

BYLAWS OF NORTHEAST WISCONSIN OUTDOORS, INC.

ARTICLE I

NAME

The name of the corporation is Northeast Wisconsin Outdoors, Inc., also abbreviated NEW Outdoors, hereinafter called the Corporation.

ARTICLE II

OFFICES

Section 1. Principal Office.

The Corporation shall maintain an office within the State of Wisconsin and may have other offices within or without the United States as may be designated from time to time by the Board of Directors.

Section 2. Registered Office and Registered Agent.

(a.) The Corporation shall maintain a registered office and registered agent in the State of Wisconsin. The address of the initial registered office in the State of Wisconsin and the name of the initial registered agent of the Corporation at such address are set forth in the Articles of Incorporation. The identity and address of the registered agent may be changed from time to time by notifying the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Nonstock Corporation Law (the "WNCL").

(b.) In the event the Corporation desires to qualify to do business in one or more States other than Wisconsin, the Corporation shall designate the location of the registered office in each such State and designate the registered agent for service of process at such address in the manner provided by the law of the State in which the Corporation elects to be qualified.

ARTICLE III

PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of I.R.C. Section 501(c)(3). Such purposes may include, but are not limited to: (1) expanding awareness of the outdoors through providing educational and recreational opportunities for the public; (2) enhancing public access to such outdoor recreational opportunities; and (3) improving natural resource utilization and environmental conditions. The Corporation may carry out its purposes directly or by making gifts, grants or other payments to other qualifying organizations, as well as distributions in accordance with the WNCL. In these Articles, the term "I.R.C." means the Internal Revenue Code of 1986 as amended and references to provisions thereof are to such provisions as from time to time may be amended and to corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV

ACTIVITIES AND RESTRICTIONS

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or Director of the Corporation.

Section 2. No part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. Section 501(c)(3). The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or Director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation, contributions to which are deductible under I.R.C. Section 170(c)(2).

ARTICLE V
MEMBERSHIP

Section 1. Members.

This corporation shall have no members, as that term is defined by the WNCL, and shall be governed solely by its Board of Directors (hereinafter referred to as the "Board").

Section 2. Non-Voting Members.

The Board may adopt policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the Corporation. Such associate or other members are not "members" of the Corporation as defined by WNCL.

- (a.) Fees, and privileges commensurate with the fees for associate members or other designated members shall be established annually by the Board.
- (b.) An associate member or other designated member can be suspended or expelled with or without cause by affirmative vote of two-thirds (2/3) of all the Directors of the Board. The Board may, by a majority vote of those present at any regular or special meeting of the Board, terminate the membership of anyone who becomes ineligible for membership as an associate member or other designated member, or suspend or expel any such member who shall be in default in the payment of fees.
- (c.) Any associate member or other designated member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve such member so resigning of the obligation to pay any fees or other charges theretofore accrued and unpaid.
- (d.) Any individual or entity admitted as an associate member or other designated member shall remain in said position for term of one (1) year, or until their earlier resignation, removal, or death.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. Responsibility.

Except as otherwise provided by the Articles of Organization or by the Bylaws, the powers of the Corporation shall be exercised, its property shall be controlled, and its affairs shall be conducted by the Board. The Board may delegate management of the activities and affairs of the Corporation to any person or persons or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. Composition.

The Board shall consist of not less than three (3) nor more than nine (9) members. The Board shall set the exact number of members by majority resolution. The initial number of Directors shall be seven (7).

Section 3. Term and Staggering.

Each Director shall hold office for a term of three (3) years, or until his or her successor has been elected. Directors may be elected for no more than two (2) consecutive full terms after which there must be a lapse of one year before he or she is eligible for re-election. An individual who serves more than one-half of a term shall be deemed to have served for a full term for these purposes. Each person elected by the Incorporators at the organizational meeting of the Corporation shall be a member of the Initial Board of Directors and the term of the members of the Initial Board of Directors should be staggered so that the terms of approximately one-third of them expire each year. The Board may use any reasonable method to allocate the initial terms of Directors to establish the staggering of terms.

Section 4. Method of Election.

Directors of the Corporation shall be elected at the annual meeting of the Board of Directors, except for the Initial Board of Directors shall be elected as provided in Section 3 immediately above. Candidates must be present at the annual meeting and must be nominated by a member of the current Board. Election shall be by a simple majority of the Board. The Director(s) whose term(s) is(are) expiring shall not be eligible to vote for or against an incoming Board member and shall not be counted in determining a quorum.

Section 5. Attendance at Board Meetings.

Directors are expected to attend all meetings of the Board. Directors should notify the President or Secretary in advance of any expected absences. Three or more absences shall constitute grounds for removal from office.

Section 6. Vacancies.

Any vacancy in the office of a Director, whether by reason of death, resignation, removal, or otherwise, shall be filled by the remaining Directors at a duly held meeting of the Board.

Section 7. Resignation.

Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Corporation. Such resignation shall be effective at the time specified therein, and acceptance of such resignation shall not be necessary to make it effective.

Section 8. Removal.

Any Director may be removed from office with or without cause by a two-thirds (2/3) vote of the Board, except the Director in question shall not be counted in determining the required vote or quorum for holding the meeting.

Section 9. Voting Rights.

Each Director shall be entitled to one (1) vote on all matters before the Board. There shall be no voting by proxy.

Section 10. Annual Meetings.

The Board shall hold an annual meeting during the first quarter of each calendar year, at a time and place to be set by the Board. The annual meeting shall be held for the purposes of organizing the Board, filling any vacancies, electing officers, and transacting such other business as may come before the meeting.

Section 11. Regular Meetings.

Regular meetings of the Board shall be held from time to time in a place as the Board shall determine.

Section 12. Special Meetings.

Special meetings of the Board for any purpose or purposes may be called by any Board member, and shall be held at such place, and on such date and at such time as may be reasonably designated in the notice of such meeting.

Section 13. Notices.

At least forty-eight (48) hours notice of regular and special meetings and at least two (2) weeks notice of annual meetings shall be given to each Director.

Notice of any annual, regular, or special meeting of Directors, and any other notice required to be given under these Bylaws or the WNCL may be communicated in person, by telephone, electronic mail, facsimile or other form of wire or wireless communication, or by mail or private carrier, and, if these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication. Oral notice is effective when communicated. Written notice is effective at the earliest of the following: (a) when received; (b) when deposited in the U.S. Mail, if mailed postpaid and correctly addressed; or (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Section 14. Quorum.

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 if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 15. Meetings by Telephone or other Communication Technology.

(a) Any or all Directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of, telephone or any other means of communication by which either: (i) all participating Directors may simultaneously hear each other during the meeting or (ii) 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. Such Director planning on attending the meeting other than in person shall notify the President or the Secretary at least 24 hours in advance and fully cooperate in setting up the electronic arrangements.

(b) If a meeting will be conducted through the use of any means described in subsection (a), 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 by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 16. Action by Written Consent of Directors Without a Meeting.

Any action required or permitted to be taken at a Board meeting may be taken without a meeting by written action signed by two-thirds (2/3) of the Directors then in office. All Directors shall receive written notice of any action so taken, and the written action is effective on the date specified in the written consent or on the fifth (5th) day after the date on which written notice is given, whichever is later.

Section 17. Manner of Acting.

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 the WNCL, the Articles of Incorporation, or By-Laws of the Corporation.

Section 18. Presumption of Assent.

A Director of the Corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a 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.

Section 19. Fees and Compensation.

Directors and members of committees excluding officers shall receive no compensation for their services. However, they shall be entitled to receive such just and reasonable reimbursement of expenses as may be determined by the Board. The majority of the Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, the salaried individuals can not vote on their own compensation and the Board will make those compensation decisions.

Section 20. Conflict of Interest.

(a) Each Director shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the Board.

(b) No contract or other transaction between the Corporation and one (1) or more of its Directors or between the Corporation and any other corporation, partnership, association or other organization in which one (1) or more of the Directors of the Corporation are Directors or officers or are financially interested, shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors are present at or participate in the meeting of the Board of Directors or a committee thereof which authorized, approves or ratifies such contract or transaction or solely because his or her or their votes are counted for such purpose, if: (i) The material facts as to the Director's relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or committee, and the Board of Directors or committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or (ii) The contract or transaction is fair as to the Corporation at the time it is authorized, approved or ratified by the Board of Directors, or a committee of the Board of Directors.

(c) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Section 22. Self-Dealing.

In the exercise of voting rights by members of the Board, no individual shall vote on any issue, motion, or resolution which directly or indirectly inures to his or her benefit financially except that such individual may be counted in order to qualify a quorum and, except as the Board may otherwise direct, may participate in the discussions of such an issue, motion or resolution if he or she first discloses the nature of his or her interest as required by the WNCL.

Section 23. Contracts.

The Board, except as in these Bylaws or otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable for any purpose without specific authorization from the Board by unanimous vote.

ARTICLE VII **OFFICERS**

Section 1. Officers.

The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be a Director. Officers shall attend meetings of the Board, its Executive Committee, and any other committee of which they are members. The Board may establish such other officers as it shall deem advisable. Additional officers so elected shall hold office for such period and shall have such power and duties as the Board may from time to time authorize. When the duties do not conflict, one person, other than the President, may hold more than one of these offices.

Section 2. Election.

The officers of the Corporation shall be elected by the Board at its annual meeting. The Board may accept suggestions for nominations for officers from any Director, and officers shall be elected by majority of the Directors present and voting. Each officer shall hold office for one (1) year at the pleasure of the Board, or until his or her successor shall be selected and qualified to serve. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled for the unexpired term at any meeting of the Board, and the officer so elected shall hold office and serve until the next annual meeting of the Board.

Section 3. Removal and Resignation.

Any officer may be removed, either with or without cause, by a two-thirds (2/3) vote of the Directors at any regular or special meeting of the Board, or, except in the case of an officer elected by the Board, by any officer upon whom such power of appointment and removal may be conferred by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Duties.

The officers of the Corporation shall have the following duties:

(a) **President.** The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the day to day business and affairs of the Corporation. Unless there is a Board Chairman, the President shall, when present, preside at all meetings of the Board. The President shall prepare an agenda for all meetings of the Board of Directors, and shall include in such agenda all matters which would be anticipated to arise at the meeting, in addition to any matter requested to be included therein by a Director. 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 he or she shall deem necessary, 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. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board from time to time.

(b) **Vice President.** In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board. The Vice President may, by his or her election, have charge and supervision of designated portions of the Corporation's affairs.

(c) Secretary. The Secretary shall: (i) keep the minutes of the Board meetings in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the Corporation if one is authorized by the Board, in which case the Secretary shall see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; and (iv) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.

(f) Treasurer. The Treasurer shall: (i) have the oversight responsibility for all funds and securities of the Corporation, and for moneys due and payable to the Corporation from any source whatsoever, including the deposit of such moneys in name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (ii) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

Section 3. Other Assistants and Acting Officers.

The Board of Directors shall have the power to appoint any person to act as assistant to any officer, 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 so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 7. Compensation.

At the discretion of the Board, Officers of the Corporation shall be permitted to receive compensation for serving as officers, and may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Corporation. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board.

ARTICLE VIII **COMMITTEES**

Committees of the Board shall be standing or special. Each committee shall exercise such power and carry out such functions as are designated by these Bylaws or as delegated by the Board from time to time, shall keep minutes of its meetings, and shall report to the Board concerning its activities. The Chair of each committee, with the approval of the Committee, may appoint special subcommittees, subject to approval by the Executive Committee.

Section 1. Membership and Appointment.

Unless otherwise specified in these Bylaws, each committee shall consist of as many members as the Board shall from time to time determine and such non-Board members as the Board may elect to such committee. The Chair of each standing committee shall be appointed annually by the the Board. Ad hoc or special committees may be created by the President, with the approval of the Executive Committee. Each committee chair shall appoint other members of the committee, subject to approval by the Executive Committee. The Chair of each committee, and such members as designated in these Bylaws shall be Directors. Other committee members may, but need not be Directors. When deemed necessary, nonvoting consultants may be called to participate in a committee meeting.

Section 2. Quorum and Meetings.

A majority of the members of a committee shall constitute a quorum at any meeting of that committee. Each committee shall meet as often as is necessary to perform its duties.

Section 3. Vacancies.

Vacancies in any committee shall be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

Section 4. Expenditures.

Except as may otherwise be provided by the Board or by these Bylaws, any expenditure of Corporate funds by a committee, except the Executive Committee, shall require prior approval of the Board.

Section 5. Executive Committee.

The Executive Committee shall include the President, who shall preside at its meetings, the Vice-President, the Secretary, and the Treasurer of the Corporation. The Board may elect other members to the Executive Committee, provided that no more than two (2) such additional members be elected, and provided further that all members of the Executive Committee are Directors. The Executive Committee shall meet at least quarterly. The Executive Committee shall have the power to transact all regular business of the Corporation during the intervals between meetings of the Board, subject to any prior limitation imposed by the Board or by the WNCL. The Executive Committee shall also have and exercise such powers and perform such duties as specifically prescribed by these Bylaws or by the Board. The Executive Committee shall not authorize any action which will obligate the Corporation for an amount in excess of that amount which is established from time to time by the Board. The Executive Committee shall not have the power to adopt the budget or take any action which is contrary to or a substantial departure from the directions established by the Board or which represents a major change in the affairs, business, or policy of the Corporation. Minutes of the Executive Committee meetings shall be submitted to the Board, and its actions shall be subject to approval or disapproval at the next regular meeting of the Board.

Section 6. Audit Committee.

The Audit and Accounting Committee shall be a standing committee responsible for independently reviewing any audit and accounting practices of the Corporation books and records as may be required by the Board.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Corporation shall end on December 31 of each year.

ARTICLE X
INDEMNIFICATION

Section 1. Mandatory Indemnification.

The Corporation shall, to the fullest extent permitted or required by the WNCL, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all liabilities and advance any and all reasonable expenses, incurred thereby in any proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which such Director or Officer may be entitled under any written agreement, Board resolution, the WNCL or otherwise. All capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 181.041 of WNCL.

Section 2. Permissive Supplementary Benefits.

The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against liabilities and advancement of expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not the Corporation would be obligated to indemnify or advance expenses to such Director, Officer, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Section 3. Continued Coverage.

The indemnification provided by, or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of that person's respective heirs, executors, administrators and assigns.

ARTICLE XI
CORPORATE ACTS, LOANS AND DEPOSITS

Section 1. Corporate Acts.

For amounts of five hundred dollars (\$500) or less, each of the President and Treasurer shall have authority to sign, execute and acknowledge on behalf of the Corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business, or which shall be authorized by resolution of the Board, and for amounts over five hundred dollars (\$500), any two of the President or Treasurer and any other officer of the Corporation shall jointly have such authority. Except as otherwise provided by the WNCL or directed by the Board, the President may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of the Corporation, provided, however, that an attestation is not required to enable a document to be an act of the Corporation.

Section 2. Loans.

No money shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. 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, investment firms or other depositories as the Board may select.

Section 3. Gifts.

The Board may accept, on behalf of the Corporation, any contribution, gift, bequest, or device for the general purposes of or for any special purposes of the Corporation.

ARTICLE XII
BOOKS AND RECORDS

Section 1. Books and Records.

Correct and complete books and records of accounts shall be kept at the Corporation's registered office or principal place of business. These records shall include a copy of the Articles of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board and any committees relating thereto.

The Corporation shall keep at its registered office or principal place of business, a record of the name, address, telephone number, facsimile number and electronic mail address of each Director, together with the date of any withdrawal or termination of such Director's duties. Each board Director shall be responsible for notifying the Corporation of changes to such Director's address, telephone number, facsimile number or electronic mail address.

Section 2. Director's Inspection Rights.

Any Director, upon written request, and in a form acceptable to the Board of Directors, shall have the right to examine, in person or by agent or attorney, at any time during the Corporation's customary hours for business, for any proper purpose as determined by the Board, the Corporation's records and books.

Section 3. Audits.

An annual outside audit of the Corporation's books and records will be conducted unless a two-thirds (2/3) vote of the Directors waives this requirement.

ARTICLE XIII
DISSOLUTION

Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV
AMENDMENTS

These Bylaws may be amended or repealed, or new Bylaws may be adopted, by the two-thirds (2/3) vote of the Directors present and voting at any duly held meeting of the Board, or by two-thirds (2/3) written consent of the Directors.

ARTICLE XV
PARLIAMENTARY AUTHORITY

No set of Bylaws can cover all circumstances. In the event of an issue arising which is not covered by the Bylaws, the issue will be decided using the current edition of Robert's Rules of Order on the basis of fairness, the good of the Corporation, and common sense.

Certified as a true and correct copy of the Bylaws adopted on the 16th day of August, 2010, by the Board of Directors of Northeast Wisconsin Outdoors, Inc.

David Weber, Secretary