

AMENDED BYLAWS OF
NORTH HUDSON PEPPER FESTIVAL, INC.
November 18, 2013

ARTICLE I. MEMBERSHIP

The membership of the corporation shall consist of any adult who, during the immediate past 12-month period, attends 2 meetings of the corporation, except the Annual Meeting, and who consents to become a member of the corporation. There is no residency requirement for membership.

ARTICLE II. GOVERNANCE

Section 1. The corporation'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, except as otherwise provided in these bylaws. Directors shall include the President, Vice President, Treasurer, Secretary and six at-large members of the corporation. The President of the corporation shall be the chair of meetings of the Board of Directors.

Section 2. The President, Vice President, Treasurer and Secretary shall constitute the corporation's officers. The Directors and six at-large members of the board shall collectively be known as the Executive Committee. The Executive Committee shall have control and management of the corporation's assets. Decisions on the management of the corporation's assets shall be made by a simple majority vote of the Executive Committee, but the Committee's decisions may be reversed by a 2/3 majority vote of the members in attendance of a meeting of the members. Funds of the corporation shall be withdrawn from the bank(s) or savings institution(s) with which they are on deposit by the signature of the Treasurer, or President of the corporation. All funds of greater than \$250 must have signatures from two of the corporate officers. Deposits and the withdrawal of deposits will be made only at the direction of the Executive Committee.

Section 3. An officer or director may be removed from office by a 2/3 majority vote of the members of the corporation taken at any meeting called for that purpose. An officer or director may resign at any time by delivering his or her written resignation to the President or Secretary.

Section 4. The Board of Directors shall fill vacancies to any director or officer

position by a simple majority vote. Persons elected to fill such a vacancy shall serve for the duration of the term of the individual being replaced.

ARTICLE III. ELECTIONS

Section 1. Any member of the corporation is eligible to hold office as an officer or director.

Section 2. Elections of officers and directors shall occur at the corporation's Annual Meeting. Nominations for office may be made in advance of or during the Annual Meeting by any member of the corporation. At the discretion of the President, a nominating committee may be formed for the purpose of identifying candidates for office and presenting a slate of candidates at the Annual Meeting. Persons elected as officers or directors shall assume their positions on the first day of the month following the election Annual Meeting.

Section 3. Officers shall be elected for two-year terms. The President and Secretary shall be elected at the Annual Meeting in odd-numbered years. The Vice President and Treasurer shall be elected in even-numbered years. Officers are elected by a majority of the votes cast by the members at the Annual Meeting.

Section 4. At-large directors shall be elected for two-year terms. Three directors shall be elected in odd-numbered years, and three directors shall be elected in even-numbered years. Members may cast up to three votes but in no case more than the number of open positions on the Board. Cumulative voting is prohibited. Openings on the Board of Directors will be filled by the candidates receiving the highest number of votes. In the event that top three vote getters cannot be determined because of a tie, a run-off election between the tied candidates shall be conducted.

Section 5. Only members in attendance of the Annual Meeting shall be permitted to cast a vote. Proxy votes and absentee votes are prohibited.

ARTICLE IV. MEETINGS

Section 1. No action may be taken at any meeting unless a quorum is present. Except as otherwise provided by Chapter 181 of the Wisconsin Statutes, the articles of incorporation, or these bylaws, a majority of the number of directors and a majority of the number of officers shall constitute a quorum for the transaction of business at any Board of Directors' meeting or any Executive Committee meeting, respectively. Not less than 10 members shall constitute a quorum for the

Transaction of business at the Annual Meeting or any special meeting of the members.

Section 2. The Annual Meeting of the corporation shall be held on the first Friday of December each year, or as otherwise scheduled by the Board of Directors. Notice of the Annual Meeting shall be given by publishing a notice in the Hudson Star Observer at least 5 days and not more than 30 days before the Annual Meeting.

Section 3. Special meetings of the members may be called by the Board of Directors or by 5% of the members. Notice of a special meeting of the members shall state the purpose of the meeting or the business to be transacted. Notice shall be given by one publication in the Hudson Star Observer not less than 5 nor more than 30 days before the special meeting.

Section 4. Meetings of the Board of Directors shall be scheduled on prearranged dates designated by the Board. The President or Secretary may call special meetings of the Board of Directors with notice of such meeting given to each director at least 24 hours before the special meeting. Directors may waive notice and any meeting may be held without notice when all directors are present.

Section 5. Meetings of the Executive Committee shall be held at prearranged dates or at the call of the President or Secretary upon reasonable notice to the officers.

Section 6. Any action required or permitted by the articles of incorporation, these bylaws, or any provision of Wisconsin law to be taken by the Board of Directors or by the Executive Committee may be taken without a meeting if one or more written or email consents shall be signed or acknowledged by not less than 50% of the directors or officers entitled to vote on the subject matter of the action.

ARTICLE V. DUTIES OF OFFICERS

Section 1. The President, as chief executive officer of the corporation, shall exercise general supervision over the organization's affairs and activities and shall make an annual report to the members at the Annual Meeting.

Section 2. The Vice-President shall work on such internal affairs of the corporation as membership, public relations, and on external affairs of the corporation, including project and committee activities. The Vice President shall serve as chief executive officer in the absence of the President.

Section 3. The Secretary shall issue notice of meetings and shall keep permanent

record of the minutes of such meetings. The Secretary shall be custodian of all records of the corporation.

Section 4. The Treasurer shall safely keep and account for all assets of the corporation. The Treasurer shall have charge and custody of, and be responsible for, all of the corporation's funds; receive and give receipts for monies due and payable to the corporation from any source whatsoever; deposit all such monies in the corporation's name in such banks, financial institutions, or other depositories; cause such funds to be disbursed by checks as authorized by the Executive Committee; file all federal, state, and local tax returns or other filings provided that such returns are approved by the Executive Committee, and pay those amounts to taxing authorities that are required as a result of the corporation's activities. In the absence or incapacity of the Treasurer, the duties and responsibilities of the Treasurer will be the responsibility of the President of the corporation.

Section 5. The Board of Directors may designate additional powers and responsibilities to the officers of the corporation.

ARTICLE VI. COMMITTEES

At his or her discretion, the President may create committees and appoint members to serve on those committees for the purpose of carrying out the business of the corporation.

ARTICLE VII. AMENDMENTS

These bylaws may be amended by a 2/3 majority vote of the members present at any Annual Meeting or duly noticed special meeting of the members.

ARTICLE VIII. DISSOLUTION

Dissolution of the corporation shall be conducted in accordance with Chapter 181, Wisconsin Statutes. After satisfaction of all liabilities and obligations of the corporation, any remaining assets will be donated to the Village of North Hudson to be used for the enhancement of the municipality's public parks.

The undersigned executes these bylaws and certifies that they were adopted by a 67 percent majority vote of the members of the North Hudson Pepper Festival, Inc. in attendance at the 2013 Annual Meeting.

Dated: _____

NORTH HUDSON PEPPER FESTIVAL, INC.