

**BYLAWS
OF
MADISON KNITTERS' GUILD, INC.**

**ARTICLE I
OFFICES**

The principal office of the corporation in the State of Wisconsin will be located in the City of Madison, County of Dane. The corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation will have and continuously maintain a registered office, and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II
MEMBERS**

Section 1. Classes of Members. The corporation will have one class of members. The members shall initially consist of the members of the corporation's predecessor organization which was known as "Madison Knitters Guild". Membership in the corporation by the predecessor organization shall either comply with such rules and regulations or cease to be members of the corporation.

Section 2. Voting Rights. Each member is entitled to one vote on each matter submitted to a vote of the members.

Section 3. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who is in default in the payment of dues for the period fixed in Article XI of these bylaws.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation will not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 5. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate the former members to membership upon such terms as the Board of Directors may deem appropriate.

Section 6. Transfer of Membership. Membership in this corporation is not transferable or assignable. Membership terminates upon death of the member or upon non-payment of dues.

ARTICLE III MEETING OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members will be held on the second Monday of May of each year, at the hour of 7:00 o'clock, P.M., 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 is a legal holiday, the meeting will be held on the next succeeding business day. If the election of Directors is not held on the day designated or any annual meeting, or at any adjournment thereof, the Board of Directors will cause the election to be held at a special meeting of the members as soon thereafter as convenient.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or by not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Wisconsin, as the place of meeting for any annual meetings or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of meeting will be at the Monona Community Center, 1011 Nichols Road, Monona, Wisconsin; but if all of the members meet at any time and place, either within or without the State of Wisconsin, and consent to the holding of a meeting, such meeting will be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written notices stating the place, day and hour of any meeting of members will be delivered, either personally, by mail, or by electronic mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officers of persons calling the meeting. In case of a special meeting, or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called will be stated in the notice. If mailed, the notice of a meeting will be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with the postage thereon prepaid. If electronically mailed, the notice of a meeting will be deemed to be delivered when electronically transmitted to the member of his/her e-mail address as it appears on the records of the corporation.

Section 5. 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 if a consent in writing, setting forth the action so taken, will be signed by all the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. The members holding fifty of the votes which may be cast at any meeting will constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly authorized attorney-in fact. No proxy will be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present will be necessary for the adoption thereof unless a greater proportion is required by law or by these bylaws.

Section 9. Voting by mail. Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors determines.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation will be managed by its Board of Directors. Directors need not be residents of the State of Wisconsin or members of the corporation.

Section 2. Number, Tenure and Qualifications. The number of Directors will be nine (9). Of the initial nine (9) directors, three (3) directors shall serve initial terms of one (1) year; three (3) directors shall serve initial terms of two (2) years and three directors shall serve initial terms of three (3) years. After the initial terms of the initial directors, each director shall serve a term of three (3) years, it being the intent that the terms of three (3) directors shall expire each year.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors will be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors, may provide by resolution the time and place, either within or without the State of Wisconsin, for holding of additional regular meetings of the board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors will be given at least two days previously thereto by written notice delivered personally or sent by mail or facsimile to each Director at his/her address as shown by the records of the corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meetings. The attendance of a Director at any meeting will 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. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum. A majority of the Board of directors will 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 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy will be elected for the unexpired term of his/her predecessor in office.

Section 9. Compensation. Directors as such will not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained will be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation.

Section 10. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Directors.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the corporation will be a President (or Co-Presidents if so determined by the Board of Directors), one or more Vice-Presidents (the number to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it deems desirable, such officers to have the authority and to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the corporation will be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the elections of officers will not be held at such meeting such election will be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer will hold office until his/her successor will have been duly elected and will have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President will be the principal executive officer of the corporation and will in general supervise and control all of the business and affairs of the corporation. He/she will preside at all meetings of the members and of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he/she will perform all duties incident of the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) will perform the duties of the President, and when so acting, will have all the powers of and be subject to all the restrictions upon the President. Any Vice President will perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors determines. He/she will have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as are selected in accordance with the provisions of Article V11 of these bylaws; and 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 him/her by the President or by the Board of Directors.

Section 8. Secretary. The Secretary will keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets for the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed upon it or him/her by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the President of the corporation shall appoint members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS and FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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 instances.

Section 2. 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 of Directors. In the absence of such determination of the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Section 3. 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 of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

ARTICLE VIII CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation, if any. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. If the Board of Directors has provided for the issuance of certificates of membership under the provisions of Section 1 of this Article VIII, then when a member has been elected to membership and has paid any initiation fee and dues that may be required, a certificate of membership shall be issued in his/her name and delivered to him/her by a person designated by the Board of Directors.

ARTICLE IX BOOKS AND RECORDS

This corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney, for any property purpose at any reasonable time.

ARTICLE X FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end of the last day of June in each year.

ARTICLE XI DUES

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

Section 2. Payment of Dues. Dues shall be payable in advance of the first day of October in each fiscal year. Dues of a new IN-STATE member paid after February first shall be in an amount which is half of the annual dues set in accordance with Section 1 of this article and shall constitute dues for the remainder of the fiscal year..

Dues for new Out-Of-State Members shall remain as set by the Board of Directors throughout the fiscal year.

Section 3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of six months from the beginning of the fiscal year or period for which such dues become payable, his/her membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these bylaws.

ARTICLE XII SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal Madison Knitters' Guild, Inc."

ARTICLE XIII WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Wisconsin Nonstock Corporation Law or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting. These bylaws may also be altered, amended or repealed and new bylaws may be adopted, by a majority vote of the members at any regular or at any special meeting of the members.

ARTICLE XV
AMENDMENT TO BYLAWS REGARDING ASSETS

The following amendment to the Madison Knitters' Guild Bylaws was approved by a majority of the Board of Directors at the January 17, 2006, meeting.

In the event of dissolution of the Guild, assets will be donated to a charity and be voted on by the membership at the time of the dissolution.

BYLAWS APPROVED NOVEMBER 8, 2004
BYLAWS AMENDED JANUARY 16, 2006
BYLAWS AMENDED JUNE 17, 2008