

**BYLAWS  
OF  
WISCONSIN ATHLETIC TRAINERS' ASSOCIATION, INC.**

**ARTICLE I**

**General**

**Section 1: Name and Location:** The name of the corporation shall be the "WISCONSIN ATHLETIC TRAINERS' ASSOCIATION, INC.", hereinafter referred to as "W.A.T.A.I." or the "Corporation." The Corporation may have such principal and other business offices as the Board of Directors may designate from time to time.

**Section 2: Purpose of Corporation:** The purposes of W.A.T.A.I. shall be as set forth in the Articles of Incorporation of the Corporation.

**Section 3: Solicitation and Receipt of Gifts:** The Corporation shall seek gifts, contributions, donations and bequests (herein generally called "gifts") for its purposes. While W.A.T.A.I. specifically encourages unrestricted gifts whose principal and/or income therefrom may be used for the Corporation's purposes at the direction of the Board of Directors, the Board of Directors will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or otherwise conforms with these bylaws, the purposes for which the Corporation is formed, and any other guidelines established by law and the Board of Directors for such restricted gifts.

**ARTICLE II**

**Members**

**Section 1: Classes:** There shall be three (3) classes of membership. No individual shall be eligible for more than one class of membership at one time.

(a) **Certified:** Person certified by the Board of Certification, Inc. (BOC).

(b) **Student:** Person enrolled in a recognized educational institution in a field of study relating to the athletic training profession or a person acting as an athletic training student (ATS) for any college or university in the State of Wisconsin.

(c) **Associate:** Person interested in the profession of athletic training as determined by the Board of Directors.

**Section 2: Election of Members:** Membership in the W.A.T.A.I. is granted to those individuals who live/work in the State of Wisconsin and are members of the National Athletic Trainers' Association and the Great Lakes Athletic Trainers' Association (District IV NATA). Any additional applicant for any class of membership shall inform the Board of Directors in writing of his or her desire to become a member of the Corporation. Membership is granted by, and in the sole discretion of, the Board of Directors upon a satisfactory showing by applicant that he/she possesses the qualifications enumerated in Section 1 above, and a decision by the Board of Directors that the applicant meets any further membership criteria, as established by the Board of Directors from time to time, and that it is in the best interests of the Corporation to grant membership to the applicant. Acceptance of membership constitutes a pledge by applicant/member to advance the Corporation's stated purposes and goals. Any applicant initially denied membership may request reconsideration by the Board of Directors by filing a written request for reconsideration with any Director within two (2) weeks of denial.

**Section 3: Members Voting Rights:** Members shall have limited voting rights on corporate matters. Members shall have only those voting rights specifically granted under these bylaws. Certified members shall have the right to vote annually to elect the Board of Directors, as further provided in these bylaws. Student and Associate members shall have no voting rights on any matters. The affairs of the Corporation shall be managed by the Board of Directors pursuant to Article III of the bylaws.

**Section 4: Members' Rights:** Members' rights shall be limited to those specifically granted herein, including the following:

- (a) All members may attend any meetings of the Board of Directors or any committee thereof, offer advice and discuss issues.
- (b) All members shall have the right to petition the Board of Directors to request matters to be placed upon the agenda for the Board of Directors' meetings.
- (c) Certified members may nominate candidates for the Board of Directors, serve as Directors, hold any office, chair a committee or serve on any committee of the Corporation.
- (d) Associate and Student members may serve as an ad hoc member of any committee, but may not serve as a director or officer of the Corporation, and may not nominate candidates for the Board of Directors.

**Section 5: Members Meetings:**

- (a) **Annual Meeting:** An annual meeting of the members shall be held during the Spring of each year for the purpose of reporting to the membership the status of the Corporation. Failure to hold the annual membership meeting shall not constitute a forfeiture or dissolution of the Corporation.
- (b) **Special Meetings:** Special meetings of the members may be called by the President, the Board of Directors, or ten percent (10%) of the Certified members for the purpose of advising the membership of corporate matters, or for the purpose of having the Board of Directors address issues of concern to the membership.

**Section 6: Place of Meetings:** Meetings of the members may be held at any place within or without the State of Wisconsin.

**Section 7: Notices:** At the direction of any member of the Board of Directors of the Corporation, W.A.T.A.I. shall give notice of any meeting, regular or special, to the members of the Corporation specifying the place, date, hour and, for special meetings, purpose(s) of the meeting. Said notices shall be given to each member orally or in writing, not less than ten (10) days and not more than fifty (50) days prior to the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, at least ten (10) days before the time set for such meeting, unless a different time shall be required for a particular action by Chapter 181 of the Wisconsin Statute, and addressed to the member at his/her address as it appears on the records of the Corporation. Written notice provided in any other manner is effective when received. Oral notice is effective when communicated.

**Section 8: Waiver of Notice:** A member may waive any notice required by law, these Bylaws or the Corporation's articles of incorporation at any time. Such waiver shall be in writing, signed by the member entitled to receive such notice, and shall contain the same information required to be in such notice by Article II, Section 7, above. All such waivers shall be delivered to the corporation for inclusion in the corporate records.

**Section 9: Action Without Meeting:** Any action which may be taken at a meeting of the members may be taken without a meeting if two-thirds or greater of the Certified members shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as

action taken by the unanimous vote of the Certified members. Written notice of such action shall be given to all Certified members who have not signed the written consent. All actions taken by written consent shall be effective as provided in Section 181.0704 of the Wisconsin Statutes.

**Section 10: Quorum; Action:** Ten percent (10%) of the total number of the Certified members shall constitute a quorum for the transaction of business by the members. Every act or decision done or made by a majority of the Certified members present at a duly held meeting, at which a quorum is present, shall be the act or decision of the members, unless the law, the Articles of Incorporation of the Corporation or these Bylaws require a greater proportion.

**Section 11: Adjournment:** Any meeting of the members, whether annual or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Certified members present. Notice of the time and place of an adjourned meeting need not be given to absent members if said time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

**Section 12: Transfers, Termination, Expulsion:** No member may transfer membership or any right or rights arising therefrom. Unless otherwise provided in the Articles of Incorporation, membership shall be terminated by death, voluntary withdrawal, or expulsion, and thereafter all the rights of the member in the Corporation shall cease. A member may be expelled by an affirmative vote of two-thirds of the Directors.

**Section 13: Organization:** The President of the Corporation, or in the absence of the President, the Vice-President of the Corporation, or in the absence of both the President and the Vice-President, a chairperson chosen by a majority of the Certified members present, shall act as chair at every meeting of the members. The Secretary of the Corporation, or in the absence of the Secretary any person appointed by the chair of the meeting, shall act as Secretary of the meeting.

**Section 14: Order of Business:** The order of business at the annual meeting of members and at all regular meetings of the Board of Directors shall be as follows:

- (a) Call to order
- (b) Determination of a quorum
- (c) Reading of minutes of last meeting and approval thereof
- (d) Report of President
- (e) Report of the Vice President
- (f) Report of the Secretary
- (g) Report of the Treasurer
- (h) Report of the President-Elect
- (i) Report of the Regional Representatives
- (j) Report of committees
- (k) Unfinished business
- (l) New business
- (m) Communications
- (n) Adjournment

All meetings shall be conducted according to Robert's Rules of Order, except where otherwise specified.

### **ARTICLE III**

#### Board of Directors; Officers

**Section 1: Powers:** Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws, the Internal Revenue Code and Regulations, and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors. Such duties shall include, but shall not be limited to:

- (a) Approve the application of individual applicants for membership.
- (b) Designate a depository for corporate funds and establish proper monetary controls and accounting procedures.

**Section 2: Number, Election, and Term:**

(a) **Directors:** W.A.T.A.I. shall have a President, a Vice President, a Secretary, a Treasurer, President-Elect and four (4) Regional Representatives, each of whom shall be members of the Board of Directors, and such other officers or assistant officers as the Directors may from time to time appoint. Each Director shall hold office for a term of two (2) years and until such Director's successor shall have been duly elected or until such Director's death, resignation or removal. Directors, with the exception of President and President-Elect, may be re-elected to serve for more than one term in office for a maximum of three consecutive terms. Directors need not be residents of the State of Wisconsin.

(b) **Election of President-Elect:** The President-Elect shall be elected for a term of two (2) years. At the end of the President-Elect's term, the President-Elect will assume the office of President for a term of two (2) years. The President-Elect shall be elected during even-numbered years.

(c) **Election of Directors:** Directors, with the exception of Regional Representatives, shall be elected or re-elected, as the case may be, by receiving the highest number of votes from ballots cast by Certified members prior to the annual meeting. Directors serving as Regional Representatives shall be elected or re-elected, as the case may be, by receiving the highest number of votes from ballots cast by Certified members in the represented region prior to the annual meeting. Any Certified member may nominate a duly qualified person for consideration as a Director by the Certified members. As used herein, "duly qualified person" shall be defined as a Certified member in good standing. Vice-President, Treasurer, Northeast Representative, and Southwest Representative shall be elected during odd-numbered years. President-Elect, Secretary, Southeast Representative, and Northwest Representative shall be elected during even-numbered years.

**Section 3: President:** The President shall be the chief administrative officer of W.A.T.A.I. and shall have such duties, responsibilities and powers as may be necessary to carry out the directions and policies of the Board of Directors or prescribed in these bylaws or otherwise delegated by the Board of Directors and shall at all times be subject to the policies, control and direction of the Board of Directors. The President may sign and execute, in the name of the Corporation, any instrument or document consistent with the foregoing general delegation of authority. The President may also use any other instrument or document specifically authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors, or by these Bylaws, to some other officer or agent of the Corporation. Neither the President nor any other officer may sign any deed or instrument of conveyance, nor may any officer endorse any security, execute any checks, drafts, or other orders for payment of money, notes, acceptance, or other evidence of indebtedness without the specific authority of the Board of Directors pursuant to the Article V below of these Bylaws dealing with such matters. The President shall, whenever it may in the President's opinion be necessary, prescribe the duties of other officers and employees of the Corporation, in a manner not inconsistent with the provisions of these Bylaws and the directions of the Board of Directors.

**Section 4: Vice-President:** In the absence or disability of the President, 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 on, the President. During the Vice-President's term, he/she shall serve as the Vice-President and also shall serve as the state representative to District IV of the National Athletic Trainers' Association, and shall act as liaison between the Corporation and said District IV. The Vice-President shall have such other powers and perform such other duties as may be prescribed for he/she from time to time by the Board of Directors, or these bylaws.

**Section 5: President –Elect:**

(a) In the absence or disability of the Vice President perform the duties of the Vice President, and when so acting, have all the powers of, and be subject to all the restrictions on the Vice President.

(b) In general, perform all duties incident to the office of President-Elect, and such other duties as from time to time may be assigned by the Board of Directors in preparation to assume the role of President at the end of the elected term.

**Section 6: Secretary:** The Secretary shall:

(a) Keep a log of meeting minutes of all meetings of the members of W.A.T.A.I., the Board of Directors and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.

(b) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

(c) Be custodian of the records of W.A.T.A.I.

(d) See the books, reports, statements and all other documents and records required by law are properly kept and filed.

(e) Provide upon request for inspection the relevant books and record of W.A.T.A.I to any member for any proper purpose at any reasonable time.

(f) 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 Board of Directors.

**Section 7: Treasurer:** The Treasurer shall perform under the Board of Directors' direction the following functions:

(a) Certify and keep at the principal office of W.A.T.A.I. the original or a copy of its Articles of Incorporation and Bylaws, as amended or otherwise altered to date.

(b) Have charge and custody of, and be responsible for, all funds and securities of W.A.T.A.I., and deposit all such funds in the name of W.A.T.A.I. in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

(c) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus.

(d) Provide upon request for inspection the relevant books and records of W.A.T.A.I. to any member for any proper purpose at any reasonable time.

(e) Render interim statements of the condition of the finances of W.A.T.A.I. to the Board of Directors upon request, and render a full financial report at the annual meeting of the Board of Directors and at the annual meeting of the members.

(f) Receive, and give receipt for, moneys due and payable to W.A.T.A.I. from any source whatsoever.

(g) In general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

**Section 8: Regional Representative Members:** Duties of Regional Representative members are:

(a) Represent respective regions of the State of Wisconsin on the Board of Directors and disseminate information to members of regions.

(b) In general, perform all the duties incident of Regional Representative and such other duties as from time to time may be assigned to the Regional Representative by the Board of Directors.

**Section 9: Resignation:** A Director may resign at any time by giving written notice to the Secretary, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

**Section 10: Removal:** Any individual Director may be removed from the Board of Directors by a majority vote of the Certified members in attendance at any meeting of the members, or by a vote of the majority of Directors in attendance at any meeting of the Board of Directors, whenever in either of their judgments the best interest of W.A.T.A.I. will be served thereby, without prejudice to the contract rights, if any, of the Director so removed. For purposes of this paragraph the Director to be removed shall not be considered in determining a majority vote.

**Section 11: Vacancies:** A vacancy or vacancies in the Board of Directors occurring for any reason before the expiration of a Director's term, including an increase in the authorized number of Directors, may be filled for the remaining portion of the term of said Director by a majority of the Directors in attendance at any meeting of the Board of Directors when a quorum is present. Any person elected to fill a vacancy in the position of any Regional Representative shall be a member of the applicable represented region. Each Director so elected shall hold office for the remaining portion of the term such Director was elected to fill and until such Director's successor is elected and qualified, or until such Director's death, resignation or removal.

**Section 12: Meetings:**

(a) **Annual Meeting:** A regular annual meeting of the Board of Directors shall be held each year during the spring, at such time or place as may be designated by the President, or by the Vice-President if the President is unable to act, for the transaction of such business as may properly come before the meeting. Said annual meeting of the Board of Directors shall be held in conjunction with the annual meeting of the members. In the event of failure, through oversight or otherwise to hold the annual meeting of Directors in any year during the spring as herein provided for, the meeting may be held at a later date and business transacted at such meeting shall be as valid and effectual as if had or transacted at the annual meeting during the season herein provided.

(b) **Other Regular Meetings:** Other regular meetings of the Board of Directors may be held with or without notice at such regularly recurring time and place as the Board of Directors may designate.

(c) **Special Meetings:** Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President, or if the President is absent or is unable or refuses to act, by the Vice President, or by a majority of Directors.

**Section 13: Notices:** With the exception of regular meetings as set forth in Section 7 above of this Article, notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each Director by delivering notice, orally or in writing, at least forty-eight (48) hours before the time set for such meeting or, if notification is by mail, by giving such notice at least seventy-two (72) hours before the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Director at the Director's address as it appears on the records of W.A.T.A.I. Neither the business to be transacted at, nor the purpose, of any meeting of the Board of Directors need be specified in the notice of such meeting.

**Section 14: Waiver of Notice:** A Director may waive any notice required by law, these Bylaws or the Corporation's articles of incorporation if, either before or after the meeting, such Director signs a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting; all such waivers shall be filed with and made a part of the minutes of the meeting.

**Section 15: Action Without Meeting:** Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

**Section 16: Telephonic Meeting:** Directors may participate in or conduct any meeting of the Board of Directors, however called and noticed, through the use of telephone or other electronic means provided that all participating directors may simultaneously hear each other or all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to send messages to all other participants immediately. Any Director participating in a meeting by any means permitted by this section shall be considered present at the meeting.

**Section 17: Quorum:** A majority of the number of Directors then constituting the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by the law, the Articles of Incorporation or these Bylaws.

**Section 18: Adjournment:** Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned without further notice to Directors.

**Section 19: Organization:** The President, or in the absence of the President, the Vice-President, or in the absence of both the President and the Vice-President, a chairman chosen by a majority of the Directors present, shall act as chairman at every meeting of the Board of Directors. The Secretary of the Corporation, or in the absence of the Secretary any person appointed by the chairman of the meeting, shall act as Secretary of the meeting.

**Section 20: Compensation:** Upon resolution of the Board of Directors, any one or more Directors may receive reasonable compensation for their services as Directors and reimbursement of expenses for attending any meeting of the Board of Directors or for otherwise fulfilling their duties as Directors hereunder. Nothing herein contained shall be construed to preclude a Director from serving the Corporation in any other capacity, or receiving reasonable compensation therefor.

**Section 21: Committees:**

**(a) Standing or Temporary Advisory Committees without Board Authority:** The Board of Directors may establish standing and/or temporary advisory committees for the purpose of achieving organizational goals and objectives. The Board of Directors may appoint one or more Certified members as alternate members of any such committee, who may take the place of any absent committee member or members at any meeting of such committee.

**Section 22: Director Conflicts of Interest:** No contract or other transaction between W.A.T.A.I. and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are Directors or officers, or have a material financial interest shall be either void because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if any of the following applies: (1) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract of transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; (2) the fact of such relationship or interest is disclosed prior to any action to approve or ratify such contract or transaction by vote or written consent; and (3) the contract or transaction is fair and reasonable to W.A.T.A.I. 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.

**ARTICLE IV**

**Fees**

**Section 1:** The fees for all classes of membership shall be paid annually through the National Athletic Trainers' Association ("N.A.T.A."). Fees for non-members of the N.A.T.A. shall be paid annually by January 1 to the Treasurer. Fees for new members shall be payable upon notice to N.A.T.A. or the member that a new member's application has been accepted.

**Section 2:** A grace period of thirty (30) days following notice that a new member's application has been accepted shall be allowed for payment of new member fees. Likewise, members who are not members of N.A.T.A. shall have sixty (60) days from January 1 before their fees shall be considered late.

**Section 3:** The annual fees for non-members of the N.A.T.A. are to be determined by the Board.

**ARTICLE V**

**Instruments; Bank Accounts; Checks and Drafts; Loans; Securities**

**Section 1: Execution of Instruments:** Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of W.A.T.A.I. and such authorization may be general or confined to specific instances. Except as authorized, or as otherwise expressly provided in these Bylaws, no officer, agent, or employee shall have any power or authority to bind W.A.T.A.I. by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

**Section 2: Bank Accounts:** The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of W.A.T.A.I. to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these bylaws, as the Board may deem expedient.

**Section 3: Checks and Drafts:** All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of its Corporation, shall be signed by such officer or officers, agent or agents, of W.A.T.A.I., and in such manner, as shall be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of W.A.T.A.I. in any of its duly authorized depositories may be made without counter-signature by: the President, the Vice-President, the Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

**Section 4: Loans:** No loans shall be contracted on behalf of W.A.T.A.I. and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the President or, in the case of the President, as determined by the Board of Directors.

**Section 5: Sale of Securities:** The Board of Directors may authorize and empower any officer or officers to sell, assign, pledge or hypothecate any and all shares of stock, bonds or securities, or interest on stocks, bonds or securities, owned or held by W.A.T.A.I. at any time, including without limitation because of enumeration, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser, pledge or pledges, on behalf and in the name of W.A.T.A.I., any assignment of bonds or stock certificates representing any rights to subscribe for shares of stock. However, W.A.T.A.I. shall not offer or sell any of its securities in violation of any State or Federal securities law registration or other requirement.

## **ARTICLE VI**

### **Miscellaneous**

**Section 1: Fiscal year:** The fiscal year of W.A.T.A.I. shall begin on January 1 and end on December 31 of each calendar year.

**Section 2: Corporate Seal:** The Corporation shall have no seal.

## **ARTICLE VII**

### **Indemnification**

**Section 1: Mandatory Indemnification:** W.A.T.A.I. shall, to the fullest extent permitted or required by Sections 181.0871 to 181.0889, inclusive, of the Wisconsin Non-stock Corporation Law ("Statute"), including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires W.A.T.A.I. to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities as incurred, and advance any and all reasonable Expenses as incurred, in any Proceeding to which any Director or Officer is a Party because he or she is a Director or Officer of the Corporation. W.A.T.A.I. shall 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 to indemnification against Liabilities or the advancement of expenses to which such person may be entitled under any written agreement, board resolution, vote of members, the Statute or otherwise. All capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Statute.

**Section 2: Permissive Supplementary Benefits:** The W.A.T.A.I. may, but shall not be required to, supplement the right to indemnification against Liability and advancement of Expenses under Section 1 by (a) the purchase of insurance on behalf of any one or more of such person, whether or not the Corporation would be obligated to indemnify such person under Section 1, and (b) entering into individual or group indemnification agreements with any one or more of such persons.

***ARTICLE VIII***

***Amendment***

These bylaws may be altered or amended by a majority vote of the Board of Directors present at any meeting where a quorum is present.

Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by an affirmative vote of a majority of the Board of Directors, being the number of votes required to amend the Bylaws so the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

***ARTICLE IX***

***Status***

This Corporation is a non-stock corporation with members, possessing limited voting rights, organized under the Wisconsin Non-stock Corporation Law (Chapter 181 of the Wisconsin Statutes), and the business of which is not conducted for pecuniary profit. All aspects of the operation of the Corporation shall be conducted in accordance with applicable laws, rules, and regulations of the State and Federal Law, including Section 501 (c) of the United States Internal Revenue Code, as it may be amended from time to time, for tax exempt organizations.

Certified a true and correct copy of the Bylaws revised and amended on the 27th day of July, 2010, by the Board of Directors of the W.A.T.A.I.