

11/19/2020

**BYLAWS OF UNITED STATES LOG ROLLING ASSOCIATION, INC.
ARTICLE I OFFICES**

1.01. Principal and Business Offices. The principal office of the Corporation required by the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical with the registered office of the Corporation, and the address of the Corporation's principal office may be changed from time to time by the Board of Directors. The business office of the Corporation may be, but need not be, identical to such principal office and may be changed as the Board of Directors may designate or as the business of the Corporation may require from time to time.

1.02. Office of the Registered Agent. The office of the registered agent of the Corporation required by the Wisconsin Statutes to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office of the Corporation in the State of Wisconsin, and the address of the office of the registered agent may be changed from time to time by the Board of Directors or by the registered agent. The business office of the registered agent of the Corporation shall be identical to such registered office.

**ARTICLE II
PURPOSES**

The purpose or purposes of this Corporation shall be as set forth in the Articles of Incorporation. The Corporation shall be a member of no more than one international sports federation that governs a sport included on the program of the Olympic Games or the PanAmerican Games.

ARTICLE III
MEMBERS

3.01 Classes of Membership. Subject to 3.02, membership in the Corporation shall be open to (i) any individual who is an athlete, coach, trainer, manager, administrator, or official active in the sport of log rolling, (ii) any sports organization that conducts programs intended to promote the sport of log rolling or (iii) any other individual or entity that actively supports and promotes the purpose or purposes of the Corporation. The Corporation shall have five classes of members of the Corporation ("Members") as set forth below:

(a) Professional Members. Professional Members shall include only athletes who are actively engaged in professional athletic competition in the sport of log rolling.

(b) Certified Judges. Certified Judges shall include individuals who officiate log rolling competitions.

(c) Associate Members. Associate Members shall include any individual interested in actively supporting and promoting the purpose or purposes of the Corporation who otherwise meets the eligibility requirements as set forth by the Board of Directors. This would include non-professional log rollers.

(d) Honorary Life Members. Honorary Life Members shall include persons who have rendered notable service to the Corporation and to the sport of log rolling by furthering in an exceptional manner the sport's preservation, promulgation and public image. Membership as an Honorary Life Member shall be granted upon the written recommendation of any member of the corporation, seconded by another member, followed by an affirmative vote of a three-fourths (3/4) supermajority of the members at an annual meeting of the members in accordance with Section 4.07. Honorary Life Members shall be entitled to all of the privileges of membership in the Corporation, but shall have none of the obligations of membership.

(e) Sustaining Members. Sustaining Members shall include persons or entities that support the Corporation by donating financial resources, logistical support, or in-kind contributions to the Corporation.

3.02 Eligibility for Membership. The granting of membership in the Corporation shall be open to any individual or entity regardless of race, color, age, religion, gender, handicapping condition, national origin, sexual orientation, political beliefs, or appearance, provided such individual or entity completes and submits a membership application to the Board, pays to the Corporation any membership dues required under Section 3.04, and otherwise meets the eligibility requirements for membership in each class as reasonably determined by the Board.

3.03 Membership Voting. Subject to Section 4.03, every member who is fifteen years of age or older on January 1 of a year in which a vote occurs and is a Professional Member, Certified Judge, Associate Member or Honorary Life Member is entitled to one vote. Any member who is under 15 years of age, may have a parent/guardian vote on their behalf. Sustaining Members are not entitled to vote.

3.04 Membership Dues and Benefits. The Board may establish membership dues and benefits of membership, review the dues and benefits periodically, and may create differential fees within the various classes of members as it may deem necessary or appropriate.

3.05 Annual Meeting of the Members. The Board of Directors shall annually convene a meeting of the association's members. The annual meeting may occur on the same date and location as the Annual Meeting of the Board of Directors as described in Section 4.07 or on such other date and location as the Board may designate, or, if the Board shall fail to so designate, as designated by the President of the Corporation. At each Annual Meeting of the Members, the

officers shall report on the activities and financial condition of the Corporation.

ARTICLE IV BOARD OF DIRECTORS

4.01. General Powers; Number of Directors; Age qualification. The business and affairs of the Corporation shall be managed by its Board of Directors (the "Board"). The number of directors of the Corporation shall be not less than six(6) and not more than nine(9). Each director shall be eighteen years of age or older.

4.02. Director Classes and Terms. The directors shall be divided into two classes: Professional and non-professional members. Professional members shall be represented by not less than two(2) and not more than one less than half of the board membership. Non-professional members can be associate members and not more than two(2) corporate members. Directors shall be elected for a three-year term in accordance with Section 4.03. A director shall hold office until December 31 of the year in which his or her term expires and until his or her successor are elected and shall qualify, subject, however, to prior death, resignation, retirement or removal from office.

4.03. Election of Directors. Upon expiration of any director(s)' term in office, the successor director(s) shall be elected to the Board by receiving the most Ballots cast in that election. All votes under this Section 4.03 shall be by written or electronic ballots (the "Written Ballots"), which may include ballots distributed and returned by e-mail or comparable, distributed to the appropriate Members by the Board and returned by such Members to the Secretary of the Corporation on or before a deadline specified by the Board (the "Deadline"). The Ballots shall contain both a list of candidates as determined by the Board of Directors and a space for write-in candidates. A candidate that receives the greatest number of votes as evidenced by the Ballots received by the Secretary of the Corporation on or prior to the Deadline shall be elected as a director. The Board shall take reasonable action to encourage the election by the Members of both male and female directors.

4.04. Vacancies. Upon a vacancy resulting from a director's death, resignation, retirement or removal from office, a successor director shall be appointed by affirmative vote of a majority of the directors and any director so appointed shall have the same remaining term as his or her predecessor.

4.05. Removal and Resignation. A director may be removed from office for cause by the affirmative vote of a majority of the directors then in office. Any director who fails to attend three (3) or more scheduled meetings of the Board during any twelve (12) month period may be removed from the Board. A director may resign at any time by filing his or her written resignation with the President of the Corporation.

4.06 Initial Directors. The initial directors shall be:
Class A: [____]; Class B: [____]; Class C: [____].

4.07. Annual Meetings. The Annual Meeting of the Board of Directors shall be held in June, July or August of each year on a date and at a place to be decided by the Board of Directors, or, if the Board of Directors shall fail to so designate, as designated by the President of the Corporation. At each Annual Meeting of the Board of Directors, the directors shall (i) report on the activities and financial condition of the Corporation (ii) discuss plans for the following year.

4.08. Regular Meetings. The Board of Directors may provide, by resolution, the time and place, within the United States of America, for the holding of regular meetings without other notice than such resolution. The Board of Directors shall meet at least four (4) times during the year with the annual meeting counting as one of the meetings.

4.09. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Vice President or any two directors. The person or persons calling any special meeting of the Board of Directors may fix any place within the United States of America, as the place for holding any special meeting of the Board of Directors, and if no other place is fixed the place of meeting shall be the principal business office of the Corporation.

4.10. Notice and Waiver. Notice of annual and special meetings of the Board of Directors shall be given in writing not less than forty-eight (48) hours prior to the time of the meeting. Notwithstanding the above, notice of any meeting at which the Bylaws are to be amended shall be in writing ten (10) days prior to the meeting. Whenever any notice whatever is required to be given to any director of the Corporation under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at anytime, 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 such notice of such meeting, except where a director attends a meeting and objects there at to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at any special meeting of the Board of Directors shall 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 has been fixed by a duly adopted resolution of the Board of Directors.

4.11. Quorum. Except as otherwise provided by law, by the Articles of Incorporation or these Bylaws, a majority of the 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 directors present (though less than a quorum) may adjourn the meeting from time to time without further notice.

4.12. 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.

4.13. Conduct of Meetings. The President, or 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 chair of the meeting. If the Secretary of the Corporation is absent at any meeting of the Board, the chair of the meeting may appoint any director or other person to act as secretary of the meeting.

4.14. Compensation. No compensation shall be paid to any director for serving as a member of the Board of Directors, except that a director may be reimbursed for expenses actually incurred by such director in carrying out any activity of this Corporation which is within the scope of its purposes as set forth in Article II of these Bylaws.

4.15. 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 he or she is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or 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.

4.16. Committees. The Board of Directors, by resolution adopted by a majority of directors then in office, may establish such committees as it shall deem necessary and desirable to enable the Corporation to carry out its purposes. Any such committee may exercise the powers of the Board with respect to the management of the affairs of the corporation, except for electing officers or the filling of vacancies on the Board or on committees created under this Section 4.16; provided however, that any such committee so exercising the powers of the Board shall consist of three (3) or more directors elected by the Board. Any committee that does not consist of three (3) or more in elected by the Board, may not exercise any powers of the Board, but may advise and make recommendations to the Board or the officers on any matter. 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.

4.17. Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing setting forth the actions so taken, shall be signed by all the directors then in office.

4.18. Telephonic Meetings. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors or a committee of the Board of Directors at a meeting or by resolution may be taken in a meeting through the use of any means of communication by which (a) all participating directors may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately

transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors.

4.19 Conflict of Interest. Members of the Board shall not conduct private business in any manner that places them at a special advantage because of their association with the Corporation. In providing advice to the Corporation involving transactions of a nature that may be related to the business or profession of a member, the quality and cost of services shall have priority and be managed in an objective and customarily competitive manner. In case of a clear conflict of interest, the member of the Board will be excused from voting on an item so constituted.

ARTICLE V CORPORATE OFFICERS

5.01. Number and Qualifications. The officers of the Corporation shall be the President, the Vice President, the Secretary, and the Treasurer and such other officers as determined by the Board of Directors. Officers shall be elected by the Board of Directors, but need not be members of the Board of Directors. No officer may simultaneously serve as an officer of any other sports organization recognized as a national governing body of such sport.

5.02. Election and Term of Office. Except as otherwise provided herein, the officers of the Corporation shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors described in Section 4.07 for a one (1) year term beginning on each January 1 following the Annual Meeting of the Board of Directors. Notwithstanding the previous sentence, each officer shall hold office until a successor shall have been duly elected and qualified 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.

5.04. Vacancies. A vacancy in any 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 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 he or she shall deem necessary to carry out the purposes of the Corporation as set forth in Article II of these Bylaws, 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. The President shall be the staff to the Board of Directors and shall attend all meetings of the Board of Directors. In general, he or she 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. In the absence of the President or in the event of the President's death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, 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 and have such authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Directors. The execution of any instrument of the Corporation by any Vice President shall be conclusive evidence, as to third parties, of his or her authority to act in the stead of the President. 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 accord with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep contact information of each director which shall be furnished to the Secretary by such director; (e) receive the Ballots related to the election of directors as set forth in Section 4.03 and certify the results thereof and (f) 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 or 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, including management of the books and financial records of the Corporation, and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him or 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 or 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 he or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

ARTICLE VI
NO DISCRIMINATION/
DETERMINATIONS OF INELIGIBILITY

6.01. No Discrimination. The Corporation shall take such actions as are necessary and appropriate to ensure that the Corporation provides equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in amateur athletic competition, without discrimination on the basis of race, color, religion, sex, age, or national origin. The Corporation shall take such actions as are necessary and appropriate to provide equitable support and encouragement for participation by women where separate programs for male and female athletes are conducted on a national basis.

6.02. Determinations of Ineligibility. In all instances in which the Corporation seeks to deny an amateur athlete, coach, trainer, manager, administrator, or official eligibility to participate in an amateur athletic competition, such amateur athlete, coach, trainer, manager, administrator, or official shall be entitled to:

- (a) Notice of the specific charges or alleged violations in writing and possible consequences if the charges are found true;
- (b) Reasonable time between receipt of the notice of charges and the hearing within which to prepare a reasonable defense;
- (c) The right to have the hearing conducted at such a time and place so as to make it practicable for the person charged to attend;
- (d) A hearing before a disinterested and impartial body of fact finders;
- (e) Notice of identity of adverse witnesses provided in advance of the hearing;
- (f) The right to be assisted in the presentation of one's case at the hearing, including the assistance of legal counsel, if desired;
- (g) The right to call witnesses and present oral and written evidence and argument;
- (h) The right to confront and cross-examine adverse witnesses;
- (i) The right to have a record made of the hearing if desired;
- (j) The burden of proof shall be on the proponent of the charge, of which the burden shall be at least a "preponderance of the evidence";
- (k) A written decision, with reasons based solely on the evidence of the record, handed down in a timely fashion;
- (l) Written notice of appeal procedures, if the decision is adverse to the person charged and prompt and fair adjudication of the appeal.

ARTICLE VII

SEAL

The Corporation shall have no corporate seal.

ARTICLE VIII
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted, by a majority vote of the Board of Directors at two consecutive meetings of the Board of Directors at which a quorum (which, for this purpose, shall constitute a two-thirds majority of the number of directors then in office) is in attendance.

ARTICLE IX DISSOLUTION

The Corporation may be dissolved, subject to a majority vote of the Board of Directors of the Corporation. 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, dispense of all the remaining assets of the Corporation as set forth in the Articles of Incorporation.

ARTICLE X INDEMNIFICATION

10.01. Indemnification for Successful Defense. Within 20 days after receipt of a written request pursuant to Section 10.03, the Corporation shall indemnify a director or officer, to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the director or officer was a party because he or she is a director or officer of the Corporation.

10.02. Other Indemnification.

(a) In cases not included under Section 10.01, the Corporation shall indemnify a director or officer against all liabilities and expenses incurred by the director or officer in a proceeding to which the director or officer was a party because he or she is a director or officer of the Corporation, unless liability was incurred because the director or officer breached or failed to perform a duty he or she owes to the Corporation and the breach or failure to perform constitutes any of the following:

- (1) A willful failure to deal fairly with the Corporation in connection with a matter in which the director or officer has a material conflict of interest.
- (2) A violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or not reasonable cause to believe his or her conduct was unlawful.
- (3) A transaction from which the director or officer derived an improper personal profit.
- (4) Willful misconduct.

(b) Determination of whether indemnification is required under this Section shall be made by the Board of Directors.

(c) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the director or officer is not required under this Section.

10.03. Written Request. A director or officer who seeks indemnification under Sections 10.01 or 10.02 shall make a written request to the Corporation.

10.04. Nonduplication. The Corporation shall not indemnify a director or officer under Sections 10.01 or 10.02 if the director or officer has previously received indemnification or allowance of expenses from any person, including the Corporation, in connection with the same proceeding. However, the director or officer has no duty to look to any other person for indemnification.

10.05. Indemnification Under Wisconsin Statutes. To the extent indemnification is extended under this Article X to any director, officer or employee otherwise entitled to indemnification under Wisconsin law, the indemnification provisions hereunder shall be secondary and subordinate to such state indemnification and shall be administered in such a way as to avoid overlapping or duplicating the costs of defense or payment of judgments.

10.06. Nonexclusivity.

(a) Except as provided in subsection (b), Sections 10.01 and 10.02 do not preclude any additional right to indemnification or allowance of expenses that a director or officer may have under any of the following:

(1) The Articles of Incorporation.

(2) A written agreement between the director or officer and the

Corporation. (3) A resolution of the Board of Directors.

(b) Regardless of the existence of an additional right under subsection (a), the Corporation shall not indemnify a director or officer, or permit a director or officer to retain any allowance of expenses unless it is determined by or on behalf of the Corporation that the director or officer did not breach or fail to perform a duty he or she owes to the Corporation which constitutes conduct under Section 10.02(a). A director or officer who is a party to the same or related proceedings for which indemnification or an allowance of expenses is sought may not participate in a determination under this subsection.

(c) Sections 10.01 to 10.12 do not affect the Corporation's power to pay or reimburse expenses incurred by a director or officer in any of the following circumstances:

(1) As a witness in a proceeding to which he or she is not a party.

(2) As a plaintiff or petitioner in a proceeding because he or she is or was an employee, agent, director or officer of the Corporation.

10.07. Indemnification of Employees or Agents. The Corporation may indemnify and allow reasonable expenses of an employee or agent who is not a director or officer to the extent provided by the Articles of Incorporation or Bylaws, by general or specific action of the Board of Directors or by contract.

10.08. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is an employee, agent, director or officer of the Corporation against liability asserted against or incurred by the individual in his or her capacity as an employee, agent, director or officer, regardless of whether the Corporation is required or authorized to indemnify or allow expenses to the individual against the same liability under Sections 10.01 and 10.02.

10.09. Liberal Construction. In order for the Corporation to obtain and retain qualified directors and officers, the foregoing provisions shall be liberally administered in order to afford maximum indemnification of directors and officers and, accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent or public policy.

ARTICLE XI
DEFINITIONS

11.01. In these Bylaws:

(a) "Log rolling" includes related sports such as boom running and speed birling as the Board of Directors may designate.

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