

**BYLAWS Of  
Marquette Neighborhood Association, Inc.**

(Adopted June 2, 1999)  
(Amended March 6, 2002)  
(Amended October 4, 2006)  
(Amended October 17, 2007)

*Table of Contents*

<b>Article 1 Identification</b>	<b>Page 3</b>
Section 1.01 Name	3
Section 1.02 Election of Nonstock Corporation	3
Section 1.03 Principal and Business Office	3
Section 1.04 Registered Agent and Officer	3
Section 1.05 Place of Keeping Corporate Records	3
<b>Article 2 Membership</b>	<b>Page 3</b>
Section 2.01 Requirements	3
Section 2.02 Good Standing	4
Section 2.03 Types of Membership	4
Section 2.04 Nondiscrimination Statement	4
<b>Article 3 Operation without a Board of Directors</b>	<b>Page 4</b>
Section 3.01 Authority of Members to Act in Place of Directors	4
Section 3.02 Manner of Acting	4
Section 3.03 Verification of Actions	4
<b>Article 4 Member Action</b>	<b>Page 5</b>
Section 4.01 Annual Meeting	5
Section 4.02 Notice of Meetings; Waiver of Notice	5
Section 4.03 Place of Meeting	5
Section 4.04 Quorum Requirement	5
Section 4.05 Voting Requirement	5
Section 4.06 Voting of Members	5
Section 4.07 Action Without a Meeting	5
<b>Article 5 Board of Directors</b>	<b>Page 6</b>
Section 5.01 General Powers	6
Section 5.02 Election	7
Section 5.03 Number, Tenure and Qualifications	7
Section 5.04 Regular Meetings	7
Section 5.05 Special Meetings	7
Section 5.06 Meetings by Electronic Means of Communication	7
Section 5.07 Notice of Meetings; Waiver of Notice.	8
Section 5.08 Quorum Requirements	8
Section 5.09 Voting Requirements	8
Section 5.10 Action Without a Meeting	8
<b>Article 6 Officers</b>	<b>Page 9</b>
Section 6.01 Number and Titles	9
Section 6.02 The President	9
Section 6.03 The Vice Presidents	9
Section 6.04 The Secretary	10

<b>Article 6 Officers (cont.)</b>	
Section 6.05 The Treasurer .....	10
Section 6.06 The Membership Chair.....	11
Section 6.07 The Board Members.....	11
<b>Article 7 Contracts, Loans, Checks and Deposits</b>	<b>Page 11</b>
Section 7.01 Contracts	11
Section 7.02 Loans	11
Section 7.03 Checks, Drafts, etc	11
Section 7.04 Deposits,	11
<b>Article 8 Amendments</b>	<b>Page 12</b>
<b>Article 9 Seal</b>	<b>Page 12</b>

**BYLAWS Of**  
Marquette Neighborhood Association, Inc.  
*Adopted June 2, 1999*

1 **ARTICLE I**  
2 **Identification**  
3 **Section 1.01. Name.** The Corporation's name is *MARQUETTE NEIGHBORHOOD ASSOCIATION, INC.*  
4 (the "Corporation").  
5 **Section 1.02. Election of Non-stock Corporation Status.** The Corporation is a statutory non-stock  
6 corporation under Chapter 181, *Wis. Stats.*  
7 **Section 1.03. Principal and Business Offices.** The Corporation may have such principal and other  
8 business offices, within the State of Wisconsin, as the Board of Directors may designate or as the business  
9 of the Corporation may require from time to time.  
10 **Section 1.04. Registered Agent and Office.** The Corporation's registered agent may be changed from  
11 time to time by or under the authority of the Board of Directors. The address of the Corporation's  
12 registered office may be changed from time to time by or under the authority of the Board of Directors, or  
13 by the registered agent. The business office of the Corporation's registered agent shall be identical to the  
14 registered office. The Corporation's registered office may be, but need not be, identical with the  
15 Corporation's principal office in the State of Wisconsin.  
16 **Section 1.05. Place of Keeping Corporate Records.** The records and documents required by law to be  
17 kept by the Corporation permanently shall be kept at the principal office or at the office of the  
18 Corporation's counsel.  
19  
20 **ARTICLE 2**  
21 **Membership**  
22 **Section 2.01. Requirements.**  
23 (a) All persons age 18 years and over sympathizing with the objective of this Corporation and who live or  
24 own businesses in the area defined in (b) below, shall be eligible for membership in this Corporation.  
25 (b) The borders of the general area to be served by the Corporation will be Blair Street to the west, East  
26 Washington to the north, the Lake Monona shoreline to the south and First Street from East Washington  
27 Avenue to the Eastwood Bypass to Division Street to Lakeland to Dunning on the east.  
28 **Section 2.02. Good Standing.** Any member having paid his or her dues shall be considered a member in  
29 good standing.  
30 **Section 2.03. Types of Membership.** The Board of Directors shall formulate types of membership in  
31 accordance with the needs of the Corporation.  
32 **Section 2.04. Nondiscrimination Statement.** MNA has a policy and procedure of nondiscrimination in  
33 regard to race, color, religion, national origin or ancestry, disability/handicap, age, sex, marital status,  
34 source of income, arrest record or conviction record (with exceptions required by Wisconsin State Law  
35 section 48.685 and 50.065 and the City of Madison Resolution 53279), less than honorable discharge,

36 physical appearance, sexual orientation, political beliefs, familial employment, and to memberships on its  
37 governing body.

### 38 **ARTICLE 3**

#### 39 **Operation Without a Board of Directors**

40 **Section 3.01. Authority of Members to Act in Place of Directors.** All corporate powers may be  
41 exercised, by, or under authority of, and the business and affairs of the Corporation may be managed  
42 under the direction of, the members of the Corporation, and all powers and duties conferred or imposed  
43 upon the Board of Directors by ch. 181, *Stats.*, may be exercised or performed by the members.

#### 44 **Section 3.02. Manner of Acting.**

45 (a) If the members have elected to operate without a Board of Directors, an action that, but for the  
46 Corporation's election to operate without a Board of Directors, would require director approval, or both  
47 director and member approval, is authorized if approved by the members.

48 (b) If the members have elected to operate without a Board of Directors, an action that, but for the  
49 Corporation's election to operate without a Board of Directors, would require a vote of a majority or  
50 greater percentage of the Board of Directors, is authorized if approved by the majority or greater  
51 percentage of the votes of members entitled to vote on the action.

52 **Section 3.03. Verification of Actions.** If the members have elected to operate without a Board of  
53 Directors, a requirement that an instrument filed with a governmental agency contain a statement that a  
54 specified action has been taken by the Board of Directors shall be satisfied by a statement that the  
55 Corporation is a statutory nonstock corporation without a Board of Directors and that the action was duly  
56 approved by the members. The members may appoint, by resolution, one or more members to sign  
57 documents as "Designated Directors."  
58

### 59 **ARTICLE 4**

#### 60 **Member Action**

61 **Section 4.01. Annual Meeting.** The annual members' meeting shall be held *on the first* Wednesday of  
62 October each year, at 7:00 p.m., beginning with the year 1999, or on such other date set by the members.  
63 Special members' meetings may from time to time be allowed by the Board of Directors, president or  
64 secretary of the Corporation. In addition, the Board of Directors, president or secretary of the Corporation  
65 shall call a special meeting if the holders of at least 20% of all the votes entitled to be cast on any issue  
66 proposed to be considered at a proposed special meeting sign, date and deliver to the Corporation one or  
67 more written demands for the meeting describing one or more purposes for which it is to be held.

68 Notwithstanding the above, no annual meeting need be held unless a written request is delivered to the  
69 Corporation by the member at least 30 days before the annual meeting date.

70 **Section 4.02. Notice of Meetings; Waiver of Notice.** Notice of either an annual or any special members'  
71 meeting shall, unless otherwise required by ch. 181, *Stats.*, be given not less than 10 days, nor more than  
72 50 days before the meeting date. Any required notice of a members' meeting may be given orally or in  
73 any other manner authorized by ch. 18 1, *Stats.* Any notice of a special members' meeting shall describe  
74 the meeting's purpose. Notice of any members' meeting may be waived, either before or after the date and  
75 time stated in the notice.

76 **Section 4.03. Place Of Meeting.** The Board of Directors, if it exists, or the president, may designate any  
77 place, within the geographic boundaries of MNA, as the place of meeting for the annual or special  
78 members' meeting or any adjourned meeting. If no designation is made, the place of meeting shall be at  
79 WIL-MAR.  
80

81 **Section 4.04. Quorum Requirement.** Shares entitled to vote as a separate voting group may take action  
82 on a matter at a meeting only if a quorum of those shares exists with respect to that matter, majority of the  
83 board members at a monthly Board Meeting (*adopted October 6, 1999*) or ten percent of the membership  
84 at annual or special membership meetings (*adopted March 6, 2002*). Except as otherwise provided by the  
85 Articles of Incorporation, these Bylaws, or any provision of ch. 181, *Stats.*, a majority of the votes entitled

86 to be cast on the matter by the voting group shall constitute a quorum of that voting group for action on  
87 that matter.

88 **Section 4.05. Voting Requirement.** At any members' meeting at which a quorum exists, action on a  
89 matter by a voting group is approved if the votes cast within the voting group favoring the action exceed  
90 the votes cast opposing, unless the Articles of Incorporation or any provision of Ch. 181, *Stats.*, requires a  
91 greater number of affirmative votes.

92 **Section 4.06. Voting Of Members.** Each member in good standing shall be entitled to one vote upon  
93 each matter submitted at a members' meeting, except as otherwise required by the Articles of  
94 Incorporation or by ch. 181, *Stats.*

95 **Section 4.07. Action Without a Meeting.** Any action required or permitted by the Articles of  
96 Incorporation, these Bylaws, or any provision of ch. 181, *Stats.*, to be taken at a members' meeting, may  
97 be taken without a meeting if one or more written consents, setting forth the action so taken, shall be  
98 signed by all members entitled to vote on the subject matter of the action. Action taken pursuant to  
99 written consent shall be effective when a consent or consents, signed by all of the members, is or are  
100 delivered to the Corporation for inclusion in the corporate records, unless some other effective date is  
101 specified in the consent. If the action to be taken requires that notice be given to nonvoting members, the  
102 Corporation shall give the nonvoting members written notice of the proposed action at least 10 days  
103 before the action is taken, which notice shall comply with the provisions of ch. 181, *Stats.*, and shall  
104 contain or be accompanied by the same material that would have been required to be sent to nonvoting  
105 members in a notice of meeting at which the proposed action would have been submitted to the members.

## 106 **ARTICLE 5**

### 107 **Board Of Directors**

108 **Section 5.01 General Powers.** If the members have elected to operate with a Board of Directors, the  
109 Corporation's powers shall be exercised by or under the authority of, and its business and affairs shall be  
110 managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of  
111 Incorporation. The duties of the Board of Directors shall include, but not be limited to the following:

112 (a) carrying out the policies established by the members;  
113 holding meetings whenever necessary,  
114 setting general policy and acting in intervals between members' meetings;  
115 (d) establishing and appointing permanent committees or special committees to work on matter duly  
116 designated by the Board of Directors for consideration of the Corporation;  
117 (e) determining what matters the Corporation should consider;  
118 expanding the number of seats on the Board of Directors as issues demand it, the President appointing  
119 members to fill the new seat(s), subject to approval of those appointments by the Board at its next regular  
120 meeting, and by the membership at the next annual membership meeting;  
121 establishing procedures for the wise administration of the organization including but not limited to setting  
122 dues and adopting a budget. Except as otherwise provided by the members' meeting, the Corporation's  
123 funds shall be used by the Board of Directors as it sees fit provided that the following order of precedence  
124 is followed:

- 125  
126 a) Corporation expenses (stamps, envelopes, etc.);  
127 b) A \$1,500.00 start-up fund for both the Orton Park Festival and the Waterfront Festival is created;  
128 c) At least one-third funding of The Gazette, for its costs which are not covered by advertising;  
129 d) Projects for Marquette School;  
130 e) MNA Peat/Piper Scholarship for two students graduating from high school or its equivalent;  
131 f) The Eastside Express;  
132 g) Other expenditures approved by the members.

133 **Section 5.02. Election.** Directors shall be elected by the members at each annual meeting.

134 **Plurality Requirement.** Unless otherwise provided in the Articles of Incorporation, directors are elected  
135 by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum

136 is present, For purposes of this Bylaw 4.02, plurality means that the candidates with the largest number of  
137 votes are elected as directors up to the maximum number of directors to be chosen at the election.

138 **Section 5.03. Number, Tenure and Qualifications.** The number of Directors of the Corporation shall be  
139 12 (Twelve) or such number as directed by the membership. Effective with the 2007 Annual Membership  
140 Meeting, each Director shall hold office for two years, with half of the Directors being elected each year  
141 at the Annual Membership Meeting, and shall hold office until his or her successor shall has been elected,  
142 or until his or her prior death, resignation, or removal. The Board of Directors shall determine which  
143 Directors will run for a one-year term in 2007 and which will run for a full two-year term. Each year  
144 following the 2007 election, half of the Directors will be elected (or re-elected) to a two-year term on a  
145 rotating basis (*Adopted October 4, 2006*). A Director may be removed from office by a vote of the  
146 members taken at any members' meeting called for that purpose, provided that a quorum is present. A  
147 Director may resign at any time by delivering his or her written resignation that complies with the  
148 provisions of ch. 181, *Stats.*, to the Board of Directors, the chairperson of the Board of Directors, or the  
149 Corporation. Three consecutive absences from Board of Directors' meetings, without valid reason, shall  
150 be deemed resignation. Directors need to be residents of the Marquette Neighborhood and members of the  
151 Corporation with the exception of one board position.

152 **Section 5.04. Regular Meetings.** A regular meeting of the Board of Directors shall be held without other  
153 notice than this Bylaw immediately after the annual members' meeting. The place of such regular Board  
154 of Directors' meeting shall be the same as the place of the members' meeting that precedes it, or such  
155 other suitable place as may be announced at the members' meeting. In addition, the Board of Directors  
156 shall hold meetings monthly at a regular time and place to be designated by the Board members. The  
157 Board of Directors may provide, by resolution, the time and place, within the Marquette Neighborhood  
158 boundaries, for the holding of additional regular meetings.

159 **Section 5.05. Special Meetings.** Special meetings of the Board of Directors may be called by or at the  
160 request of the chairperson of the board, if any, or by the president, secretary, or any two directors. The  
161 person or persons authorized to call special Board of Directors' meetings may fix any place, either within  
162 the Marquette Neighborhood boundaries, as the place for holding any special board meeting called by  
163 them, and if no other place is fixed, the meeting place shall be the Corporation's principal office in the  
164 State of Wisconsin, but any meeting may be adjourned to reconvene at any place designated by vote of a  
165 majority of the directors in attendance at the meeting.

166 **Section 5.06. Meetings by Electronic Means of Communication.**

167 **Conduct of Meetings.** To the extent provided in these Bylaws, the Board of Directors, or any committee  
168 of the board, may, in addition to conducting meetings in which each director participates in person, and  
169 notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or  
170 special meeting by the use of any electronic means of communication, provided (1) all participating  
171 directors may simultaneously hear each other during the meeting, or (2) all communication during the  
172 meeting is immediately transmitted to each participating director, and each participating director is able to  
173 immediately send messages to all other participating directors. Before the commencement of any business  
174 at a meeting at which any directors do not participate in person, all participating directors shall be  
175 informed that a meeting is taking place at which official business may be transacted.

176 **Section 5.07. Notice of Meetings; Waiver of Notice.** Notice of each Board of Directors' meeting, except  
177 meetings pursuant to Section 4.04 of these Bylaws, shall be delivered to each director at his or her  
178 business address or at such other address as the director shall have designed in writing and filed with the  
179 secretary. Notice may be given orally or communicated in person, by telephone, telegraph, teletype,  
180 facsimile, other form of wire or wireless communication, private carrier, or in any other manner provided  
181 by ch. 181, *Stats.* Notice shall be given not less than 48 hours before the meeting being noticed, or 72  
182 hours before the meeting being noticed if the notice is given by mail or private carrier. Written notice  
183 shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage  
184 prepaid in the United States mail or delivered to the private carrier. Oral notice is effective when  
185 communicated. A director may waive notice required under this section or by law at any time, whether  
186 before or after the time of the meeting. The waiver must be in writing, signed by the directors, and

187 retained in the corporate minute book. The director's attendance at or participation in a meeting shall  
188 constitute a waiver of notice of the meeting, unless the director at the beginning of the meeting or  
189 promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and  
190 does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted  
191 at nor the purpose of any regular or special Board of Directors' meeting need be specified in the notice or  
192 waiver of the meeting.

193 **Section 5.08. Quorum Requirement.** Except as otherwise provided by ch. 181, *Stats.*, the Articles of  
194 Incorporation, or these Bylaws, a majority (*change adopted October 6, 1999*) of the number of directors as  
195 required by Section 4.03 of these Bylaws shall constitute a quorum for the transaction of business at any  
196 Board of Directors' meeting.

197 **Section 5.09. Voting Requirement.** The affirmative vote of the majority of the directors present at a  
198 meeting at which a quorum is present shall be the act of the Board of Directors. This provision shall not,  
199 however, apply to any action taken by the Board of Directors in the event the affirmative vote of a greater  
200 number of directors is required by ch. 181, *Stats.*, the Articles of Incorporation, or any other provision of  
201 these Bylaws.

202 **Section 5.10. Action Without a Meeting.** Any action required or permitted by the Articles of  
203 Incorporation, these Bylaws, or any provision of ch. 181, *Stats.*, to be taken by the Board of Directors at a  
204 board meeting may be taken without a meeting if one or more written consents, setting forth the action so  
205 taken, shall be signed by all of the directors entitled to vote on the subject matter of the action and  
206 retained in the corporate records. Action taken pursuant to written consent shall be effective when the last  
207 director signs the consent or upon such other effective date as is specified in the consent.

208  
209

## 210 **ARTICLE 6**

### 211 **Officers**

212 **Section 6.01. Number and Titles.** The Corporation may have one or more officers; however, if the  
213 Corporation has only one member, the Corporation may have no officers, or one officer acting in more  
214 than one capacity. If the Corporation chooses to have officers, the Corporation's principal officers shall be  
215 a president, one or more vice-presidents periodically determined by the Board of Directors, a secretary  
216 and a treasurer. The Board of Directors shall elect officers each year at the first board meeting following  
217 the Annual Membership Meeting, or officers may be appointed by the membership if no Board of  
218 Directors exists. The term of office shall be one year. Officers may be elected to serve successive terms,  
219 and shall have such duties as shall be determined by the Board or the members (*Adopted October 4,*  
220 *2006*). The same natural person may simultaneously hold more than one office.

221 **Section 6.02. The President.** The president shall be the Corporation's chief executive officer and, subject  
222 to the Board of Directors' control (or members' control if no board), shall:

- 223 (a) superintend and manage the Corporation's business;
- 224 (b) coordinate and supervise the work of its other officers;
- 225 (c) employ, direct, fix the compensation of, discipline, and discharge its employees;
- 226 (d) employ agents, professional advisors, and consultants;
- 227 (e) perform all functions of a general manager of the Corporation's business;
- 228 (f) have authority to sign, execute, and deliver in the Corporation's name all instruments either when  
229 specifically authorized by the Board of Directors or when required or deemed necessary or advisable by  
230 the president in the ordinary conduct of the Corporation's normal business, except in cases where the  
231 signing and execution of the instruments shall be expressly delegated by these Bylaws or by the board to  
232 some other officer(s) or agent(s) of the Corporation or shall be required by law or otherwise to be signed  
233 or executed by some officer or agent;
- 234 (g) have authority, in the event of a vacancy on the Board of Directors that occurs between annual  
235 meetings, due to resignation, termination or prior death of a board member, to appoint a new member to  
236 serve the remainder of that term, the appointment being subject to approval by the Board at its next  
237 regular meeting (*adopted October 17, 2007*);

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

240 (i) chair the Executive Committee, and;

241 (j) see that the Corporation's page in The Gazette is filled each month.

242 (k) report to the membership at the Annual Membership Meeting on the accomplishments of the Board of  
243 Directors during the past year (*Adopted October 4, 2006*).

244 **Section 6.03. The Vice-Presidents.** In the president's absence or in the event of his or her death or  
245 inability or refusal to act, or for any reason it shall be impractical for the president to act personally, the  
246 vice-president (or if there is more than one vice-president, the vice-presidents in the order designated by  
247 the Board of Directors, or in the absence of any designation, in the order of their appointment) shall  
248 perform the duties of the president, and when so acting, shall have all the powers of and be subject to all  
249 the restrictions upon the president. Each vice-president shall perform such other duties and have such  
250 authority as from time to time may be delegated or assigned to him or her by the president or by the  
251 Board of Directors. The execution of any instrument of the Corporation by any vice-president shall be  
252 conclusive evidence, as to third parties, of his or her authority to act in the president's place.

253 **Section 6.04, The Secretary.** The secretary shall:

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

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

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

259 (d) be custodian of the Corporation's corporate records and see that the books, reports, statements,  
260 certificates, and all other documents and records required by law are properly kept and filed;

261 (e) have charge, directly or through such transfer agent or agents and registrar or registrars as the Board  
262 of Directors may appoint, of the issue, transfer, and registration of certificates for shares in the  
263 Corporation and of the records thereof, such records be kept in such a manner as to show at any time the  
264 number of shares in the Corporation issued and outstanding, the manner in which and time when such  
265 shares were paid for, the names and addresses of the members of record, the numbers and classes of  
266 shares held by each, and the time when each became a member;

267 (f) exhibit at reasonable times upon the request of any director the records of the issue, transfer, and  
268 registration of the Corporation's share certificates, at the place where those records are kept, and have  
269 these records available at each members' meeting;

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

272 **Section 6.05. The Treasurer.** The Treasurer shall:

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

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

283 (c) keep or cause to be kept, at the Corporation's principal office or such other office or offices as the  
284 Board of Directors shall from time to time designate, correct records of the Corporation's funds, business,  
285 and transactions, and exhibit those records to any director of the Corporation upon request at that office;

286 (d) deliver to the Board of Directors, the chairperson of the board, or the president whenever requested,  
287 an account of the Corporation's financial condition and of all his or her transactions as treasurer, and as

288 soon as possible after the close of each fiscal year, make or cause to be made and submit to the board a  
289 like report for that fiscal year;

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

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

295 **Section 6.06 Membership Chair.**

296 The Membership Chair shall:

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

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

300 **Section 6.07 Other Board Members.**

301 Board Members shall:

302 (a) provide liaisons to WIL-MAR, GWABA, Common Wealth, Marquette/O'Keefe School;

303 (b) Assist with organization of festivals and fundraising including the Waterfront Festival, the Orton Park  
304 Festival, and the MNA Peat/Piper Scholarship.

305

306 **ARTICLE 7**

307 **Contracts, Loans, Checks and Deposits**

308 **Section 7.01. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to  
309 enter into any contract or execute or deliver any instrument in the Corporation's name and on its behalf,  
310 The authorization may be general or confined to specific instruments. When an instrument is so executed,  
311 no other party to the instrument or any third party shall be required to make any inquiry into the authority  
312 of the signing officer or officers, or agent or agents.

313 **Section 7.02. Loans.** No indebtedness for borrowed money shall be contracted on the Corporation's  
314 behalf and no evidences of such indebtedness shall be issued in its name unless authorized by or under the  
315 authority of a resolution of the Board of Directors. Such authorization may be general or confined to  
316 specific instances.

317 **Section 7.03. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, or notes  
318 or other evidences of indebtedness issued in the Corporation's name, shall be signed by such officer or  
319 officers, agent or agents of the Corporation and in such manner as shall from time to time be determined  
320 by or under the authority of a resolution of the Board of Directors,

321 **Section 7.04. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from  
322 time to time in the Corporation's credit in such banks, trust companies, or other depositories as may be  
323 selected by or under the authority of a resolution of the Board of Directors.

324

325 **ARTICLE 8**

326 **Amendments**

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

330

331 **ARTICLE 9**

332 **Seal**

333 The Corporation does not have a corporate seal, and all formal corporate documents shall carry the  
334 designation No Corporate Seal along with the signature of the Corporation's officer or officers. *[The*  
335 *Corporation shall have a corporate seal, and all formal corporate documents shall carry the Seal along*  
336 *with the signature of the Corporation's officer or officers.]*

337 **KNOW ALL BY THESE PRESENTS**, that I, the undersigned, being the person appointed to act as a  
338 member of the Board of Directors, hereby consent to and adopt the foregoing Bylaws of Marquette  
339 Neighborhood Association, Inc., as and for the Bylaws of this Corporation,  
340 **IN WITNESS WHEREOF**, I have herewith signed my name the \_\_\_\_ day of \_\_\_\_, 1998. \_\_\_\_

341 **CERTIFICATE OF SECRETARY**

342 I, the undersigned, do hereby certify:

343 (1) that I am the duly elected, qualified and acting Secretary of Marquette Neighborhood Association,  
344 Inc.;

345 (2) that the foregoing Bylaws, consisting of \_\_\_\_ pages, constitute the Bylaws of said Corporation as duly  
346 adopted at a meeting of the Board of Directors on 1998.

347 **IN WITNESS WHEREOF, I have hereunto subscribed my name.**

348 Dated this day of , 1998.