BY-LAWS
OF
WHITEWATER AQUATIC CENTER, INC.

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ARTICLE I.
General

Section 1. Purpose of Corporation. The purposes of this Corporation shall be as set forth in the Articles of Incorporation of the Corporation and these By-Laws. These By-Laws further specify various matters affecting the operation and governance of the Corporation.

The Corporation is organized and at all times shall be operated for the purpose of developing, managing, operating and maintaining an indoor multi-purpose aquatic facility as a public facility serving the general public recreational needs of the City of Whitewater, Wisconsin (the "City") and its related recreational programs and the programmatic needs of the Whitewater Unified School District (the "School District") (said organizations being sometimes hereinafter referred to as the "Supported Organizations" or "Supported Organization") on certain real property leased by the Corporation from the School District. Said real property, and the purposes, rights and obligations therein, are to be more specifically set forth in a Lease and Operation Agreement to be entered into by and between the Corporation, the City, the School District and S.W.I.M., Inc. ("SWIM"), a non-profit organization organized under the laws of the State of Wisconsin. A copy of said Lease and Operation Agreement shall be attached to these By-Laws and incorporated herein by reference upon execution thereof.

Section 2. Solicitation and Receipt of Gifts. The Corporation may seek gifts, contributions, donations and bequests (herein generally called "gifts") for its purposes. While the Corporation specifically encourages unrestricted gifts whose principal and/or income therefrom may be used for the Corporation's purposes in the discretion of the Board of Directors of this Corporation, 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 By-Laws and any other guidelines established by the Board of Directors for such restricted gifts.

Section 3. Non-Discrimination. In the operation of the indoor multi-purpose aquatic facility, the Corporation shall not permit discrimination or restriction on the basis of race, religion, marital status, age, color, sex, sexual orientation, physical condition, disability, national origin or ancestry and said facility shall be operated in compliance with all laws, ordinances and regulations related to discrimination on any of said grounds.

ARTICLE II.
Members

Section 1. Membership. The Corporation shall have no members but shall be governed by a Board of Directors elected in accordance with these By-Laws. Upon request and/or authorization

of the Board of Directors, members of the public shall be eligible to participate in and assist in achieving the charitable purposes of the Corporation as set forth in these By-Laws and/or as otherwise established from time to time by the then acting Board of Directors.

Section 2. Annual Meeting. The annual meeting shall be held on the second Monday in the month of May each year beginning with the year 2002, at the hour of 7:00 o'clock p.m. for consideration and action on such matters as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Wisconsin, such meeting shall be held on the next succeeding Monday. Notice of such annual meeting shall be given in writing to the organizations responsible for appointing and/or electing Directors as set forth in Article III below and the then acting Directors not more than thirty (30) days or less than seven (7) days before the date set for such meeting, said notice to be in writing addressed to said organizations and the then acting Directors at their address as shown the records of the Corporation. Notice shall be deemed delivered if deposited in the United States Mail, postage pre-paid, and so addressed.

ARTICLE III.
Directors

Section 1. Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these By-Laws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors. Such responsibilities shall include the achievement of the Corporation's goals through officers, employees and an administrative structure designated and developed by the Board of Directors; the solicitation, development and investment of funds to assist the Corporation in achieving such goals; the formulation of any desirable amendments to the Articles of Incorporation or these By-Laws of the Corporation; and attendance at meetings of the Board of Directors and committees thereof.

Section 2. Number: Election; Term.

Subject to the provisions set forth herein, the number of Directors of this Corporation shall be nine (9) Directors which shall include the following:

Two (2) Directors appointed by the City (the "City Directors")
Two (2) Directors appointed by the School District (the "School District Directors")
Five (5) Directors appointed by SWIM (the "SWIM Directors")

The City Directors, School District Directors and SWIM Directors are sometimes collectively referred to in these By-Laws as the "Directors" or "Board of Directors."The City Directors shall serve for such term as may be designated by the Common Council of the City and any such City Directors may be removed and/or replaced in the discretion of the City's Common Council. The School District Directors shall serve for such term as may be designated by the Board of the School District and any such School District Directors may be removed and/or replaced in the discretion of the School District's Board. The SWIM Directors shall reside, work or own real property in the City or the School District; provided, however, that when appointing SWIM Directors, preference shall be given

to interested and qualified individuals who reside in the City or the School District. One SWIM Director may be rejected by the unanimous vote of the City and the School District and, upon any such rejection, SWIM shall appoint another SWIM Director which is acceptable to the City and the School District. A vacancy created by the death, resignation or removal of a SWIM Director for any reason shall be filled by the majority vote of the remaining SWIM Directors. Except as otherwise provided herein with respect to the terms of the initial SWIM Directors, each SWIM Director shall hold office for a term of three (3) years or until such SWIM Director's successor shall have been duly appointed or until such SWIM Director's death, resignation or removal. Two (2) of the initial SWIM Directors shall serve for three (3) years, two (2) of the initial SWIM Directors shall serve for two (2) years and one (1) of the initial SWIM Directors shall serve for one (1) year. After said initial terms, it is intended that the SWIM Directors shall serve rotating terms with the general result that two (2) SWIM Directors will be subject to re-appointment every two (2) years and one (1) SWIM Director shall be subject to re-appointment each third (3rd) year.

In addition to the above-listed Directors who shall be voting members of the Board of Directors, the City and the School District shall each have the right to appoint two (2) additional ex-officio non-voting Board members. One of the ex-officio non-voting Board members to be appointed by the City shall be the City Manager.

Section 3. Resignation. A Director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors and the Supported Organization electing the Director, 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 of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal.

(a) Any City Director may be removed at any time and from time to time at the discretion of the Common Council of the City. Written notice of such removal shall be given to the remaining Directors.

(b) Any School District Director may be removed at any time and from time to time at the discretion of the Board of the School District. Written notice of such removal shall be given to the remaining Directors.

(c) Any SWIM Director may be removed from office by the majority vote of the remaining SWIM Directors taken at a meeting of the Corporation called for said purpose.

Section 5. Vacancies. Any vacancy in the Board positions held by the City Directors and the School District Directors occurring for any reason shall be filled by the organization that appointed the Director. Any vacancy of a SWIM Director shall be filled by a majority vote of the remaining SWIM Directors. Each SWIM Director so elected shall hold office for the unexpired portion of the term such SWIM Director was elected to fill and until such SWIM Director's successor is elected and qualified, or until such SWIM Director's death, resignation or removal.

Section 6. Meetings.

(a) Annual Meetings. A regular meeting of the Board of Directors shall be held at the time and date set forth in Section 2 of Article II above. The Board of Directors may provide by resolution the time, place and location of additional regular meetings without notice other than such resolution.

(b) Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of the President, Secretary or any three (3) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place in the Whitewater, Wisconsin area as the place for holding any special meeting of the Board of Directors called by said person(s).

(c) Open Meetings. Annual meetings and special meetings shall be conducted in compliance with the Wisconsin Open Meetings Law, unless otherwise authorized by law.

Section 7. Notices. With the exception of regular meetings as set forth in Section 6(a) of this Article, notice of any special 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, not more than thirty (30) days or less than three (3) days before the date set for such meeting or, if notification is by mail, by mailing such notice at least seven (7) days before the date 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 the Corporation. Unless otherwise required by law or in these By-Laws, neither the actions to be considered or taken at said special meeting nor the purpose of any special meeting of the Board of Directors need be specified in the notice or waiver of such notice of such meeting.

Section 8. Waiver of Notice. Any actions taken at any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though such actions were taken at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, 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, is signed by (a) each Director not present at the meeting, and (b) each Director present at the meeting who objects at the meeting because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.

Section 9. Action Without Meeting. Unless otherwise prohibited by law, any action which 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 10. Quorum. A majority of the number of Directors fixed pursuant to these By-Laws shall constitute a quorum for the taking of any action that came before the Board at such meeting. 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 law, the Articles of Incorporation or these By-Laws.

Section 11. 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. Notice of the time and place of an adjourned meeting shall be given to absent Directors. At any such adjourned meeting at which a quorum is present, any actions may be taken which might have been taken at the originally scheduled meeting.

Section 12. Organization. The President of the Corporation, or in the absence of the President, a chairperson chosen by a majority of the Directors present, shall act as chairperson 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 chairperson of the meeting, shall act as Secretary of the meeting.

Section 13. Compensation. Upon resolution of the Board of Directors, any one or more Directors may receive reimbursement of expenses for attending any meeting of the Board of Directors or in otherwise fulfilling their duties as Directors hereunder, but no compensation shall be paid to Directors for services performed.

Section 14. Proxies. At all Directors' meeting, a Director entitled to vote may vote in person or by proxy appointed in writing by said Director. A proxy appointment shall become effective when received by the Secretary or other officer of the Corporation authorized to tabulate votes. A proxy appointment shall be of limited duration and, in no event, shall a proxy appointment extend for more than three (3) months from the date of its execution or expiration of the term of the Director making the proxy appointment, whichever is earlier. The Board of Directors shall have the power and authority to make rules concerning the validity and sufficiency of proxy appointments. Nothing contained herein shall limit or in any way restrict the right to remove a Director as provided in Section 4 of this Article III.

ARTICLE IV.
Committees

Section 1. Standing and Special Committees. The Board of Directors may create such standing and special committees as it may deem necessary to promote the purposes of the Corporation.

Section 2. Organization and Duties. Each committee shall have such duties as may be specified by the Board of Directors. The committee work shall be advisory in nature and no committee work shall be undertaken without the consent of the Board of Directors. The President or the President's designee shall be an ex-officio member of all committees. The Board of Directors may adopt from time to time rules and regulations for the conduct of committee meetings.

ARTICLE V.
Officers

Section 1. Officers. The Corporation shall have a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers or assistant officers as the Board of Directors may from time to time elect. No more than one office may be held by the same person.

Section 2. Election. The officers of the Corporation shall be chosen annually by the Board of Directors at its annual meeting, and each officer shall hold office until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation or removal. Election or appointment as an officer shall not of itself create contract or any other rights in favor of the individual so elected or appointed.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. 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 or the Board of Directors as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer may be removed from office by the affirmative vote of a majority of the Directors entitled to vote for the election of such officer, taken at a special meeting called for that purpose.

Section 5. Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by a majority vote of the Board of Directors.

Section 6. President. The President shall be the chief administrative officer of the Corporation and shall have such duties, responsibilities and powers as may be necessary to carry out the directives and policies of the Board of Directors, those prescribed in these By-Laws, and/or those otherwise delegated by the Board of Directors. The President 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 or 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 By-Laws to some other officer or agent of the Corporation, provided, that neither the President nor any other officer may sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts, or other orders for payment of money, notes, acceptances, or other evidence of indebtedness without the specific authority of the Board of Directors pursuant to Article VI below of these By-Laws 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 By-Laws and the directives and policies of the Board of Directors.

Section 7. 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. If at any such time the Corporation has more than one Vice President, the duties and powers of the President shall pass to the Vice Presidents in order of their rank as fixed by the Board of Directors, or if they are not so ranked, to the Vice President designated by the Board of Directors. The Vice Presidents shall have such other powers and perform such other duties as may be prescribed for them from time to time by the Board of Directors or by these By-Laws.

Section 8. Secretary. The Secretary shall:

(a) Certify and keep at the principal office of the Corporation the original or a copy of its Articles of Incorporation and By-Laws, as amended or otherwise altered to date.

(b) Keep at the principal office of the Corporation or such other place as the Board of Directors may direct, a book of minutes of all meetings of the members of the Corporation, 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.

(c) Ensure that all notices of meetings are duly given in accordance with the provisions of these By-Laws or as required by law.

(d) Be custodian of the records and of the seal of the Corporation, if any.

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

(f) In general, perform all duties incident to the Office of the Secretary, and such other duties as from time to time may be assigned or delegated by the Board of Directors.

Section 9. Treasurer. The Treasurer shall perform or have performed under the Treasurer's direction the following functions:

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

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

(c) Exhibit for inspection upon request the relevant books and records of the Corporation to any member of the Board of Directors or officer of the Corporation for any proper purpose at any reasonable time.

(d) Render interim statements of the condition of the finances of the Corporation to the Board of Directors upon request, and render a full financial report at the annual meeting of the Board of Directors.

(e) Receive and give receipt for monies due and payable to the Corporation from any source whatsoever.

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

ARTICLE VI.
Instruments; Bank Accounts; Checks and Drafts; Loans; Securities

Section 1. Execution of Instruments. Except as otherwise provided in these By-Laws, the Board of Directors may authorize any office or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as otherwise expressly provided in these By-Laws, 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 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 the Corporation 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 By-Laws, 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 the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, 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 the Corporation in any of its duly authorized depositories may be made without counter-signature, by the President or any Vice President, or the Treasurer or any Assistant 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 the Corporation 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 this Corporation 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 or purchasers, pledgee or pledgees, on behalf and in the name of this Corporation, any assignment of bonds or stock certificate representing shares of stock owned or held by this Corporation, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock. However, this Corporation shall not offer or sell any of its securities in violation of any state or federal securities law registration or other requirement.

ARTICLE VII.
Miscellaneous

Section 1. Fiscal Year. The initial fiscal year shall commence upon adoption of these By-Laws and end on December 31, 2001. The fiscal year thereafter of the Corporation shall end on a date as determined by the Board of Directors.

Section 2. Corporate Seal. The Corporation shall have no corporate seal.

ARTICLE VIII.
Indemnification

Section 1. Successful Defense. 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 any 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.

Section 2. Other Cases. In cases not included in Section 1 above, the Corporation shall indemnify a director or officer against liability 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 one of the following:

(a) A willful failure to deal fairly with the Corporation or its members in connection with a matter in which the director or officer has a material conflict of interest.

(b) A violation of criminal law, unless the director or officer has reasonable cause to believe his or her conduct was lawful and no reasonable cause to believe his or her conduct was unlawful.

(c) A transaction from which the director or officer derived an improper personal profit.

(d) Willful misconduct.

Section 3. Definitions.

(a) As used herein, the terms "director or officer" mean a natural person who is or was a director or officer of the Corporation, as well as any natural person who while a director or officer of the Corporation is or was serving at the Corporation's request as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another corporation or foreign corporation, partnership, joint venture, trust or other enterprise.

(b) As used herein, the term "expense" includes fees, costs, charges, disbursements, attorneys' fees, and all other expenses incurred in connection with a proceeding.

(c) As used herein, the term "liability" includes the obligation to pay a judgment, settlement, penalty, assessment, fine or forfeiture.

(d) As used herein, the term "party" means a natural person who is or was, or who is threatened to be made, a named defendant or respondent in any proceeding.

(e) As used herein, the term "proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether the same be formal or informal, and which involves foreign, federal, state or local law, and regardless of whether brought by or in the right of the Corporation or of any other person.

Section 4. Presumption. The termination of any proceeding, as defined in this Article, by judgment, order, settlement, or conviction, or upon a plea of no contest, nolo contendere, or an equivalent plea, does not by itself create a presumption that indemnification of the director or officer is not required under this Article.

Section 5. Application. Any officer or director seeking indemnification under this Article shall make a written request to the Corporation therefore. Indemnification shall not be required if the director or office has previously received indemnification or an allowance of expenses from any person, including the Corporation, in connection with the same proceeding.

In addition to the above, and upon written request of a director or officer who is a party to a proceeding, the Corporation may pay or reimburse his or her reasonable expenses as incurred, if the director or officer provides the Corporation with the following:

(a) A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the Corporation.

(b) A written undertaking to repay the allowance and, if required by the Corporation, to pay reasonable interest on the allowance to the extent it is ultimately determined that indemnification is not required or allowed under this Article and is not otherwise required or ordered by a court pursuant to Wis. Stats. Chapter 181.

Any allowance for expenses provided under this Section shall be an unlimited general obligation of such officer or director and may be accepted by the Corporation without reference to his or her ability to repay the same. The undertaking may be secured or unsecured as the Corporation, in its discretion, shall determine.

Section 6. Nonexclusive. The indemnification provided by this Article shall not be deemed exclusive of all other rights to which the directors or officers may be entitled under any by-laws, agreement, vote of disinterested directors, vote of the members, or otherwise as to any liability, as defined hereinabove, and shall further continue as to any person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7. Insurance. The Corporation may, upon resolution of its Board of Directors duly adopted, purchase and maintain insurance on behalf of any person who is or was a director or officer, as defined hereinabove against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against liability under this provision of the Corporation's By-Laws.

ARTICLE IX.
Amendment

The Board of Directors may, from time to time, by vote of a majority of its members, adopt, amend or repeal any and all of the By-Laws of this Corporation.

ARTICLE X.
Dissolution

Upon dissolution of the Corporation, after paying or making provision for payment of all of the liabilities of the Corporation, the Board of Directors shall dispose of all assets of the Corporation to or for the benefit of the Supported Organizations. If either of the Supported Organizations or its successor shall not then be in existence or shall fail to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Code), then the Board of Directors shall dispose of all such remaining assets to or for the benefit of the remaining Supported Organization that does qualify as an exempt organization under the applicable provisions of said Internal Revenue Code. If both of the Supported Organizations and their respective successors shall not then be in existence or shall fail to qualify as an exempt organization as set forth above, the Board of Directors shall in its discretion dispose of all

remaining assets of the Corporation exclusively for the use of such organization or organizations selected by the Board of Directors which are organized and operated exclusively for charitable purposes in accordance with Section 501(c)(3) of said Internal Revenue Code. Any assets of the Corporation not disposed of by the Board of Directors shall be disposed as ordered by the Circuit Court of Walworth County, Wisconsin, exclusively for such purposes and to such organization or organizations which are organized and operated exclusively for such purposes, as said Court shall determine.

These By-Laws are adopted as of the 12th day of June, 2001 to be effective upon the filing of the Articles of Incorporation of the Corporation with the Wisconsin Department of Financial Institutions.

Respectfully submitted,

Kathleen S Granum

Kathy Granum, Secretary

APPROVED:

Jim Schroeder, President