

**RESTATED BYLAWS
OF
CAPITOL NEIGHBORHOODS, Inc.**

These bylaws are the Restated Bylaws of Capitol Neighborhoods, Inc. (the “Corporation”) and take the place of and supercede any other versions of the bylaws of this Corporation.

**ARTICLE I
ESTABLISHMENT**

Capitol Neighborhoods is a Wisconsin non-stock corporation that was established on October 15, 1984.

**ARTICLE II
PURPOSES**

2.1 The Corporation is organized exclusively for charitable, educational, and scientific purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or any successor statute, subject to the restrictions under Chapter 181 of the Wisconsin Statutes, and its activities shall include, but not be limited to, the following:

- (a) Provide education and resources to facilitate a safe community atmosphere among the residents of Capitol Neighborhoods, Inc.
- (b) Coordinate and cooperate with individuals, organizations, and agencies that advance the welfare of Capitol Neighborhoods, Inc. residents.
- (c) Inspire and promote educational, recreational and cultural events and activities.
- (d) Create and seek resources for programs and services that reflect the interest and diversity of the Capitol Neighborhoods, Inc. community.
- (e) Work with property owners, city officials, developers and builders in providing the best possible architectural designs for new and renovated buildings within the boundaries of Capitol Neighborhoods, Inc.
- (f) Work with property owners, city officials, developers and builders in providing green space and natural areas consistent with harmonious and gracious living within the boundaries of Capitol Neighborhoods, Inc.

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(g) Seek moneys in the form of grants or gifts for the betterment of the areas within the boundaries of Capitol Neighborhoods, Inc.

(h) Provide a way for residents to articulate and implement their vision for maintaining and enhancing the residential amenities of the Capitol area.

(i) Advocate before city and community bodies for actions that will enhance the downtown living experience.

ARTICLE III GEOGRAPHIC AREA

3.1 Districts. Capitol Neighborhoods consists of six districts based in the city of Madison, Wisconsin: Mansion Hill, First Settlement, Bassett, Mifflin West, State/Langdon and James Madison Park. The boundaries of the districts are as follows:

(a) **Mansion Hill:** (on Capitol Square), West Mifflin St., State St., W. Gilman (at North Broom St.), N. Broom St., mid-block between Langdon St. and W. Gilman St, N. Carroll St., Lake Mendota, N. Butler St. N. Hamilton St., N. Webster St., E. Washington Ave., N. Pinckney St. East Mifflin St. West Mifflin St. (on Capitol Square).

(b) **First Settlement:** (on Capitol Square), E. Washington Avenue, S. Blair St., Lake Monona, Martin Luther King, Jr. Blvd., E. Main St., S. Pinckney St. (on Capitol Square).

(c) **Bassett:** (on Capitol Square), Martin Luther King, Jr. Blvd., Lake Monona, North Shore Drive, Proudfit St., Regent St., W. Washington Ave., S. Carroll St., W. Main St. (on Capitol Square).

(d) **Mifflin West:** (on Capitol Square), W. Washington Ave., Regent St., N. Frances St., W. Dayton St., Marion St., W. Johnson St., N. Broom St., State Street, N. Carroll St., W. Washington (on Capitol Square)

(e) **State/Langdon:** Lake Mendota, N. Carroll St., mid-block between Langdon St., and W. Gilman St., N. Broom St., W. Johnson St., Marion St., W. Dayton St., N. Frances St., Regent St., N. Park St., Lake Mendota.

(f) **James Madison Park:** Lake Mendota, N. Butler St., N. Hamilton St., Webster St., E. Washington Ave., N. Blair St., Lake Mendota

Residents on the edge of the boundaries or districts may participate in either or both of the districts or neighborhoods in question.

3.2 Addition of Districts to Capitol Neighborhoods. Requests of residents of adjoining groups or neighborhoods who wish to join Capitol Neighborhoods as a District must be submitted in writing to the president of Capitol Neighborhoods. The Executive Council will determine if it is

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in the interest of CNI to approve the requests. If such approval is granted by Executive Council, Capitol Neighborhoods must present at least two open forums for members of Capitol Neighborhoods and the residents of the proposed district for input on the request. If general consensus (as defined in section 5.4) is reached in the forums for approval of a new district, approval of the request must be sought from the Members at a third special meeting or at the next Annual Meeting along with approval of a slate of proposed District Representative Directors (as described in Section 6.2) for that district. If the Members approve a new district, the new district and the District Representative directors become effective immediately after the third special meeting or the Annual Meeting at which the district is approved.

ARTICLE IV MEMBERS

4.1 Regular membership. A regular member is an individual aged 18 years or older who resides within the boundaries of Capitol Neighborhoods, or at an address that fronts on CNI boundaries, and who has paid the dues established under Section 4.4 (“Regular Member”). Each Regular Member is entitled to one vote. A Regular Member’s right to vote shall cease upon lapse of membership for failure to pay dues or by resignation, expulsion or suspension pursuant to § 181.0620, Wis. Stats.

4.2 Business membership. A Business Member is an individual representing a business establishment located within the boundaries of Capitol Neighborhoods and who has paid the dues established under Section 4.4. Business members shall have all of the privileges of Regular Members except they may not vote at meetings or become Directors of the Corporation, unless they chair an advisory or ad hoc committee as provided for in Section 6.2(b).

4.3 Associate Membership. An associate member is an individual who does not live within the boundaries of Capitol Neighborhoods but who has paid the dues established under Section 4.4. Associate members have all of the privileges of Regular Members except they may not vote at meetings or become Directors of the Corporation except as appointed by the Executive Council to chair a committee pursuant to Section 8.2.

4.4 Dues and Fees. Dues for Regular Members shall be determined annually by the Executive Council. Additional dues or fees may be assessed by the Executive Council to cover additional costs related to specific activities or services that are undertaken throughout the year. The period of membership shall be for one year following the date of original membership payment or renewal of membership payment. However, if renewal payment is not made within one month after the renewal date, a new membership will be established based on the actual date of payment of dues.

ARTICLE V MEMBER MEETINGS

5.1 Annual Meeting. Capitol Neighborhoods shall hold one Annual Meeting of Members at a time and place to be fixed by the Executive Council (typically in the month of June).

5.2 Special Meetings. Special meetings of the members may be held at the call or the request of the President, a majority of the Executive Council, or the request of at least ten percent (10%) of the Regular Members. Notice of the time and place shall be given in sufficient time for the convenient assembly of the members.

5.3 Attendance and Voting. Meeting places will be within the boundaries of Capitol Neighborhoods. The meetings will be open to all persons. Each Regular Member has one vote on any matter submitted to the members. Pursuant to Article IV, Business Members and Associate Members have no vote. All matters submitted to the Regular Members are determined by a majority vote of those present and voting. Voting by proxy is only permitted in the form of written consents as set forth in Section 5.6.

5.4 General Consensus. For the purposes of this document “General Consensus” means those present confirm their comfort with the course of action being proposed. It implies that everyone has had an opportunity to consider how they feel about it and that any questions and/or concerns have been sufficiently addressed. It also assumes that those present can “live with” the course of action as outlined even though they may not be enthusiastic about it and that they will not actively oppose this action as it moves forward. “General Consensus” specifically does not assume that everyone present is in 100% agreement.

5.5 Quorum. Except as otherwise provided in these bylaws, the presence in person of at least a majority of the Directors on the Executive Council and of Regular Members who have at least **five (5%) percent** of the total voting power of the members constitutes a quorum at all meetings of the members. The Executive Council members who are present count toward the 5% of Regular Members requirement.

5.6 Informal Action. In accordance with §181.0704, Wis. Stats., any action required or permitted to be approved by the Members, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by Regular Members holding at least fifty-one percent (51%) of the voting power of the Corporation.

5.7 Notice of Meetings. The Secretary or designee shall mail to each member a notice of each annual and each special meeting, stating the time and place of the meeting, and in the case of a special meeting, the purposes of the special meeting. Unless otherwise required by these bylaws, notice of a member meeting shall be given not less than two (2) days, nor more than forty-five (45) days, before the date scheduled for the meeting referred to in the notice. Members shall receive notice of the Annual Meeting at least fourteen (14) days in advance of the meeting.

ARTICLE VI THE EXECUTIVE COUNCIL

6.1 General Powers. The affairs of the Corporation shall be managed by and under the authority of the Board of Directors, which shall be called the Executive Council (“Council”).

6.2 Composition and Election of Council. The Council shall consist of the number of persons (the “Directors”) that is determined by the Council from time to time consistent with these bylaws, but at no time shall the Council have fewer than three (3) members. At the first meeting of the Council after the Annual Meeting and after the selection of the Committee Chairs, the Council shall confirm the exact number of Directors that will serve on the Council based on all of the categories of directors described in this Section 6.2; provided, however, the number of Directors may vary from time to time, consistent with the suspensions granted pursuant to Section 6.2(f). The Council shall be comprised of the following:

- (a) Up to three (3) district representatives who are Regular Members in good standing (the “District Representative Directors”) may be elected from each district to serve as voting members of the Council. These District Representative Directors will be elected by the Regular Members at the Annual Meeting, based upon nominations that are put forward by the applicable district. Nominations from the floor will be accepted. The nominator and nominee must be from the same district.
- (b) The committee chairs appointed pursuant to Section 8.2, including the chairs of the standing committees, the advisory committees, and, if so designated in the resolution establishing the Ad Hoc Committee, the Ad Hoc Committee chairs (the “Committee Chairs”), shall serve as voting members of the Council (also called “Directors”).
- (c) The Chairs of each District enumerated in Article III (the “District Chairs”) shall serve as voting members of the Council (also called “Directors”). The District Chairs shall be elected or designated by each District prior to the Annual Meeting. The District Chairs who serve on the Council shall be Regular Members in good standing.
- (d) All Past Presidents of Capitol Neighborhoods will be invited to serve as voting members of the Council (also called “Directors”). If they accept the invitation and if they are members in good standing, they will be a member of the Executive Council.
- (e) Elected alderpersons of the City of Madison representing the Capitol Neighborhoods (the “Alderpsons”) area shall serve as non-voting members of the Executive Council. The Alderpsons shall receive notice of all meetings and be permitted to participate in all Council meetings but shall have no vote.
- (f) At any time during the term of a Director, a Director may request a leave of absence (LOA) during his/her term for up to three (3) months because of an inability to participate in Council meetings or attend to Council business. To become effective, a LOA shall be requested in writing (including electronically) and accepted by the Council. Once accepted, a “LOA Director” shall have no rights or obligations as a Director of the Corporation and the number of Directors entitled to take action on behalf of the Corporation shall be reduced by the number of Directors who are on

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LOA. When a LOA Director again becomes able to serve on the Council, he/she may request reinstatement by the Council. If a LOA lasts for more than 3 months, the Council may consider the LOA Director to have resigned and may act to replace the Director who is on LOA pursuant to Section 6.4.

6.3 Terms. The term of the District Representative Directors shall be two (2) years, beginning after the adjournment of the Annual Meeting and ending when her/his successor is elected. The terms of Committee Chairs shall be for one (1) year and are annually renewable, unless otherwise determined by the Council. The terms of the District Chairs shall be one (1) year and shall be annually renewable. When vacancies on the Council occur by reason of death, resignation, failure of qualification, or otherwise, the number shall be reduced by such vacancies until qualified replacements are appointed.

6.4 Vacancies. A Director will cease to be a Director if: 1. he/she submits a written resignation to the Secretary; 2. he/she no longer meets the qualifications for representation; 3. he/she fails to participate in three (3) consecutive Council meetings, except pursuant to Section 6.2(f); or 4. A Director may be removed from the Council for any reason by a vote of at least two-thirds (2/3) of the Directors. If there is a vacancy on the Council for any reason, the Council shall fill that vacancy with an interim appointment consistent with the requirements of Section 6.2. The replacement Director shall serve until the end of the next annual meeting, at which time a replacement Director shall be elected consistent with Section 6.2 and 6.3.

6.5 Regular and Special Meetings. The Council shall meet at least ten (10) times per year at an hour and place convenient to the Directors and designated by the President. Special meetings of the Council may be called by the President or by at least two Directors at such time and place as the officer or Directors calling the meeting may specify and in accordance with the notice requirements of this Article 6.12.

6.6 Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Council; provided that if less than a majority of the Directors are present (in person or by live electronic communication), those Directors present may discuss items of interest but may not vote or take any kind of official action until and unless quorum is achieved except those present may adjourn the meeting.

6.7 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Council except where otherwise provided by law or by these bylaws.

6.8 Informal Action. In accordance with § 181.0821, Wis. Stats., any action required to be taken at a meeting of the Council, or any other action which may be taken at a meeting of the Council, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by two-thirds of the Directors entitled to vote with respect to the subject matter thereof, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds of the Directors

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has the same effect as a two-thirds vote and may be stated as such in any document filed with the Department of Financial Institutions. For purposes of this section, “in writing” includes a communication that is transmitted or received by electronic means and “signed” includes an electronic signature, as defined in Section 181.0103 (10p), Wis. Stats.

- 6.9 Compensation.** Directors will not be paid compensation for their services as Directors provided that nothing herein contained will be construed to prohibit payment of compensation to an individual who serves as a director for services rendered to the Corporation in another capacity.
- 6.10 Meetings by Electronic Means of Communication.** Members of the Council or any committee of the Council may conduct any regular or special meeting by use of any electronic means of communication, including telephone conference, provided, (1) all participating directors may simultaneously hear or read each other’s communications 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. Participation in such manner shall constitute presence in person at such meeting for the purposes of these bylaws.
- 6.11 Notice.** Meetings must be preceded by at least forty-eight hours notice to each Director, or seventy-two hours notice if notice is given by mail or private carrier. A meeting at which the amendment or repeal of the bylaws or the adoption of new bylaws or the removal of a Director is to be considered requires seven days advance written notice. 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. Notice may be given by E-mail.
- 6.12 Conflict of Interest.** The Council shall abide by the Conflict of Interest Policy that has been adopted and is attached as **Exhibit A** to these bylaws.

ARTICLE VII OFFICERS

7.1 Officers. The officers of Capitol Neighborhoods, Inc. shall be a President, a Vice-President, a Secretary and a Treasurer. The Corporation may have such other officers with such other titles as may be determined from time to time by the Council. All officers shall be Directors. An individual may hold more than one officer position, except that the President cannot be the same person as the Secretary or Treasurer.

7.2 Selection. As soon as practicable after the conclusion of the Annual Meeting the Directors shall select officers from among the Directors. Each officer will serve in that capacity

for a period of one year or until his or her replacement is selected and qualified. Officers may serve for subsequent terms.

7.3. Roles. The officers shall serve the following roles:

(a) The President shall preside at Council meetings and at meetings of members.

(b) The Vice-President shall assist the President and perform the duties of the President when necessary. Should the President's position become vacant, the Vice-President shall assume the position of President.

(c) The Secretary shall maintain the organization's records including minutes of meetings and oversee maintenance of the mailing lists.

(d) The Treasurer shall maintain a bank account for Capitol Neighborhoods' income and expenditures. The treasurer will provide a financial report at all Executive Council and general meetings.

ARTICLE VIII COMMITTEES

8.1 Committees of the Council. The Council may designate by resolution one or more standing committees ("Council Committees"). These Council Committees will have and may exercise to the extent provided in said resolution the powers of the Council in the management of the Corporation's affairs when the Council is not in session, except action in respect to election of officers or the filling of vacancies in the committees. Each standing committee shall consist of at least three (3) Directors, who shall be nominated by the President and confirmed by the Council. The Council also may designate one or more advisory or ad hoc committees that do not have the powers of the Council to manage the affairs of the Corporation. The advisory and ad hoc committees shall have the duties set forth in the resolution of the Council designating the committee. The role of the standing, advisory or ad hoc committees are as follows:

(a) **Standing Committees.** A Standing Committee is a permanent committee of the Council established by the Council. It may act on behalf of the Council to the extent such authority, either general or specific, has been delegated in the resolution creating the committee.

(b) **Advisory Committees.** An Advisory Committee is a permanent committee of the Council established by the Council. It is advisory to the Council. It may act on behalf of the Council only to the extent such authority has been specifically delegated by the Council.

(c) **Ad Hoc Committees.** An Ad Hoc Committee is a temporary advisory committee. It is created for a one-time purpose or to focus on examining a specific subject for a limited period. Most are created with a deadline by which they must complete their work or expire.

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8.2 Appointment of Committee Chairs and Role of Chairs as Directors. All Chairs of the Standing Committees, Advisory Committees and Ad Hoc Committees shall be appointed by the Executive Council at the first meeting of the Council after the Annual Meeting or at such time as they are created or at such time as a vacancy occurs. The Standing Committee Chairs shall be Regular Members in good standing. The Chairs of the Advisory or Ad Hoc Committees shall be either a Regular Member, Business Member or Associate Member in good standing. All Chairs of the Standing and Advisory Committees and, if so designated in the resolution creating the Ad Hoc Committee, the Ad Hoc Committees, will be voting members of the Executive Council. The Committee Chairs shall serve the terms set forth in Section 6.3.

ARTICLE IX CAPITOL NEIGHBORHOODS NEWSLETTER

9.1 Content. Capitol Neighborhoods will publish a newsletter for members and other interested parties at least quarterly. The newsletter will provide educational articles pertinent to the membership and may include such topics as meeting notices, articles regarding neighborhood issues, statements of Capitol Neighborhoods' stand on issues, and general items of interest.

9.2 Political Candidates. The newsletter shall not be used to support, either directly or indirectly, candidates for public office in the form of either letters or articles. Paid political advertisements shall be accepted only if consistent with Capitol Neighborhoods' policy, which shall require that political ads are accepted from either all candidates in an election or none of the candidates and shall be subject to equally applied fees set by the Council.

9.3 Distribution. The newsletter will be sent to members, friends of Capitol Neighborhoods, sponsors and other interested persons. They will also be distributed at various locations within the boundaries of Capitol Neighborhoods.

ARTICLE X AVAILABILITY OF MEMBERSHIP LIST

10.1. Internal Use. The membership mailing list (or labels) will be made available to Capitol Neighborhoods' committee chairs for notifying members of Capitol Neighborhoods events.

10.2 Third-Party Requests. In the event of other groups or organizations requesting the mailing list (or labels), the person responsible for the mailing list will seek approval from the Council and determine a reasonable fee. At least a majority of the Council members must approve the use of the mailing list by an outside party. The policy and fees associated with selling the membership list shall be consistent with the requirements of an organization that is tax-exempt under section 501(c)(3) of the Code.

10.3 Opt Out. Members may opt out of having their names on lists for the purposes described in Section 10.2 at the time of membership application.

ARTICLE XI

AMENDMENT OF BYLAWS

11.1 Amendments. Amendment of these bylaws requires the approval of both the Council and the Regular Members as follows: upon the approval of the Council, the amendment or restated bylaws shall be presented to the Regular Members for approval by a majority of the Regular Members present at a special meeting at which a quorum is present.

11.2 Notice of Proposed Amendments. Directors must receive notice of proposed amendments to the bylaws at least seven (7) days in advance of taking action on the proposed amendments, unless notice is waived by all Directors. Members must receive fourteen (14) days notice of proposed amendments to the bylaws in advance of taking action on the proposed amendments. The notice must be reasonably likely to apprise all Regular Members of the nature of the proposed amendments. The notice may direct members to find the specific amendments or information about the reason for the changes on the Capitol Neighborhoods' website.

ARTICLE XII DISSOLUTION

This Corporation must be dissolved consistent with section 181.1401, Wis. Stats. At the time of this restatement of the bylaws, Wisconsin law requires the following actions: approval by the Council and approval by two-thirds (2/3) of the votes cast by Regular Members at a meeting at which a quorum is present or approval by a majority of the voting power of the Corporation, whichever is less. Any assets of the Corporation shall be distributed consistent with the Articles of Incorporation of this Corporation.

Certification Statement:

The undersigned attests that these bylaws have been adopted by the Corporation on _____, 2008.

Name and title of officer