

BY-LAWS OF
WINGS OVER ALMA, INC.

A Non-Profit Corporation

**ARTICLE I.
OFFICE**

Section 1.01. **Principal Office.** The principal office of the corporation in the State of Wisconsin shall be located at 125 N. Main St., Alma, in the County of Buffalo.

Section 1.02. **Registered Office and Agent.** The corporation shall have and continuously maintain in the State of Wisconsin a registered office and a registered agent whose office is identical with such registered office.

**ARTICLE II.
MEMBERS**

Section 2.01. **Eligibility for Membership** The corporation shall have four (4) classes of members, Individual, Family, Business/Organization and Student. Members may be individuals or organizations. Any person or organization who applies for membership and pays the required membership fee shall be eligible. The amount of the membership fee shall be set by the Board of Directors.

Section 2.02. **Voting Rights.** Any member of any class shall be entitled to one vote on each matter submitted to a vote of the members.

Section 2.03. **Termination of Membership.** A member may be suspended or expelled, for cause, by the vote of not less than three-fourths (3/4) of the members present at a meeting of the members, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the member has been informed in writing of the charges preferred against him/her at least ten days before such meeting. The member shall be given an opportunity to be heard at such meeting. The members or the board, by a majority vote of those present at any regularly constituted meeting may suspend or expel any member who shall be in default with respect to any financial obligation to the corporation.

Section 2.04. **Resignation.** Any member may resign by filing a written resignation with the secretary.

Section 2.05. **Reinstatement.** Upon written request signed by a former member and filed with the secretary, the board may reinstate such former member to membership upon such terms as the board may deem appropriate.

Section 2.06. **Transfer of Membership.** Membership in this corporation is not transferable or assignable.

Section 2.07. **Membership – Liability for Corporation’s Obligations.** Fully paid members shall not be liable for any debts or obligations of the corporation and shall not be subject to any assessment.

ARTICLE III. MEETINGS OF MEMBERS.

Section 2.01. **Annual Meeting.** An annual meeting of the members shall be held in Buffalo County, Wisconsin on the 3rd Wednesday of September each year, beginning with the year 2007 at the hour of 7:00pm, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in said State, such meeting shall be held on the next succeeding business day. If the election of directions shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

Section 3.02. **Special Meeting.** Special meetings of the members shall be called by the president, the board, or not less than one-tenth of the members.

Section 3.03. **Place of Meeting.** The board of directors may designate any place within Buffalo County, Wisconsin as the place for an annual meeting or for any special meeting called as the place for an annual meeting or for any special meeting called by the board. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in said state.

Section 3.04. **Notice of Meetings.** Notice to members of any meeting of members shall be given at least eight (8) days previously thereto by mail or by email to each member at their address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereof prepaid. Such notice shall state place, day and hour of the meeting. In case of a special meeting or when required by statute or these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 3.05. **Informal Action by Members.** Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting upon written consent or approval of all the members, setting forth the action so taken.

Section 3.06. **Quorum.** At such a meeting a quorum shall consist of any number of members, so long as the number of members exceeds twice the number of directors serving on the Board of Directors. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 3.07. **Voting.** (a) At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the members. No proxy shall be valid after eleven months from the date of its execution. A proxy may be cancelled by notice executed by the member with like formality and delivery to the secretary.

(b) At each meeting of the members, every member shall be entitled to vote in person or by proxy and shall be entitled to cast one vote. The votes for directors shall be by ballot. Only the person in whose name membership is standing on the books of the corporation on the day of such meeting shall be entitled to vote in person or by proxy.

(c) For any person to represent a member by proxy, such person must submit his power of attorney to the secretary of the board for examination at least one hour before the time of the meeting. When the secretary has certified the power of attorney is in good order, the proxy holder shall have the right to do any and all things which might be done by the members were he/she present in person, which right shall include the establishment of a quorum and the organizing of any meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01. **General Powers.** The affairs of the corporation shall be managed by its Board of Directors.

Section 4.02. **Number, Tenure and Qualifications.** The number of directors shall be seven (7). The directors elected at the first meeting of the members to succeed the directors named in the Articles of Incorporation shall be elected for staggered terms as follows:

Number of Directors	Term Expires
2 Directors	September 2007
2 Directors	September 2008
3 Directors	September 2009

As the terms of such directors expire, their successors shall be elected for terms of three (3) years and until their successors are elected and have qualified. Directors shall be individual members of the corporation, not business or organizations. No Board member may serve more than two (2) consecutive three (3) year terms.

Section 4.03. **Regular Meetings.** A regular annual meeting of the board shall be held, without other notice than these by-laws, immediately after and at the same place as the annual meeting of the members. The board may provide by resolution the time and place, within Buffalo County, Wisconsin for holding of additional regular meetings of the board without other notice than such resolution.

Section 4.04. **Special Meetings.** Special meetings of the board may be called by or at the request of the president and shall be called by the secretary at the request of any two (2) directors. The authorized person or persons calling a special meeting of the board may fix place within Buffalo County, Wisconsin as the place for holding such meeting.

Section 4.05. **Notice.** Notice of any special meeting of the board shall be given at least eight (8) days previously thereto by mail or email to each director at their address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereof prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting needs not be specified in the notice of waiver of notice of such meeting, unless specified required by law or these by-laws.

Section 4.06. **Quorum.** A majority of the board shall constitute a quorum for the transaction of business at any meeting of the board, but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 4.07. **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, unless the act of a greater number is required by law or by these by-laws. The board may also act by written consent or approval of all the directors the corporation setting forth the action taken.

Section 4.08. **Vacancies.** Any vacancy occurring in the board shall be filled by the board until the next meeting of the members and until a successor has been elected by the members and qualified. A director elected by the members to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 4.09. **Compensation.** Directors shall not receive compensation for their services as directors.

Section 4.10. **Directors-Residuary Powers.** The board shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation. All powers of the corporation except those specifically granted or reserved to the members by law, the Articles of Incorporation, or these by-laws shall be vested in the board.

Section 4.11. **Directors-Removal from Office.** A director may be removed from office, for cause, by the vote of not less than three-fourths (3/4) of the members present at a meeting of the members, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the director has been informed in writing of the charges preferred against him/her at least 10 days before such meeting. The directors involved shall be given an opportunity to be heard at such meeting. Any vacancy created by the removal of a director shall

be filled by a majority vote, which may be taken at the same meeting at which such removal takes place.

ARTICLE V. OFFICERS

Section 5.01. **Officers.** The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer. The board may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board. The offices of secretary and treasurer may be combined and held by one person.

(a) The officers of the corporation specified in Section 5.01 shall be elected from the membership of the board by the board at its annual meeting or as soon thereafter as feasible. New offices may be created and filled at any meeting of the board. Each officer shall hold office until the next annual election of directors and until his/her successor shall have been duly elected and shall have qualified.

(b) The term of office shall be one year. Election of officers shall take place at an annual board meeting and shall be by ballot cast by qualified directors. A plurality of votes cast shall elect.

ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 6.01. **Contracts.** The board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instance.

Section 6.02. **Checks, Drafts, etc.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the board. In the absence of such determination by the board, such instruments shall be signed by the treasurer and countersigned by the president of the corporation.

Section 6.03. **Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board may select.

Section 6.04. **Gifts.** The board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

**ARTICLE VII
FISCAL YEAR**

These by-laws may be repealed or amended by a two-thirds (2/3) majority vote of the members present at any annual meeting of the members, or at any special meeting of the members called for such purpose, at which a quorum is present; provided, however, no such action shall change the purpose of the corporation so as to impair its rights and powers under the laws of said State, or to waive any requirement of bond or any provision for the safety and security of the property and funds of the corporation or its members or to deprive any member without his express assent of rights, privileges, or immunities then existing. Notice of any amendment to be offered at any meeting shall be given not less than seven (7) nor more than thirty (30) days before such meeting, and shall set forth such amendment.

KNOW ALL MEN BY THESE PRESENT: That the undersigned secretary of the corporation identified in the foregoing by-laws does hereby certify that the foregoing By-Laws were duly adopted by the members of said corporation as by-laws of said Corporation, on the _____ day of _____, 2006 at a duly called and constituted meeting of the members and that they do now constitute the by-laws of said Corporation.

Secretary