

AMENDED AND RESTATED BYLAWS OF WISCONSIN DELLS FESTIVALS, INC.

Approved – Board of Directors
Meeting – March 19, 1991

Adopted – General Membership
April 28, 1991

Amended – General Membership
August 13, 1999

ARTICLE I Name, Principal Office, Purpose and Restrictions

- 1.01 Name.** The name of the corporation is “Wisconsin Dells Festivals, Inc.” (hereinafter “Festivals”).
- 1.02 Principal Office.** The Festival’s Board of Directors (the “Board”) shall determine the location of the principal office of Festivals.
- 1.03 Purpose.** The purpose of Festivals shall be to:
- a. Provide a forum for the development, implementation, management and promotion of special events and festivals for the Wisconsin Dells area.
 - b. Promote the common business interests of the members of the Wisconsin Dells Visitor and Convention Bureau, Inc. (the “Bureau”).
- 1.04 Restrictions.** All policies and activities of Festivals shall be consistent with:
- a. The provisions of The Wisconsin Nonstock Corporation Law (Chapter 181 of the Wisconsin Statutes);
 - b. Applicable federal, state and local antitrust and trade regulation laws;
 - c. Applicable requirements of Section 501(c)(6) of the Internal Revenue Code (as said section may be amended from time to time) as well as all other applicable Wisconsin and federal requirements relating to the tax-exempt status of Festivals; and
 - d. All other legal requirements to which the operations of Festivals are subject.

ARTICLE II Members

- 2.01 Membership Qualifications.** Only members in good standing of the Bureau shall be members of Festivals, and each member in good standing of the Bureau shall automatically be a member of Festivals.
- 2.02 Member's Rights.** Each member of Festivals shall be entitled to the following rights and privileges, as well as other rights which Festivals may make available from time to time:
- a. To vote on all matters which may be brought before the members from time to time, with each member entitled to one (1) vote;
 - b. Appropriate use of Festivals' logo;
 - c. Use, subject to appropriate restrictions, of Festivals' registered "Wisconsin Dells" trademark, as well as the use of other trademarks and names which Festivals owns or has the rights to use;
 - d. Use, subject to appropriate restrictions, of logos relating to festivals and special events operated by Festivals;
 - e. Participation in joint venture programs operated by Festivals.

ARTICLE III Meetings of Members

- 3.01 Annual Membership Meeting.** There shall be an annual meeting of the members of Festivals held during the month of April or May each year. The place and date of the annual meeting shall be set by the Board of Directors. At the annual meeting, the Board of Directors shall report to the members on the activities of Festivals and the members shall transact such other business as may properly be brought before the meeting.
- 3.02 Special Membership Meetings.** Special meetings of the members of Festivals may be called by the President, the Vice President or by any two members of the Board to consider a specific subject or issue. No business other than that specified in the notice for a special meeting shall be transacted at any special meeting.
- 3.03 Notice.** Notice of any annual or special meeting of the members shall be given at least seven (7) days prior to the date set for said meeting. Such notices shall be in writing and either personally delivered or sent to each member by first class mail addressed to the member's business address. Each such notice shall state

the date, time and location of the meeting. With regard to special meetings, the notice shall also state the specific subject or issue to be considered at the special meeting.

- 3.04 Location of Membership Meetings.** All meetings of the members of Festivals shall be held at a location determined by the Festivals' Board, which is within a twenty-five (25) mile radius of the intersection of Highways 12, 13, 16 and 23.
- 3.05 Quorum.** At any annual or special meeting of Festivals' members, the presence in person of at least seventy-five percent (75%) of members shall constitute a quorum for the transaction of business. Members shall not be permitted to participate in meetings by proxy.

ARTICLE IV Board of Directors

- 4.01 Authority of Board.** The Board of Directors (the "Board") is the governing body of Festivals and has authority over and shall supervise control and direct Festivals' property, activities and concerns. The Board may delegate specific management functions to committees, officers or employees; however, the Board shall retain overall responsibility for and authority over all committees, officers and employees and shall be primarily responsible for the ultimate direction of Festivals. The Board is specifically authorized to adopt such rules, regulations and policies, which shall not be inconsistent with these Bylaws, and which the Board deems to be necessary and appropriate from time to time. Such rules, regulations and policies shall be binding on all members. The Board shall, from time to time, publish and circulate to all members all rules and regulations and policies which it has adopted and which remain in force and effect.
- 4.02 Number and Composition.** The Board shall consist of seven (7) members. The composition of the Board shall be: (i) two members of the Bureau's Executive Committee elected by the Board of Directors of the Bureau; (ii) the Executive Director of the Bureau; and (iii) four (4) Bureau members appointed by the Visitor Bureau President and approved by the Board of Directors of the Bureau. Any changes or adjustments to the composition of the Board must be approved by a vote of at least two-thirds (2/3) of the entire then existing Board, and upon such approval, this sec. 4.02 of the Bylaws shall be considered amended. No member which is a corporation or other entity (including all affiliated entities) may have more than two (2) persons which are affiliated with that entity serving on the Board at any one time. One of the directors who is a member of the Bureau's Executive Committee and two (2) of the Directors who are Bureau members shall be elected/appointed to the Board each year, so three (3) Directors are elected/appointed in even numbered years and three (3) in odd numbered years.

- 4.03 Terms of Office.** Each Director, except for the Executive Director of the Bureau, who shall serve on the Board continuously, shall be elected/appointed to a term of two years. Each Director's term shall commence at the time of the first Board meeting held after December 1 of the year in which such Director is elected/appointed, and shall end immediately prior to the first Board meeting after December 1 two years thereafter. Any Director appointed because of a vacancy as described in Section 4.04 shall serve until the expiration of the term of the Director being replaced. There is no limit on the number of times any Director may be re-elected/re-appointed or on the number of terms any Director may serve.
- 4.04 Vacancies.** If a Director resigns, is removed, or for any other reason is unable to complete his/her term on the Board (a "Vacancy"), an alternate Director shall be appointed by the Festivals' President to fill the vacancy and to serve for the remainder of the unexpired term.
- 4.05 Meetings.** Meetings of the Board shall be held from time to time when called by any member of the Board. The President or in his/her absence, the Vice President, shall preside at all Board meetings. If both the President and Vice President are absent, the Board may elect a temporary Chairman to preside at that meeting. Unless specifically stated otherwise in these Bylaws, all actions of the Board shall be by majority vote of those Directors present at the meeting.
- 4.06 Notice of Meetings.** Notice of any regular or special meeting of the Board shall be given at least forty-eight (48) hours prior to the time set for the meeting during the months of May through October, and at least seven (7) days prior to the meeting during the months of November through April. Such notices may either be in writing or by telephone. Written notices shall either be personally delivered or sent first class mail addressed to the Director's business address. Notices shall indicate the time and location of the meeting. Notices need not indicate the purpose or the business to be transacted at the meeting. Notwithstanding the foregoing, a meeting of the Board may be held and action may be taken thereat without such notice being given if all Directors either sign a written waiver of notice prior to or after the meeting or are present at the meeting, which shall be deemed equivalent to signing a waiver of notice.
- 4.07 Location of Meetings.** All meetings of the Board shall be at the Bureau's main office unless the persons calling the meeting or the President elect to have a meeting at another location.
- 4.08 Quorum.** The presence in person of a majority of the number of Directors then in office and entitled to vote shall constitute a quorum for the transaction of business. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than ten (10) days later.

4.09 Removal. Any one or more of the Directors may be removed at any time by a vote of at least fifty-five percent (55%) of the full Board at any regular or special meeting.

4.10 Resignation. Any Director may resign from the Board by submitting a written letter of resignation to the Board. The resignation shall be effective upon approval by the Board.

ARTICLE V Officers

5.01 Number. Festivals shall have three (3) officers. The officers of Festivals shall be the President, the Vice President and the Secretary/Treasurer.

5.02 Qualifications. Officers must be members in good standing of the Bureau. No person may hold more than one office at the same time. There shall be no limit on the number of times any officer may be re-elected, or the number of terms any officer may serve.

5.03 Election and Term of Office. Officers shall be elected by the Board at the first Board meeting each December. Each officer shall hold office for a term of one year.

5.04 Duties of Officers. The duties and powers of the Officers shall be as follows:

- a. President. The President shall preside at the meetings of the Board. The President shall set the agenda for Board meetings and shall generally oversee the smooth and effective operation of the Board. In addition, the President shall have such other duties and authority as is set forth in these Bylaws, and as may be directed by the Board.
- b. Vice President. In the absence of the President, the Vice President shall preside at Board meetings. The Vice President shall perform such other duties as may be assigned by the President or the Board.
- c. Secretary/Treasurer. It shall be the duty of the Secretary/Treasurer to assure that proper notice of all meetings is given and to keep or delegate the keeping of records of all meetings of the Board. The Secretary/Treasurer shall also be the chief financial officer of Festivals. The Secretary/Treasurer shall generally oversee Festivals' receipts and disbursements and general accounting, although Festivals' day to day financial functions shall be delegated to the Bureau's staff and accountants. In addition, the Secretary/Treasurer shall perform such other duties as may be directed by the Board.

- 5.05 Vacancies.** Any vacancy in any office other than the office of President shall be promptly filled by an appointment made by the President; however, all such appointments must be ratified by a vote of at least two-thirds (2/3) of the entire Board. Persons appointed to fill vacancies in any office shall serve the remainder of the regular term of that officer. Any vacancy in the office of President shall be filled by the Vice President, unless there is no Vice President, in which case the vacancy in the office of President shall be filled by a vote of at least two-thirds (2/3) of the entire Board.
- 5.06 Removal.** Any officer may be removed from office upon a vote of at least fifty-five percent (55%) of the entire Board.

ARTICLE VI

Contracts, Loans, Checks and Deposits

- 6.01 Contracts.** The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of Festivals and such authorization may be general or confined to specific instances.
- 6.02 Loans.** No loans shall be contracted on behalf of Festivals and no evidences of indebtedness shall be issued in Festivals' name unless authorized by or under the authority of a resolution of the Board. Such authorization may be general or confined to specific instances.
- 6.03 Checks.** All checks, drafts or other orders for the payment of money shall be issued in the name of Festivals and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board.
- 6.04 Deposits.** All funds of Festivals not otherwise employed shall be deposited from time to time to the credit of Festivals in such banks, trust companies or other depositories as may be selected by or under the authority of the Board.
- 6.05 Check Signing.** Two (2) signatures are required on all checks of Festivals, and at least one of the signatures must be that of the President, Vice President or Secretary/Treasurer.

ARTICLE VII

Fiscal Year

- 7.01 Fiscal Year.** Festivals' fiscal year shall be the calendar year commencing on January 1 and ending on December 31.

ARTICLE VIII Indemnification

8.01 Indemnification. Festivals shall indemnify each Director and officer of Festivals against reasonable expenses and against the liability incurred in any proceeding in which such Director or officer was a party because he or she was a Director or officer. The indemnification shall be in accordance with the provisions of secs. 181.0871 through 181.0889, Wis. Stats. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. Festivals shall indemnify any employee who is not a Director or officer to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all expenses incurred in the proceeding if the employee was a party because he or she was an employee of Festivals. If Festivals indemnifies or advances expenses to a Director or officer pursuant to secs. 181.0872, 181.0874, 181.0877, 181.0879, Wis. Stats. Festivals shall report the indemnification or advance in writing to members with or before the notice of the next member's meeting.

ARTICLE IX Amendment of Bylaws

9.01 Amendment. Except for the specific provisions of these Bylaws which may be amended by the Board or otherwise as provided in other sections of these Bylaws, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted only by the members of Festivals. All proposed amendments must be submitted in writing to the Board. If the proposed amendment(s) are signed by ten percent (10%) or more of all of the members of Festivals, the proposed amendment(s) shall be submitted to the members for a vote. The Board may, if it so chooses, recommend to the members that the proposed amendment(s) be adopted or rejected. If the proposed amendment(s) are signed by fewer than ten percent (10%) of all of the members of Festivals, the amendments shall be submitted to the members for a vote only if the Board chooses to recommend approval. Amendments to those Bylaws which are submitted to the members for a vote may, in the discretion of the Board, either:

- a. Be submitted at any annual or special meeting of Festivals' members, and for the amendment to be adopted, it must be approved by at least a majority vote of the members present; or
- b. Be mailed to the members of Festivals with a ballot for members to mark and return indicating if they accept or reject the proposed amendment. For the amendment to be adopted, it must be approved by at least a majority vote of the ballots returned to Festivals.

If a vote regarding alteration, amendment or repeal of the Bylaws is to be taken at a meeting of the members, the proposed change shall be mailed to each member at least seven (7) days prior to the date of the meeting at which the change is to be considered. If the proposed change is submitted to the members by written ballot, the ballot shall plainly state the date by which the ballot must be returned to Festivals for votes to count, which date must not be less than ten (10) days after the date the ballot is mailed.

ARTICLE X

Parliamentary Authority and Interpretation

- 10.01 Parliamentary Authority.** The parliamentary authority for all meetings of the Bureau's members, Board, Committees and Divisions shall be Robert's Rules of Order.
- 10.02 Interpretation.** These Bylaws shall be interpreted pursuant to the Wisconsin Nonstock Corporation Law, Chapter 181 of the Wisconsin Statutes, as said Chapter 181 may be amended from time to time.