

**BY LAWS OF  
GREENDALE ENTERTAINMENT ASSOCIATION, INC.  
(Non-Stock)**

(as amended January 2001)

ARTICLE I – OFFICES

The principal office of the Corporation shall be at 6120 Downing Street in the Village of Greendale and County of Milwaukee, State of Wisconsin. The Corporation may have such other offices at other locations as the business of the Corporation may require from time to time.

ARTICLE II – BOARD OF DIRECTORS

1) General Powers. The business and affairs of the Association shall be managed by its Board of Directors.

2.) Number, Tenure, and Qualifications. The directors constituting the initial Board of Directors shall be those named in the Articles of Incorporation. They shall hold office until the organization meeting of the Corporation shall be held. All individuals who express a commitment to participate in GEA, Inc, as a director, shall be confirmed to this position by an affirmative vote of a majority of the directors then in office and present at a regular or special meeting.

Such directors shall then elect from their number a president, vice president, secretary, and treasurer, to serve for the ensuing corporate year and until the election and taking office of their successors. Any vacancy occurring in the Board of Directors, may be filled until the next annual election by an affirmative vote of a majority of the directors then in office, although less than a quorum.

2) Quorum. A majority of the number of directors fixed by Section 2 of this Article II shall constitute a quorum for the transaction of the affairs of the Association. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

3) Meetings. The annual meeting of the Board of Directors shall be held in the month of January in each year, at such hour and place as may be set by resolution of the Board of Directors and designated in the notice of meeting, or in the absence of such resolution as may be set by the secretary and designated in the notice of meeting, for the purpose of electing directors for the succeeding year, electing officers, and for the transaction of such other business as may come before the meeting. The Board of Directors may by resolution designate additional regular meeting dates. Special meetings of the Board of Directors may be called by or at the request of the president of the Corporation and shall be called by the secretary on a written request of one director. The persons authorized to call special

meetings of the Board of Directors may fix any place within the County of Milwaukee for the place of holding any special meeting of the Board of Directors called by them.

4) Notice. Notice of all regular and special meetings of the Board of Directors shall be given to each director by the secretary at least two days previous thereto by (a) telephoning such notice to a director personally or, (b) by written notice personally or mailed to a director at his home address. The notice of any regular or special meeting must specify the purpose of such meeting only if the purpose of such meeting as to amend these Bylaws, amend the Articles of Incorporation, and/or vote to terminate the term of an officer pursuant to Section 2 of Article IV of these Bylaws.

5) Committees Appointed by Directors. The Board of Directors may by resolution adopted by a majority of the number of directors fixed by Section 2 of this Article II designate one or more committees to assist the Board of Directors in the management of the affairs of the Corporation. The members of such committees shall be designated by the Board of Directors. Each committee may include among its members one or more directors.

6) Informal Action by Directors. Any action required by the Articles of Incorporation, these Bylaws or any provision of law to be taken at a meeting of the Board of Directors, or any action which may be taken at such meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as an unanimous vote and may be stated as such in any articles or documents.

### ARTICLE III – MEMBERSHIP

The Corporation shall have no members.

### ARTICLE IV – OFFICERS

1) Number. The principal officers of the Corporation shall be president, vice president, secretary, and treasurer, each of whom shall be elected by majority vote by the Board of Directors from among their number. Presently, all members of GEA, Inc. are considered to be members of the Board of Directors. (as amended January of 2001). Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors either from among their number or outside their membership. Any two or more offices may be held by the same person except the office of president shall not be eligible during his/her tenure of office to hold the office of vice president, secretary, or treasurer.

2) Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at its annual meeting. Each officer shall hold office until his/her successor shall have been duly elected. The term of office shall be terminated by the death or resignation of an officer, and his/her term may be terminated by a vote of two-thirds of the members of the Board of Directors present at any regular or special meeting whenever in their judgment the best interests of the Corporation will be served thereby.

3) Vacancy. A vacancy in any office may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors present at any annual or special meeting of the Board of Directors.

4) Duties. The duties of the president shall be to preside at all meetings of the Board of Directors and to have general supervision of the affairs of the Corporation.

The duties of the vice president shall be to discharge the duties of the president in the event of the absence or disability, for any cause whatever, of the latter, and assist other officers in their capacity as requested.

The duties of the secretary shall be to countersign all deeds, leases, conveyances, contracts and/or other written instruments executed by the Corporation; to keep a record of the proceedings of the Board of Directors; and to safely and systematically keep all books, papers, records and documents belonging to the Corporation or in any wise pertaining to the business thereof.

The duties of the treasurer shall be to keep the money of the Corporation in such bank or banks of deposit as the Board of Directors may from time to time order, and to keep and account for all moneys, credits and property of any and every nature, of the Corporation, which shall come into his/her hands; to disburse the funds of the Corporation under such regulations as may be prescribed by the Bylaws or from time to time by resolution of the Board of Directors; to keep an accurate account of all moneys received and disbursed, and of money and property on hand, and generally of all matters pertaining to this office, as shall be required by the Board of Directors.

The said officers shall also perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors.

#### ARTICLE V – CORPORATE SEAL

The Corporation shall have no seal.

#### ARTICLE VI – MISCELLANEOUS

1) Sales of Property, etc. The president or vice president, together with the treasurer or secretary, are authorized and empowered to purchase or otherwise acquire in any manner, and to sell, exchange, assign, pledge, hypothecate, or otherwise dispose of any and all shares of stock, bonds or securities, or any other property, real or personal, or interest therein, 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 transferee or pledgee, on behalf and in the name of this Corporation, any assignment of bonds or stock certificates 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; and to make and execute, on behalf of and in the name of this Corporation, and any and all instruments for the purpose of acquiring, or exercising or disposing of any rights of this Corporation as the holder of any security or property or interest therein; and no person acting in reliance on any instrument made or other action taken by such officers to execute any such instrument or to effectuate any such transaction.

2) Voting Securities. Shares of stock or other voting securities standing in the name of this Corporation may be voted by the president or vice president of this Corporation or any other officer or proxy appointed by the president or vice president of the Corporation.

3) Checks, Drafts, etc. All checks, drafts and orders for payment of money shall be signed in the name of the Corporation and shall be signed and , when determined to be appropriate by the Board of Directors, countersigned by such officer or officers as the Board of Directors shall from time to time designate for the purpose.

4) Contracts. When the execution of any contract or other instrument has been authorized without specification of the executing officers, the president or vice president, together with the secretary or the treasurer, may execute the same in the name and in behalf of the Corporation.

#### ARTICLE VII – FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

#### ARTICLE VIII – AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any regular or special meeting of the Board or Directors by an affirmative vote of two-thirds of the Board of Directors then in office.