BYLAWS
of
Marquette Neighborhood Association, Inc.

(First Adopted June 2, 1999 - prior to Incorporation)
(Amended October 6, 1999 - prior to Incorporation)
(Incorporation Effective October 19, 1999)
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ARTICLE 1

Identification

Section 1.01. Name. The Corporation's name is MARQUETTE NEIGHBORHOOD ASSOCIATION, INC. ("MNA").

Section 1.02. Election of Non-stock Corporation Status. MNA is a statutory non-stock corporation under Chapter 181, Wis. Stats.

Section 1.03. Principal and Business Offices. MNA may have such principal and other business offices, within the State of Wisconsin, as the Board of Directors may designate or as the business of MNA may require from time to time.

Section 1.04. Registered Agent and Office. MNA's registered agent may be changed from time to time by or under the authority of the Board of Directors. The address of MNA's registered office may be changed from time to time by or under the authority of the Board of Directors, or by the registered agent. The business office of MNA's registered agent shall be identical to the registered office. MNA's registered office may be, but need not be, identical with MNA's principal office in the State of Wisconsin.

Section 1.05. Place of Keeping Corporate Records. The records and documents required by law to be kept by MNA permanently shall be kept at the principal office or at the office of MNA's counsel.

ARTICLE 2

Membership

Section 2.01. Requirements.

(a) All persons age 18 years and over who live in the area defined in (1)(d) below, shall be eligible for an individual resident membership in this Corporation.

(b) All businesses located in the area defined in (1)(d) below shall be eligible for a business membership in MNA.

(c) All persons aged 18 years and older who live outside the area defined in (1)(d) below shall be eligible for an individual supporting membership in MNA.

(d) The borders of the general area to be served by MNA will be Blair Street to the west, East Washington to the north, the Lake Monona shoreline to the south and First Street from East Washington Avenue to the Eastwood Bypass to Division Street to Lakeland to Dunning on the east.

Section 2.02. Good Standing. Any member having paid their dues shall be considered a member in good standing.

Section 2.03. Types of Membership. The Board of Directors shall formulate types of membership in accordance with the needs of MNA.

Section 2.04. Nondiscrimination Statement. MNA does not discriminate in regard to race, color, religion, national origin or ancestry, disability/handicap, age, sex, marital status, source of income, arrest record or conviction record (with exceptions required by Wisconsin State Law section 48.685 and 50.065 and the City of Madison Resolution 53279), less than honorable discharge, physical appearance, sexual orientation, political beliefs, familial employment, with respect to membership in MNA

ARTICLE 3

Member Action

Section 3.01. Annual Meeting. The annual members' meeting shall be held each year on a date to be set by the Board of Directors prior to September 1st of the year. Special members' meetings may from time to time be allowed by the Board of Directors, president or secretary of MNA. In addition, the Board of Directors, president or secretary of MNA shall call a special meeting if the holders of at least 20% of all the votes entitled to be cast on any issue proposed to be considered at a proposed special meeting sign, date and deliver to MNA one or more written demands for the meeting describing one or more purposes for which it is to be held.

Section 3.02. Notice of Meetings; Waiver of Notice. Notice of either an annual or any special members' meeting shall, unless otherwise required by ch. 181, Stats., be given not less than 10 days, nor more than 50 days before the meeting date. Any required notice of a members' meeting may be given orally or in any other manner authorized by ch. 181, Stats. Any notice of a special members' meeting shall describe the meeting's purpose. Notice of any members' meeting may be waived, either before or after the date and time stated in the notice.

Section 3.03. Place Of Meeting. The Board of Directors, if it exists, or the president, may designate any place, within the geographic boundaries of MNA, as the place of meeting for the annual or special members' meeting or any adjourned meeting. If no designation is made, the place of meeting shall be at the Wil-Mar Neighborhood Center.

Section 3.04. Quorum Requirement. Members entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those members exists with respect to that matter, majority of the board members at a monthly Board Meeting or ten percent of the membership at annual or special membership meetings. Except as otherwise provided by the

Articles of Incorporation, these Bylaws, or any provision of ch. 181, Stats., a majority of the votes entitled to be cast on the matter by the voting group shall constitute a quorum of that voting group for action on that matter.

Section 3.05. Voting Requirement. At any members' meeting at which a quorum exists, action on a matter by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing, unless the Articles of Incorporation or any provision of Ch. 181, Stats., requires a greater number of affirmative votes.

Section 3.06. Voting Of Members.

Each individual resident member in good standing shall be entitled to one vote upon each matter submitted at a members' meeting, except as otherwise required by the Articles of Incorporation or by ch. 181, Stats. Business members and individual supporting members are not eligible to vote.

Section 3.07. Action Without a Meeting. Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of ch. 181, Stats., to be taken at a members' meeting, may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all members entitled to vote on the subject matter of the action. Action taken pursuant to written consent shall be effective when a consent or consents, signed by all of the members, is or are delivered to MNA for inclusion in the corporate records, unless some other effective date is specified in the consent. If the action to be taken requires that notice be given to nonvoting members, MNA shall give the nonvoting members written notice of the proposed action at least 10 days before the action is taken, which notice shall comply with the provisions of ch. 181, Stats., and shall contain or be accompanied by the same material that would have been required to be sent to nonvoting members in a notice of meeting at which the proposed action would have been submitted to the members.

ARTICLE 4

Board Of Directors

Section 4.01. General Powers. If the members have elected to operate with a Board of Directors, MNA's powers shall be exercised by or under the authority of, and its business and affairs shall be managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation. The duties of the Board of Directors shall include, but not be limited to the following:

(a) carrying out the policies established by the members;

(b) holding meetings whenever necessary;

(c) setting general policy and acting in intervals between members' meetings;

(d) establishing and appointing permanent committees or special committees to work on matter duly designated by the Board of Directors for consideration of MNA;

(e) determining what matters MNA should consider;

(f) expanding the number of seats on the Board of Directors as issues demand it, the President appointing members to fill the new seat(s), subject to approval of those appointments by the Board at its next regular meeting, and by the membership at the next annual membership meeting;

(g) establishing procedures for the wise administration of the organization including but not limited to setting dues and adopting a budget. Except as otherwise provided by the members' meeting, the Corporation's funds shall be used by the Board of Directors as it sees fit provided that the mission of MNA is met in funding:

a) Corporation expenses (stamps, envelopes, etc.);

b) Neighborhood festivals;

d) Projects for area schools;

e) Scholarships for students graduating from high school or its equivalent;

f) The Eastside Express;

g) Other expenditures approved by the members.

Section 4.02. Election.

Timing. Directors shall be elected by the membership no later than the annual meeting.

Means of election. The election of the Board of Directors may be conducted, in whole or in part, by electronic ballot. This process may be held in conjunction with or in lieu of an annual meeting of the members, at the discretion of the Board.

Requests for paper ballot. Upon request to the Board of Directors, any member may receive a paper ballot. To be counted, the completed paper ballot must be received by the Board by the end of the electronic voting period.

Plurality Requirement. Directors are elected by a plurality of the votes cast by the members entitled to vote in the election. For the purposes of this section, “plurality” means that the candidates with the largest number of votes are elected as directors up to the maximum number of directors to be chosen at the election.

Section 4.03. Number, Tenure and Qualifications. The number of Directors of MNA shall be 12 (Twelve) or such number as directed by the membership. Effective with the 2007 Annual Membership Meeting, each Director shall hold office for two years, with half of the Directors being elected each year at the Annual Membership Meeting. Between the elections at the Annual Membership Meeting and the second regular monthly Board meeting, newly elected Directors will be identified as Directors-elect. Directors shall take office at the call to order of the second regular monthly Board meeting following the Annual membership meeting and hold office until their successor shall have been elected, or until their prior death, resignation, or removal. If not ending earlier as provided in the immediately preceding sentence, a Director’s two-year term shall end at the call to order of the second regular monthly Board meeting following the Annual Membership Meeting two years after the Annual membership Meeting at which the Director was elected. Each year following the 2007 election, half of the Directors will be elected (or re-elected) to a two-year term on a rotating basis. A Director may be removed from office by a vote of the members taken at any members' meeting called for that purpose, provided that a quorum is present. A Director may resign at any time by delivering their written resignation that complies with the provisions of ch. 181, Stats., to the Board of Directors, the chairperson of the Board of Directors, or MNA. Three consecutive absences from Board of Directors' meetings, without valid reason, shall be deemed resignation. Directors need to be residents of the Marquette Neighborhood and members of MNA with the exception of one board position.

Section 4.04. Vacancies and Appointments.

(a) Vacancies. A vacancy on the Board of Directors shall be filled by appointment in accordance with this Section.

(b) Compliance with Section 4.03. The Board shall maintain a system in which, to the maximum extent practicable, one-half of the Directors are elected each year to two-year terms, consistent with the staggered structure outlined in Section 4.03.

(c) Term of Appointment. Consistent with subsection (b) and Section 4.03, the appointment shall be until:

(i) the next annual meeting; or

(ii) the end of the term of the vacated seat; or

(iii) such other duration as is necessary to restore or maintain the required staggered structure

If the existing composition of the Board does not satisfy the staggered-term requirement, the Board shall assign appointment lengths in a manner that restores the required distribution. The Board shall not default to any fixed appointment length if doing so would perpetuate or worsen an imbalance.

(d) Determination of Term. Prior to making an appointment, the Board shall determine:

(i) the number of seats scheduled for election at each of the next two annual meetings;

(ii) the number required at each meeting to maintain the staggered structure; and

(iii) the appointment term necessary to align the vacancy with that structure.

The appointment shall be made consistent with that determination.

(e) Notice. The president shall provide promptly after the vacancy arises reasonable notice thereof to the membership of MNA along with notice that persons interested in being appointed to fill the vacancy so notify the president within a reasonable period of not less than 1 (one) week from the date of the notice. The notice shall include a statement of the term assigned in compliance with the above subsections.

(f) Appointment. The president shall make the appointment promptly after such period.

(g) Confirmation. The Board shall approve the appointment no later than at its first regular meeting after the appointment is made. If the Board does not confirm the appointment, the vacancy shall persist and a new appointment shall be made.

Section 4.05. Regular Meetings. The Board of Directors shall hold monthly a regular meeting at a time and place within the boundaries of the Marquette Neighborhood to be determined by the Board. The Board of Directors may provide, by resolution, the time and place, within the boundaries of the Marquette Neighborhood, for the holding of meetings other than regular monthly meetings.

Section 4.06. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the chairperson of the board, if any, or by the president, secretary, or any two directors. The person or persons authorized to call special Board of Directors meetings may fix any place, either within the Marquette Neighborhood boundaries, as the place for holding any special board meeting called by them, and if no other place is fixed, the meeting place shall be MNA's principal office in the State of Wisconsin, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the directors in attendance at the meeting.

Section 4.07. Meetings by Electronic Means of Communication. Conduct of Meetings. To the extent provided in these Bylaws, the Board of Directors, or any committee of the board, may, in addition to conducting meetings in which each director participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided (1) all participating directors may simultaneously hear each other during the meeting, or (2) 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. Before the commencement of any business at a meeting at which any directors do not participate in person, all participating directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 4.08. Notice of Meetings; Waiver of Notice. Notice of each Board of Directors' meeting, except meetings pursuant to Section 4.05 of these Bylaws, shall be delivered to each director at their business address or at such other address as the director shall have designed in writing and filed with the secretary. Notice may be given orally or communicated in person, by telephone,other form of wire or wireless communication, private carrier, or in any other manner provided by ch. 181, Stats. Notice shall be given not less than 48 hours before the meeting being noticed, or 72 hours before the meeting being noticed if the notice is given by mail or private carrier. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Oral notice is effective when communicated. A director may waive notice required under this section or by law at any time, whether before or after the time of the meeting. The waiver must be in writing, signed by the directors, and retained in the corporate minute book. The director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the director at the beginning of the meeting or promptly upon

their arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special Board of Directors' meeting need be specified in the notice or waiver of the meeting.

Section 4.09. Quorum Requirement. Except as otherwise provided by ch. 181, Stats., the Articles of Incorporation, or these Bylaws, a majority of the number of directors as required by Section 5.03 of these Bylaws shall constitute a quorum for the transaction of business at any Board of Directors' meeting.

Section 4.10. Voting Requirement. The affirmative vote 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. This provision shall not, however, apply to any action taken by the Board of Directors in the event the affirmative vote of a greater number of directors is required by ch. 181, Stats., the Articles of Incorporation, or any other provision of these Bylaws.

Section 4.11. Action Without a Meeting.

The Board may act without a meeting by written or electronic consent. To pass, an e-vote must be approved by at least two-thirds (2/3) of all directors eligible to vote. An e-vote is effective when the last required director signs or sends their consent, or on the later date stated in the consent. Any e-vote request must give at least 48 hours before the vote closes. Board members shall vote in a manner visible to all board members. The vote record must be kept with the corporate records and reported in the minutes of the next board meeting.

ARTICLE 5

Officers

Section 5.01. Number and Titles. MNA may have one or more officers; however, if MNA has only one member, MNA may have no officers, or one officer acting in more than one capacity. If MNA chooses to have officers, MNA's principal officers shall be a president, one or more vice-presidents periodically determined by the Board of Directors, a secretary and a treasurer. The Board of Directors shall elect officers from among its members each year at the second regular monthly Board meeting following the year's Annual Membership Meeting, or officers may be appointed by the membership if no Board of Directors exists. The term of office shall be one year and end at the call to order of the second regular monthly Board meeting after the next following Annual Membership Meeting. Officers may be elected to serve successive terms, and shall have such duties as shall be determined by the Board or the members. If a vacancy occurs in an office due to loss of qualification to hold the office, resignation, removal or death, the Board of Directors shall elect, at a meeting thereof no later than its meeting next following when the vacancy occurs, another of its members to hold the office for the remainder of the term provided in this Section. The same natural person may simultaneously hold more than one office.

Section 5.02. The President. The president shall be MNA's chief executive officer and, subject to the Board of Directors' control (or members' control if no board), shall:

(a) superintend and manage MNA's business;

(b) coordinate and supervise the work of its other officers;

(c) employ, direct, fix the compensation of, discipline, and discharge its employees; (d) employ agents, professional advisors, and consultants;

(e) perform all functions of a general manager of MNA's business;

(f) have authority to sign, execute, and deliver in MNA's name all instruments either when specifically authorized by the Board of Directors or when required or deemed necessary or advisable by the president in the ordinary conduct of MNA's normal business, except in cases where the signing and execution of the instruments shall be expressly delegated by these Bylaws or by the board to some other officer(s) or agent(s) of MNA or shall be required by law or otherwise to be signed or executed by some officer or agent;

(g) in general, perform all duties incident to the office of the president and such other duties as from time to time may be assigned to him or her by the Board of Directors;

(h) chair the Executive Committee, and;

(i) report to the membership at the Annual Membership Meeting on the accomplishments of the Board of Directors during the past year.

Section 5.03. The Vice-Presidents. In the president's absence or in the event of their death or inability or refusal to act, or for any reason it shall be impractical for the president to act personally, the vice-president (or if there is more than one vice-president, the vice-presidents in the order designated by the Board of Directors, or in the absence of any designation, in the order of their appointment) 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. Each 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. In any case in which all vice-presidents refuse, fail or are unable to act as provided in this Section, the Secretary shall act instead or, if the Secretary also refuses, fails or is unable to act, the Treasurer shall act instead or, if the Secretary and Treasurer also refuse, fail or are unable to act, the Board of Directors may appoint one of its members other than an officer to act instead. The execution of any instrument of MNA by any vice-president, or by the Secretary or Treasurer or Board member acting in place of the vice-presidents as provided in this Section, shall be conclusive evidence, as to third parties, of their authority to act in the president's place.

Section 5.04., The Secretary. The secretary shall:

(a) keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose;

(b) distribute the minutes of the meetings of the Board of Directors to the Board members;

(c) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(d) be custodian of MNA's corporate records and see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed;(e) in general, perform all duties incident to the office of secretary and have such other duties as from time to time may be assigned to him or her by the Board of Directors or the president.

Section 5.05. The Treasurer. The Treasurer shall:

(a) have charge and custody of, and be responsible for all of MNA's funds and securities; receive and give receipts for monies due and payable to MNA from any source whatsoever; deposit all such monies in MNA's name in such banks, financial institutions, trust companies or other depositories as shall be selected in accordance with the provisions of Section 6.04 of these Bylaws; cause such funds to be disbursed by checks or drafts on MNA's authorized depositories, signed as the Board of Directors may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all monies disbursed;

(b) have the right to require from time to time reports or statements giving such information as they may desire with respect to any and all of MNA's financial transactions from the officers, employees, or agents transacting the same;

(c) keep or cause to be kept, at MNA's principal office or such other office or offices as the Board of Directors shall from time to time designate, correct records of MNA's funds, business, and transactions, and exhibit those records to any director of MNA upon request at that office; (d) deliver to the Board of Directors, the chairperson of the board, or the president whenever requested, an account of MNA's financial condition and of all their transactions as treasurer, and as soon as possible after the close of each fiscal year, make or cause to be made and submit to the board a like report for that fiscal year;

(e) at each annual members' meeting or the meeting held in lieu thereof, furnish copies of MNA's most current financial statement to the members and answer questions that may be raised regarding the statement; and

(f) in general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors or the president.

Section 5.06. The Membership Chair.

The Membership Chair shall:

(a) keep an accurate list of members, their addresses and membership expiration date, and bring updated list to all meetings;

(b) assist the secretary by providing addresses for mailings.

Section 5.07. Other Board Members.

Board Members shall:

(a) provide liaisons to the Wil-Mar Neighborhood Center, Common Wealth Development, area schools and the local business alliance, if any exists; (b) Assist with organization of festivals and fundraising including the Waterfront Festival, the Orton Park Festival, and the MNA Scholarship.

ARTICLE 6

Contracts, Loans, Checks and Deposits

Section 6.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in MNA's name and on its behalf. The authorization may be general or confined to specific instruments.

Section 6.02. Loans. No indebtedness for borrowed money shall be contracted on MNA's behalf and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 6.03. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, or notes or other evidences of indebtedness issued in MNA's name, shall be signed by such officer or officers, agent or agents of MNA and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors,

Section 6.04. Deposits. All funds of MNA not otherwise employed shall be deposited from

time to time in MNA's credit in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICLE 7

Amendments

The members may amend or repeal these Bylaws or adopt new bylaws at any annual or special members' meeting at which a quorum is in attendance given that notice of intended changes are distributed to members not less than 10 days prior to and not more than 50 days prior to the annual or special meeting.

ARTICLE 8

Seal

MNA does not have a corporate seal, and all formal corporate documents shall carry the signature(s) of an officer or officers of MNA.