MADISON FRIENDS OF INTERNATIONAL STUDENTS, INC.

BY-LAWS, Revised & Board-Approved April 9, 2015

ARTICLE I - NAME

The name of the corporation shall be the Madison Friends of International Students, Inc. (MFIS).

ARTICLE II - MISSION

SECTION 1: The mission of Madison Friends of International Students is to connect Madison-area international university and college students, scholars, and any accompanying family with local residents to provide support and assistance and to foster cultural exchange, global goodwill, and friendships around the world.

ARTICLE III - GENERAL BODY

SECTION 1: The corporation shall consist of persons from the general geographic area of Madison, Wisconsin, who exhibit substantial interest in the organization's purpose and mission by donating funds and/or contributing time and effort to the organization; and such other persons determined by the Board of Directors as appropriate to be included in the affairs of this organization, identified legally as a "corporation".

ARTICLE IV - MEETINGS

SECTION 1: The annual meeting of the corporation, as required by law, shall be held at a time and place each year designated by the Board of Directors. Notice of the meeting shall be communicated to all members at least ten (10) days prior to the announced date of the meeting by the Secretary or other designee.

SECTION 2: A special meeting of the corporation may be called by the President. Notice of the special meeting shall be communicated to the members at least ten (10) days before the announced date of the meeting by the Secretary or other designee.

SECTION 3: At Board meetings of the corporation, 51% of currently serving Board members shall constitute a quorum for the transaction of business.

SECTION 4: The Board of Directors shall meet at the call of the President in at least twice each year, the date, time, and place being specified by the Board of Directors. Additional meetings of the Board of Directors shall take place at the call of the President or any other two members of the Board of Directors, this
latter call being filed in writing with the Secretary. Notice of each meeting of the Board of Directors shall be communicated at least 72 hours prior to the meeting by the Secretary or other designee.

SECTION 5: The Executive Committee, consisting of the officers of the corporation, shall meet at the call of the President. Any action of this Committee shall be subject to ratification by the Board of Directors at its next meeting.

SECTION 6: Standing, special, and ad hoc Committees shall meet at the call of the Chair in each case, with the knowledge and approval of the President.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1: Responsibility for the business and affairs of the corporation shall be entrusted to a Board of Directors, members of which shall be the officers (President, Vice-President, Secretary, & Treasurer), the other elected members of the Board of Directors (all Directors & the Past President), & others authorized by the Board of Directors.

SECTION 2: All members of the Board of Directors shall be nominated by the Nominating Committee. The retiring President(s) need only serve on the Board of Directors as Past Presidents for a term of one year, but may at their option, serve until another individual assumes that office at the expiration of their term as President.

SECTION 3: Each member of the Board of Directors shall assume the duties of office at the first Board meeting held on or after June 1, for a term of one (1) year. In case of postponement of election beyond June 1, each director shall hold office until a successor has been elected and assumed the duties of office.

SECTION 4: A vacancy on the Board of Directors may be filled by appointment by the President with the confirmation of the Executive Committee. Any elected Director may be removed from office by affirmative vote of two thirds (2/3) of the Directors then in office. Any elected Director, including any officer, may resign in writing to the Secretary.

ARTICLE VI - OFFICERS

SECTION 1: The officers of this corporation shall be a President, either an individual or two (or more) individuals who agree to hold the office and act jointly; similarly for the other offices; a Vice President, a Secretary, and a Treasurer. Such other officers and assistant officers as may be necessary may be authorized by a majority vote of the Board of Directors. Wherever the word President occurs in these by-laws it will be understood to indicate the individual or individuals who are exercising the duties of the President (regardless of the number). The same convention will be used for any other office that may be
exercised by more than one individual.

SECTION 2: The duties of the officers shall be:

a) The President shall be the principal executive officer of this corporation and, subject to the jurisdiction of the Board of Directors, shall supervise all of the affairs of the corporation. The President shall call all meetings of the corporation, the Board of Directors and the Executive Committee, subject to the provisions of Article 4, Section 4. The President, Vice President, or designee shall preside at (each) of these meetings.

b) The Vice-president shall assume the duties of the President in the absence of the President. If the President is unable to complete the prescribed term of office, the Vice-President shall serve as President during the remainder of the unexpired term.

c) The Secretary shall perform such duties as are elsewhere prescribed by this document: keep the Minutes of the meetings of the Board of Directors, the Executive Committee, and the corporation; see that all notices of meetings are duly given; with the President acting as custodian of all corporate records; keep a register of the post office address of each member of the Board of Directors; sign with the President or Vice-President such instruments as are required to be attested to by the Secretary of the corporation; and perform other duties assigned by the Board of Directors.

d) The Treasurer, with the assent of the President and under the direction of the Board of Directors, shall be responsible for all of the funds of the corporation; shall deposit such funds in such depositories as may be selected by the Board of Directors; and in general, perform all of the duties incident to the office of Treasurer; and shall have such other powers and duties as may be assigned by the Board of Directors. The Treasurer shall prepare the financial statements as they are required. At the first Board meeting held after conclusion of each fiscal year, the Treasurer shall present to the Board an annual report of income, disbursements and assets. The Treasurer shall prepare a proposed budget to be presented and approved by the Board of Directors at the first Board meeting held after conclusion of each fiscal year.

SECTION 3: If a quorum is not present at a board meeting, a vote may be taken and recorded of those present; the remaining members will be contacted, if possible, via phone, email, or in person in the next 24 hours by one of the Executive Officers in order to record their votes of yay, nay, or abstention. The minutes of the board meeting will indicate by which manner each voted, and the names of those who did not vote or could not be reached for a vote.

ARTICLE VII - COMMITTEES
SECTION 1: The President shall appoint a Nominating Committee of at least three (3) persons, of whom at least one (1) shall be from the Board of Directors.

SECTION 2: The President shall appoint all committees and may create new Standing, Special and ad hoc Committees or dissolve existing ones, only by vote of the Board of Directors.

SECTION 3: The Chairs of the Committees shall be invited to report to the Board of Directors at the discretion of the President.

ARTICLE VIII - ELECTION

SECTION 1: A slate of nominees shall be presented for election at the last Board meeting before June 1 each year, with 2/3 of current Board members comprising a quorum and 50% necessary for election. A majority vote is necessary to elect each board member individually. The meeting, slate of nominees, and election will be communicated to all members at least 10 days prior to the meeting date by the Secretary or other designee, with interested members welcome to attend.

SECTION 1: This corporation maintains affiliation with other corporations such as the University League, Inc. which share common goals with MFIS.

ARTICLE IX - AFFILIATIONS

ARTICLE X - FISCAL YEAR, AUDIT AND REPORT

SECTION 1: The fiscal year shall begin on June 1 and end on the following May 31. Financial records of the Treasurer shall be audited at the end of the fiscal year by one (1) or two (2) auditors appointed by the President.

SECTION 2: A financial statement shall be made available to each Director, and upon request of any member, at the end of the fiscal year.

SECTION 1: These By-Laws may be amended at a regular meeting of the Board of Directors by a vote of two-thirds (2/3) of the members of the Board of Directors.

SECTION 2: A proposed amendment shall not be in conflict with the Articles of Incorporation of the Madison Friends of International Students, Inc. (MFIS, Inc.).

ARTICLE XI - SEAL

This corporation shall have no corporate seal.

ARTICLE XII - AMENDMENT
ARTICLE XIII- PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised (1981), or any subsequent revision, shall determine the parliamentary procedure and rules of operation in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and Policies of the corporation.

ARTICLE XIV - DISSOLUTION

In the event of the dissolution of the corporation, all of its assets and net income, current and accumulated, remaining after the payment of its just debts, obligations and claims, shall be transferred to its successor organization, provided the purpose of said organization is also charitable and educational and provided that said successor organization is exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended; otherwise, said assets shall be transferred to and become the property of the University of Wisconsin Foundation, with the stipulation that they shall be expended for the benefit of international students at the University of Wisconsin-Madison.