

RESTATED AND AMENDED BYLAWS
of
MIDWEST PROFESSIONAL REPS ORGANIZATION, INC.

These Restated and Amended Bylaws will become effective on January 1, 2025, the date that the Midwest Winter Sports Representatives Association (“MWSRA”) becomes part of Outdoor Reps Association, Inc. (“ORA”) (the “Merged Organization”).

ARTICLE I
PURPOSE

The Merged Organization, the name of which shall be Midwest Professional Reps Organization, Inc. (the “Corporation”), is created and shall be operated exclusively to (i) promote cooperation and education among sales representatives who serve the outdoor recreation industry, which shall be understood to include both the winter and summer sports industries, (ii) organize trade shows and exhibits for sales representatives and manufactures who serve the outdoor recreation industry and (iii) engage in any lawful activity within the purposes for which corporations may be organized under the Wisconsin Nonstock Corporations Law, Chapter 181 of the Wisconsin Statutes and at all times shall operate consistent with the requirements of 501(c)(6) of the Internal Revenue Code of 1986 (the “Code”).

ARTICLE II
MEMBERSHIP AND DUES

II.1. Members. The Corporation has one level of membership (the “Members”). The eligibility requirements and the rights of this category of membership are described below. The Board of Directors may, by resolution, specify classes of membership with different rights and privileges than those described herein. Such classes of membership may be subject to separate fees.

II.2. Eligibility.

- (a) Sales representatives serving the outdoor recreation industry in the Midwest Region, west of the Great Lakes (the “Territory”), are eligible for membership in the Corporation. For purposes of membership, a sales representative shall be defined as a person who acts as the primary sales contact for wholesale customers on behalf of a company or brand, who regularly engages with these customers through travel or attendance at trade shows, and whose primary place of business or office is located within a contiguous region that includes the Territory.
- (b) Individuals who are employed as executives by manufacturers or distributors are eligible for membership if the manufacturer or distributor is located in the Territory and the person seeking membership also performs the duties of a sales representative as described in this Section 2.2.

- (c) The owner(s) of a manufacturer or distributor are not eligible for membership.
- (d) Individuals serving the outdoor recreation industry that do not qualify for membership under this Section 2.2 may participate in trade shows of the Corporation as guests with approval from the Executive Director or the Board of Directors.

II.3. Procedures for Membership.

- (a) Any person seeking membership shall submit an application for membership.
- (b) The applicant shall be granted a one (1) year provisional membership upon approval by the Board of Directors.
- (c) After one year of provisional membership, a provisional member shall be made a Member upon ratification by the Board of Directors.

II.4. Dues Assessment. Dues for Members shall be determined annually by the Board. Additional dues or fees may be assessed by the Board of Directors to cover additional costs related to specific activities that are undertaken by the Corporation throughout the year.

II.5. Rights of Members.

- (a) Each Member who has been a member in good standing for seven (7) days or more is entitled to one vote. A Member's right to vote shall cease upon lapse of membership for termination or suspension, consistent with Article 2.6.
- (b) Members shall be permitted to pass resolutions on matters of the Corporation. Conflicts between resolutions adopted by the membership and those adopted by the Board of Directors shall be resolved as follows:
 - (i) a resolution adopted by the membership with a simple majority of the votes cast shall prevail over a Board resolution adopted by less than two-thirds (2/3) majority of the Director votes cast and
 - (ii) a membership resolution adopted by two-thirds (2/3) majority of the votes cast shall prevail over any Board resolution.
- (c) Members shall have the right to place items on the agenda for meetings of the Board of Directors.
- (d) Provisional members shall not possess the right to vote until membership is ratified under section II.3(c) above.

II.6. Termination of Membership. Membership shall be terminated by death, voluntary resignation, failure to maintain eligibility pursuant to Section 2.2, failure to pay dues, or for good cause by an affirmative vote of two-thirds (2/3) of all Members. Any Member who ceases to be a member due to resignation, failure to maintain eligibility, or because of nonpayment of fees or dues, and wishes to become a member of the Corporation again shall reapply for membership pursuant to these Bylaws and shall be subject to all approvals, seniority assignment, and fees pertaining to new members.

II.7. Suspension of Membership. Membership may be suspended for good cause by a vote of the majority of the Board of Directors. Such suspension shall be in effect pending a vote of termination by the Members pursuant to Section 2.6 or such time as it is lifted by the Board of Directors, whichever comes first.

II.8. Seniority of Membership. The Corporation shall maintain a membership list by seniority. Seniority may be used for any lawful purpose determined by the Board of Directors, consistent with these Bylaws.

ARTICLE III MEETINGS OF MEMBERS

3.1. Annual Meeting of Members. The Corporation shall hold an Annual Meeting of Members each year at a time and place that is convenient for a significant proportion of the Members, to be fixed by the Board of Directors (typically held in association with a trade show, via an electronic medium accessible to all Members, or at another time). Members may place items on the agenda by notifying the Secretary at least three (3) days before the Annual Meeting.

3.2. Special Meetings. Special meetings of the Members may be held at the call or the request of the President, a majority of the Board of Directors, or the request of at least five percent (5%) of the Members, at a time and place to be fixed by the Board of Directors.

3.3. Attendance and Voting. The attendance at the Annual Meeting and any Special Meeting is open to all Members. Each Member has one vote on any matter submitted to the Members. Except as otherwise provided in these Bylaws, all matters submitted to the Members are determined by a majority vote of those present and voting.

3.4. Quorum. Except as otherwise provided in these Bylaws, the presence in person or by proxy of Members who have at least twenty (20%) percent of the total voting power of the Members constitutes a quorum at all meetings of the Members.

3.5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary or the Executive Director at least 24 hours before the appointed time of each meeting.

3.6. Conduct of Meetings. Procedure for membership meetings shall be governed by such rules of order that the Board of Directors may specify, except where these Bylaws provide otherwise. The President shall preside over membership meetings, unless unable to do so in which case the Vice President shall preside.

3.7. Notice of Meetings.

- (a) The Secretary shall oversee the delivery to each Member of a notice of each annual and each special meeting, stating the time and place of the meeting, and in the case of a special meeting, the purposes of the special meeting. The Executive Director may perform this function at the direction of the Secretary.
- (b) Notice of the Annual Meeting shall be given not less than thirty (30) days before the date scheduled for the meeting referred to in the notice.
- (c) Notice of any Special Meeting shall be given not less than five (5) days before the date scheduled for the meeting referred to in the notice.
- (d) Whenever any notice whatsoever is required to be given under the provisions of the Nonstock Corporation Law of the State of Wisconsin or under the provisions of the Articles of Incorporation or the Bylaws of this Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

3.8. Action by Written Ballot. An action that may be taken on a regular, annual or special meeting of the membership may be taken by written ballot without a meeting in accordance with the procedures set forth in Wisconsin Statutes, Section 181.0708.

ARTICLE IV BOARD OF DIRECTORS

4.1. General Powers. The management, control and operation of the affairs and properties of the Corporation are vested in the board of directors of the Corporation (the "Board"). The Board shall consider, promote, and transact the business of the Corporation subject to instructions of the membership, and shall make proposals to the membership for its organization and operation toward the betterment of the Corporation. The Board shall have the power to determine rules of professional conduct for Members and shall be responsible for enforcement of such rules. Enforcement powers shall include, but not be limited to, fines, suspension or alteration of member seniority, and suspension of membership pending termination by vote of the Members.

4.2. Composition of the Board.

- (a) The Board shall consist of at least five (5) but not more than thirteen (13) persons (the "Directors"). The exact number of Directors shall be determined from time to time by resolution of the Board.
- (b) The initial Board under these Restated Bylaws shall consist of all Directors currently serving on the Board of either Outdoor Reps Association or Midwest Winter Sports Reps Association, who shall serve the terms designated by resolution of the Board at the time these Bylaws

are adopted. After the initial Board of Directors, Directors shall be elected by the Members at the Annual Meeting of Members.

- (c) When vacancies among the Directors occur by reason of death, resignation, failure of qualification, removal, or otherwise, the number of Directors shall be reduced by such vacancies until qualified replacements are named by the Board.

4.3. Nominations and Election. Recommendations for Directors may be submitted by Members. The slate of Directors shall be presented to the Members at the Corporation's Annual Meeting of Members. Members shall elect the Board of Directors from this slate of nominees.

4.4. **Term.** Each Director shall serve a term of three (3) years or until such Director's successor is appointed and qualified. The terms of the Board shall be staggered so that approximately one-third (1/3) of the Director terms expire each year. Terms of Directors may be lengthened to produce this result, but no Director's term may be shortened except by resignation or removal. Unless otherwise determined by the Board, Directors may be reappointed for successive terms.

4.5. **Resignation and Removal.** A resignation by a Director must be in writing and is effective when received by the President or Secretary. Any Director may be removed from the Board for any reason by a vote of two-thirds (2/3) of the Directors or two-thirds (2/3) of the Members. Replacements shall be nominated and elected consistent with Section 4.3.

4.6. **Annual Meeting of the Board.** The annual meeting of Board shall be held in the fourth quarter of each year on such day and at such place and time as determined by the President (the "Annual Meeting"). The purpose of the Annual Meeting is to elect officers, and for the transaction of such other business as may come before the meeting.

4.7. **Regular Meetings.** The Board shall meet as needed, but no less frequently than twice a year. Regular meetings of the Board shall be held at such times as the Board may designate, at such place as the Board may designate.

4.8. **Special Meetings.** Special meetings of the Board may be called by the President or by two (2) or more Directors at such time and place as the President or Directors calling the meeting may specify.

4.9. **Quorum.** To establish a quorum of the Board, a simple majority of all the Directors must be present, provided that for those actions of the Board requiring more than a majority vote as provided in the Bylaws, the number of Directors required to take that action must be present at the meeting in order to have a quorum.

4.10. **Manner of Acting.** Except where otherwise provided by law or in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the duly authorized act of the Board.

4.11. Action without a Meeting. In accordance with Section 181.0821, Wis. Stats., any action that would be taken at a meeting of the Board, except for action pursuant to amending these Bylaws or dissolving the Corporation, may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by two-thirds (2/3) of all of the Directors, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) of all of the Directors has the same effect as a two-thirds (2/3) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions.

4.12. Compensation. Directors will not be paid compensation for their services as Directors, provided that nothing in these Bylaws will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Corporation in another capacity or reimbursement of expenses related to undertaking the Corporation's business. Directors may receive a waiver of membership fees in lieu of compensation for their service to the Corporation.

4.13. Meetings by Electronic Means of Communication. The Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided: (1) all participating Directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able immediately to send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

4.14. Notice. Notice of meetings may be given by email. Notice need not be given of regular meetings of the Board, except a regular meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a Director is to be considered requires seven (7) days' advance written notice. Reasonable efforts shall be made to give all Directors notice of the time, place, and agenda of special meetings at least seven (7) days in advance.

4.15. Director Conflict of Interest. The Board shall comply with the Conflict of Interest Policy that is attached as Exhibit A, as amended from time to time.

ARTICLE V OFFICERS

5.1. Officers. The officers of the Corporation are a President, a Vice-President, a Secretary, and a Treasurer. Officers shall be selected from among the Directors and shall be Members in good standing of the Corporation. No Director may serve in the capacity of more than two (2) officers simultaneously.

5.2. Election. The officers shall be elected every year by the Board. The initial officers shall be elected at the first meeting of the Board after the adoption of these Bylaws and

all subsequent officers shall be elected after the Annual Meeting of the Board and in accordance with these Bylaws.

5.3. Term of Office, Vacancies and Removal. Officers shall be elected for a one-year (1) term. Officers shall serve until their successors are elected. Officers may be re-elected. When vacancies occur, the Board shall elect an officer to complete the term. Officers may be removed with or without cause at any time upon the approval of a majority vote of all the Directors.

5.4. President. The President shall be the chief executive officer, shall preside at all meetings of the Board, be an ex-officio member of all committees, represent the views of the Corporation to public and private funding sources, and perform such other duties that are ordinarily the function of the office or that are assigned by the Board from time to time.

5.5. Vice-President. The Vice-President shall have such duties as determined from time to time by the Board of Directors. The Vice-President will discharge the duties of the President in the event of his or her absence or inability to act. The Vice-President will assist the President in the performance of his or her duties as the President directs, including coordinating Board meetings and annual elections.

5.6. Secretary. The Secretary shall sign documents of the Corporation from time to time as required and shall see that minutes of the meetings of the Board are taken and maintained; see that notices are duly given in accordance with the provisions of these Bylaws or as required by law and oversee custodianship of the corporate records; and shall ensure the maintenance of a membership list and furnish such membership list upon Member request. The Secretary shall perform such other duties as may be assigned to the Secretary by the Board or the President.

5.7. Treasurer. The Treasurer shall see that an adequate and accurate accounting system is maintained and that financial reports are presented to the Board. The Treasurer shall advise the Board on the handling of the Corporation's monies and investments and perform such additional duties as may be assigned to the Treasurer by the Board or the President.

**ARTICLE VI
EXECUTIVE DIRECTOR**

The Corporation is authorized to engage an Executive Director, who shall serve at the pleasure of the Board at compensation prescribed by the Board. The Executive Director shall have authority, subject to such rules as may be prescribed by the Board and consistent with the Corporation's policies, to appoint and terminate such agents of the Corporation as he or she shall deem necessary, to prescribe their powers, duties, and compensation, and to delegate authority to them. In general, the Executive Director shall have authority to execute and sign documents on behalf of the Corporation as an agent of the Corporation as set forth in the Authority Guidelines. The Executive Director shall receive notice of and attend all meetings of the Board except during those parts of meetings when the subject is the Executive Director or any issue related to the Executive Director's engagement and compensation. The Executive Director may participate in all discussions but shall have no vote.

**ARTICLE VII
COMMITTEES OF THE BOARD OF DIRECTORS**

The Board may have an Executive Committee and such other standing committees as determined by the Board. If the Executive Committee is formed, it shall consist of at least three (3) Directors and be comprised of only Directors. The Executive Committee shall have and may exercise, when the Board is not in session and without specific designation, all of the powers of the Board in the management of the affairs of the Corporation, except action with respect to election of officers or the filling of vacancies on the Board or on committees. Any other committee that does not consist entirely of Directors shall be chaired by a Director and include as many non-Director volunteers as the Board desires. Any other committee that does not consist entirely of Directors shall have only the authority delegated to it by the Board.

**ARTICLE VIII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

VIII.a. Contracts. The President may, with approval from the Board of Directors, enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The Board may authorize any other officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

VIII.b. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President and such officer(s) or agent(s) of the Corporation as set forth in Board policies. The other officers of the Corporation shall have authority under this Section 8.2 as is from time to time to be determined by the Board and set forth in Board policies.

VIII.c. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board designates.

VIII.d. Books and Accounts. The Corporation shall keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board and its committees. In addition, the Corporation shall cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

VIII.e. Nondiscrimination Policy. The Corporation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

ARTICLE IX INDEMNIFICATION, LIMITED LIABILITY AND INSURANCE

9.1. Indemnification. The Corporation shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each Director and officer of the Corporation against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because he or she was a Director or officer 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 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 because he or she was an employee of the Corporation. The Corporation may, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify, reimburse, or advance expenses of Directors, officers, or employees.

9.2. Limited Liability of Directors, Officers. Except as provided in Subsections (2) and (3) of Wisconsin Statutes Section 181.0855, a Director or officer is not liable to the Corporation, its members or creditors, or any person asserting rights on behalf of the Corporation, its members or creditors, or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a Director or officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

- (a) A willful failure to deal fairly with the Corporation or its members in connection with a matter in which the Director or officer has a material conflict of interest;
- (b) A violation of criminal law, unless the Director or officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful;
- (c) A transaction from which the Director or officer derived an improper personal profit or benefit; or
- (d) Willful misconduct.

9.3. Limited Liability of Volunteers. Except as provided in Section 181.0670(3), Wis. Stats., a volunteer (as defined in Section 181.0670, Wis. Stats.) is not liable to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or

omission as a volunteer, unless the person asserting liability proves that the act or omission constitutes any of the following:

- (a) A violation of criminal law, unless the volunteer had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;
- (b) Willful misconduct;
- (c) If the volunteer is a director or officer of the corporation, an act or omission within the scope of the volunteer's duties as a director or officer;
- (d) An act or omission for which the volunteer received compensation or any thing of substantial value instead of compensation; or
- (e) Negligence in the practice of a profession, trade or occupation that requires a credential, as defined Wisconsin Statutes Section 440.01 or other license, registration, certification, permit or approval, if the volunteer did not have the required credential, license, registration, certificate, permit or approval at the time of the negligent act or omission.

9.4. Purchase of Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, to the extent that such director or officer is insurable and such insurance coverage can be secured by the Corporation at rates and in amounts and subject to such terms and conditions as shall be determined in good faith to be reasonable and appropriate by the Board of Directors of the Corporation, and whose determination shall be conclusive, against liability asserted against or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article IX.

ARTICLE X FISCAL YEAR AND TERM YEAR

The fiscal year of the Corporation is the calendar year. The terms of the officers and Directors shall be the same as the fiscal year, unless otherwise determined by the Board.

ARTICLE XI AMENDMENTS TO THE BYLAWS

XI.a. By Directors. The Board of Directors may recommend amendments to these Bylaws for Member action per Section 11.2, upon the vote of two-thirds (2/3) of the Directors then in office, provided that a statement of the nature of the proposed amendment is included in the notice of such meeting.

XI.b. By Members. These Bylaws may be amended or repealed and new Bylaws may be adopted by two-thirds (2/3) of the Members present at an Annual or special meeting, provided

that notice of the meeting is given stating the proposed amendment, repeal or new Bylaws to be considered.

**ARTICLE XII
DISSOLUTION**

The Corporation shall be dissolved or subject to merger or any other form of corporate restructuring upon the approval of the Board, two-thirds (2/3) of all Members, and any third person whose approval is required by the Articles of Incorporation. Upon dissolution, the assets shall be distributed in accordance with the Corporation's Articles of Incorporation.

Adopted this ____ day of _____, 2024.

Printed name:

Title: