partnership, joint venture, trust or other entity or enterprise, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. The corporation shall not indemnify such person in respect of any matter on which any settlement or compromise is effected if the total expense, including the cost of settlement, shall substantially exceed the expense which might be reasonably incurred in conducting the action, suit or proceeding to final conclusion. In the event such person refuses to agree to a settlement or compromise which is determined by a majority of the disinterested members of the board of directors to be in the best interest of the corporation, the corporation shall not indemnify such person in respect of any expenses incurred by such person after such determination.

Section 2: Actions by or on behalf of the Corporation: The Corporation shall indemnify each person who shall have served as a director or officer of this corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other entity or enterprise against expenses, including attorneys fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believes to be in or not opposed to the best interests of the corporation or such other corporation, partnership, joint venture, trust or other entity or enterprise, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the foundation or such other corporation, partnership, joint venture, trust or other entity or enterprise unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

Section 3: Method of Determining that Indemnification is Proper: Any indemnification under Section 1 or 2, unless ordered by a Court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the

circumstances because he has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made:

- A. By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
- B. If such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
- C. By the members of this corporation.

Section 4: Advancing Expenses: Expenses, including attorneys fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 3 upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this bylaw.

Section 5: Non-Exclusivity: The indemnification provided by this section shall not be exclusive of any other rights to which those indemnified may be entitled under any other bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6: Insurance: The board of directors shall have power to authorize the purchase and maintenance of insurance (a) on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other entity or enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, and (b) on behalf of the corporation against any loss by reason of the corporation's indemnification of any such person.

Article X: Effective Date