

**BYLAWS OF
BIKE FITCHBURG, INC.**

ARTICLE 1. NAME AND OFFICES

1.01. Name. The name of the corporation is Bike Fitchburg, Inc.

1.02. Principal and Business Offices. The corporation may have such principal and other offices, within the State of Wisconsin, as the Board of Directors may designate or as the activities of the corporation may require from time to time.

1.03. Registered Office. This corporation shall have and continuously maintain in the State of Wisconsin a registered agent as required by Section 181.0501 of the Wisconsin Statutes. The address of the registered agent may be, but need not be, identical with the corporation's principal office in the State of Wisconsin.

ARTICLE 2. PURPOSES

The corporation is organized and shall be operated exclusively for the purposes set forth in Article 8 of the Amended and Restated Articles of Incorporation. In furtherance of these purposes, the corporation will engage in activities that create a healthier, more livable City of Fitchburg, Wisconsin, by promoting safe bicycling for transportation, recreation, and fitness.

The foregoing activities are exemplary of the activities of the corporation, but shall not be taken to preclude other activities permitted under the laws of the State of Wisconsin and the Bylaws of the corporation that may advance the purposes of the corporation. In no case shall the purposes of the corporation nor its activities encompass any purpose or activity not permitted under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States Internal Revenue Code or law.

ARTICLE 3. MEMBERS

3.01. General. The corporation shall have members.

3.02. Membership Qualifications. To be eligible to be a member of the corporation, a person must pay annual dues in an amount determined by the Board of Directors from time to time. Members shall have such rights in the corporation, and such rights to attend the annual and any special meetings of the members of the corporation, as may be specified from time-to-time by the Board of Directors.

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

3.04. Transfer of Memberships Prohibited. A member may not transfer his or her membership, or any rights arising therefrom.

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

3.06. Annual Meeting. The annual meeting of the members of the corporation shall be held on the first Monday in February of each year at 7:00 p.m., beginning with the year 2017, or at such other date and time within 30 days before or after this date as may be fixed by or under the authority of the Board of Directors, for the purpose of receiving a report on the activities and financial condition of the corporation and to transact such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in Wisconsin, the meeting shall be held on the next succeeding business day.

3.07. Special Meetings. Special meetings of the members may be called (a) by the President, (b) by the Board of Directors or such other officer(s) as the Board of Directors may authorize from time to time, or (c) by the President or Secretary upon the written request of at least twenty percent (20%) of the members of the corporation. Upon delivery to the President or Secretary of a written request pursuant to (c), above, stating the purpose(s) of the requested meeting, dated and signed by the person(s) entitled to request such a meeting, it shall be the duty of the officer to whom the request is delivered to give, within 30 days of such delivery, notice of the meeting to all members of the corporation. Notice of any special meeting shall be given in the manner provided in Section 3.09 of these Bylaws. Only business within the purpose described in the special meeting notice shall be conducted at a special meeting of the members.

3.08. Place of Meeting. The Board of Directors may designate any place, either within or outside the State of Wisconsin, as the place of meeting for any annual or special meeting, or any adjourned meeting, of the members of the corporation. If no designation is made by the Board of Directors, the place of meeting shall be the corporation's principal office.

3.09. Notice of Meetings. The corporation shall notify each member, and any person entitled to notice under Chapter 181 of the Wisconsin Statutes, of the date, time, and place of each annual or special meeting of the members of the corporation. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called. Unless otherwise required by Chapter 181, the meeting notice shall be given not less than 10 days nor more than 60 days before the meeting date. Notice may be given orally or communicated in person, by telephone, facsimile, e-mail, other form of wire or wireless communication, private carrier, or in any other manner provided by Chapter 181. Such notice shall be deemed delivered at the following times: (a) if delivered personally, when received, (b) if mailed, when deposited

in the United States mail pre-addressed to the member or other person entitled to notice at his/her business address or at such other address as such member or person shall have designated in a writing filed with the Secretary, with postage thereon prepaid, (c) if sent by private carrier, when deposited with the private carrier, addressed to the member or other person entitled to notice at his/her business address or at such other address as such member or person shall have designated in a writing filed with the Secretary, with delivery fees thereon prepaid, or (d) if sent by facsimile, e-mail, or other form of wire or wireless communication, when transmission of the notice, addressed to the member or other person entitled to notice and with transmission charges prepaid, to a location previously designated by the member or person in a writing filed with the Secretary is completed. Oral notice is effective when communicated.

3.10. Waiver of Notice. A member may waive notice of the meeting, either before or after the meeting. The waiver must be in writing, contain the same information that would have been required in the notice (except that the time and place of the meeting need not be stated), be signed by the member, and be delivered to the corporation for inclusion in the corporate records. A member's attendance at a meeting, in person or by proxy, waives objection to lack of notice or defective notice, unless the member at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting.

3.11. Dues. The Board of Directors shall set the amount of the annual membership dues which each member of the corporation is required to pay. Annual membership dues shall be set on the basis of a calendar year. For existing members of the corporation, the annual membership dues shall be due and payable on January 1st of each year. The first annual membership dues for a new member of the corporation shall be due and payable within 30 days after the date upon which the new member became a member of the corporation. There shall be no proration of annual membership dues for members who are members of the corporation for less than a full calendar year. If a member fails to pay his/her annual dues within 30 days of their due date, the member's membership in the corporation shall be terminated as of the due date without further action of the Board of Directors or members. A member whose membership in the corporation is terminated for failure to pay dues may be reinstated as a member of the corporation by the affirmative vote of two-thirds (2/3rds) of the Board of Directors.

3.12. Entry Fees. Members shall pay their own entry fees for races and other events. The corporation shall not use its funds to pay entry fees for its members.

ARTICLE 4. BOARD OF DIRECTORS

4.01. General Powers and Number. The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall be comprised of six (6) directors. Each director is entitled to one vote on each matter voted on by the Board of Directors.

4.02. Election and Term. Directors shall be elected at the annual meeting of the corporation by the vote of a majority of the number of directors then in office, it being intended that the Board of Directors shall have the right to thus perpetuate itself. Directors shall be

elected for 2-year terms, except that the Board of Directors may designate a 1-year term for three (3) members of the first Board of Directors so that the term of the directors will be staggered.

4.03. Tenure and Qualifications. A director shall hold office until his/her successor shall have been duly elected or until his/her prior death, resignation, or removal. A director may be removed from office for cause by the affirmative vote of a majority of the number of directors then in office. A director may resign at any time by filing his/her written resignation with the President of 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.

4.04. Annual Meetings. The annual meeting of the Board of Directors shall be held on the first Monday in February of each year immediately following the annual meeting of the members, beginning with the year 2017, or at such other date within 30 days of said date as may be fixed by or under the authority of the Board of Directors, for the purpose of receiving the financial reports of the corporation, electing the directors and the -officers of the corporation, and transacting such other business as shall properly come before the meeting. If the day so designated shall be a legal holiday in the State of Wisconsin, such meeting shall be held on the next succeeding business day.

4.05. Regular Meetings. The Board of Directors may provide, by resolution, the time and place within the State of Wisconsin for the holding of regular meetings without other notice than such resolution.

4.06. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, the Secretary or any two directors. The President, Secretary or any two directors calling any special meeting of the Board of Directors may fix any place within the State of Wisconsin as the place for holding any special meeting of the Board of Directors called by them, and, if no other place is fixed, the place of meeting shall be the principal business office of the corporation.

4.07. Notice; Waiver. Unless otherwise prescribed by law, written notice stating the place, day and hour of a regular or special meeting of the Board of Directors shall be delivered not less than seven (7) days before the meeting, either personally, by first class mail, by e-mail or other means of written communication, to each director at her/his business address or at such other address or e-mail address as such director shall have designated in a writing filed with the Secretary. Such notice shall be deemed delivered at the following times: (a) if delivered personally, when received, (b) if mailed, when deposited in the United States mail pre-addressed to the director at his/her business address or at such other address as such director shall have designated in a writing filed with the Secretary, with postage thereon prepaid, (c) if sent by private carrier, when deposited with the private carrier, addressed to the director at his/her business address or at such other address as such director shall have designated in a writing filed with the Secretary, with delivery fees thereon prepaid, or (d) if sent by facsimile, e-mail, or other form of wire or wireless communication, when transmission of the notice, addressed to the

director and with transmission charges prepaid, to a location previously designated by the director in a writing filed with the Secretary is completed. Whenever any notice whatsoever is required to be given to any director of the corporation under the Articles of Incorporation or Bylaws, as amended from time to time, or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereto to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. No notice need be given for a regular meeting when the time and place of such regular meeting have been fixed by a duly adopted resolution of the Board of Directors.

4.08. Quorum. Except as otherwise provided by law or these Bylaws, a majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than a quorum) may adjourn the meeting from time to time without further notice.

4.09. Manner of Acting. The act of the 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 the Articles of Incorporation or these Bylaws.

4.10. Conduct of Meetings. The President, and in the President's absence, the Vice-President, and in their absence any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as the presiding officer of the meeting. The presiding officer may appoint any director or other person to act as secretary of the meeting.

4.11. Vacancies. Unless the Board of Directors have previously passed a resolution naming the person who is to fill a vacancy occurring in the Board of Directors, any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, shall be filled by the affirmative vote of a majority of the number of directors then in office.

4.12. Compensation. Directors shall not be paid compensation for the services that they render as directors of the corporation. Notwithstanding the foregoing, a director may be reimbursed for reasonable expenses actually incurred by such director in carrying out any activity of this corporation which is within the scope of the corporation's purposes as set forth in Article 8 of the corporation's Articles of Incorporation.

4.13. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof of which she/he is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless she/he shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the

adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

4.14. Other Committees. The Board of Directors, by resolution adopted by the affirmative vote of a majority of the directors, may establish such other committees consisting of one or more directors or members as it shall deem necessary and desirable to enable the corporation to carry out its purposes. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

4.15. Action without Meeting. Any action required or permitted to be taken at a board meeting may be taken without a meeting if a consent in writing setting forth the action is signed by two-thirds (2/3rds) of the directors then in office.

4.16. Meeting by Conference Telephone or Similar Communication Equipment. 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: (1) all participating directors may simultaneously hear each other during the meeting, or (2) 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.

ARTICLE 5. OFFICERS

5.01. Number and Qualifications. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person except the offices of President and Secretary.

5.02. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected or until his/her prior death, resignation, or removal.

5.03. Removal. Any officer or agent 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 shall not of itself create contract rights.

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

5.05. President. The President shall be the principal executive officer of the corporation and, subject to the oversight and 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 have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as she/he shall deem necessary to carry out the purposes of the corporation as set forth in Article 8 of the Articles of Incorporation, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. Except as otherwise prescribed by law or these Bylaws, the President shall have authority to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to carry out the purposes of the corporation as set forth in Article 8 of the Articles of Incorporation, or which shall be authorized by resolution of the Board of Directors to carry out such purposes; and, except as otherwise provided by law or the Board of Directors, she/he may authorize the Secretary or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his/her place and stead. In general she/he 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.

5.06 Vice President. The Vice President shall perform all the duties incident to the office of the Vice President and have such duties and exercise such authority as from time to time may be delegated to her/him by the President or by the Board of Directors.

5.07. Secretary. The Secretary shall (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep or arrange for the keeping of a register of the post office address of each director and each member; and (e) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

5.08. Treasurer. The Treasurer shall in general perform all the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

5.09. Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the corporation in his/her stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which she/he

is so appointed to be assistant, or as to which she/he is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

ARTICLE 6. CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

6.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the President and by the Secretary or the Treasurer; and when so executed no other party to such instrument or any third party shall be required to make any inquiry as to the authority of the signing individuals.

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

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

6.04. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors. Any funds received by the corporation shall be deposited into one or more of the corporation's bank accounts, trust company accounts, or other depository accounts no later than three (3) business days after the day on which the corporation received the funds.

ARTICLE 7. SEAL

The corporation shall not have a corporate seal.

ARTICLE 8. AMENDMENTS

8.01. By Directors. The Board of Directors may amend or repeal these Bylaws or adopt new Bylaws by the affirmative vote of not less than two-thirds (2/3rds) of the Board of Directors.

8.02. Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by the affirmative vote of not less than the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the

Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific actions so taken or authorized.

ARTICLE 9. FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE 10. DISSOLUTION

The corporation may be dissolved if dissolution is approved by the Board of Directors by the affirmative vote of a majority of directors then in office. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation as provided in Article 11 of the Amended and Restated Articles of Incorporation.

ARTICLE 11. INDEMNIFICATION

11.01. Indemnification. The corporation shall, subject to the exceptions contained in Section 181.0872 of the Wisconsin Statutes and to the fullest extent authorized by Chapter 181 of the Wisconsin Statutes, indemnify any director or officer of the corporation who is a party to a proceeding against all reasonable expenses and against all liability incurred by the director or officer in the proceeding if the director or officer was a party to the proceeding because she/he was an officer or director of the corporation. These indemnification rights shall not be deemed to exclude any other rights to which the director or officer may otherwise be entitled. The corporation shall, to the fullest extent authorized by Chapter 181 of the Wisconsin Statutes, indemnify any employee who is not a director or officer of the corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party to the proceeding because she/he was an employee of the corporation. The corporation may, to the fullest extent authorized by Chapter 181 of the Wisconsin Statutes, pay or reimburse, as incurred, the reasonable expenses of a director or officer who is a party to a proceeding because she/he is a director or officer of the corporation. For purposes of this Article, the term "proceeding" shall mean any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the corporation or by any other person. To help it satisfy its obligations under this Article, the corporation may carry and keep in full force and effect directors' and officers' errors and omissions insurance in amounts the Board of Directors deems appropriate.

11.02. Indemnification Limitations. Notwithstanding Section 11.01, no indemnification will be permitted to the extent such indemnification would constitute an act of self-dealing or is otherwise subject to excise taxes under Chapter 42 of the Code, as amended, is prohibited under Section 181.0320 of the Wisconsin Statutes or any similar successor provision thereto, or would

otherwise be an inurement for the private benefit of a shareholder or individual in violation of Section 501(c)(3) of the Code or any successor provision thereto.

11.03. Limited Liability of Volunteers. Each individual (other than an employee of the corporation) who provides services to or on behalf of the corporation without compensation (“Volunteer”) shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.0670 or the Wisconsin Statutes or any similar successor provision thereto. For purposes of this Section 11.03, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the corporation in writing.

ARTICLE 12. PERMITTED DISTRIBUTIONS

The corporation may make a distribution or other payment to another corporation as permitted by Section 181.1302(3) of the Wisconsin Statutes if:

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