

**AMENDED AND RESTATED BYLAWS
OF
SPINNING SPOOLS QUILT GUILD, INC.
(An Oklahoma Not For Profit Corporation)
(As Adopted Effective September 1, 2011)**

ARTICLE I - PURPOSES

The corporation is organized as a not for profit corporation to provide the following services:

- (a) To stimulate an interest in quilts, to promote and advance the art of quilt making, to conduct educational programs and services in all aspects of quilt making, to preserve our quilting heritage and tradition.
- (b) To promote, provide or contribute to community programs on the basis of charitable principles; and
- (c) To promote, provide or contribute to organizations operated exclusively for charitable or educational purposes within the United States or any of its possessions.

ARTICLE II - EXEMPT TAX STATUS

In order to insure treatment of the corporation as an exempt corporation under Section 501(a) of the Internal Revenue Code of 1986, as amended ("Code"), the Board of Directors of the corporation shall (a) distribute the corporation's income for each fiscal year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code, and (b) prohibit the corporation from engaging in any acts of self-dealing, as defined in Section 4941(d) of the Code, from retaining excess business holdings, as defined in Section 4943(c), from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures, as defined in Section 4945(d) of the Code.

ARTICLE III - MEMBERS

Section III.1 Initial Members

The initial members of the Corporation shall be all persons who have an interest in quilts and pay membership dues as determined in accordance with these Bylaws. Membership is required for further attendance after attending two meetings as a guest. All references herein to the term "members" shall be construed to refer to the singular of the term, if applicable.

Section III.2 Membership Dues

Membership dues in the amount determined pursuant to Section 3.03 shall be paid on a yearly basis from October 1 through September 30. Any person who has paid membership dues as determined pursuant to Section 3.03 is eligible for membership in the Corporation.

Section III.3 Membership Dues

Annual dues shall be payable on October 1 of each year. Any revision in the amount of dues shall be voted on by the membership at the annual meeting for election of directors and officers in September. Members who have not paid annual dues by December 1 will be dropped from the membership roll and are not eligible to attend Corporation meetings or receive newsletters. First time members who join after April 1 shall be required to pay one-half the annual dues.

Section III.4 No Transfer of Membership

Membership or any interest in this corporation shall not be assignable by a member, nor shall membership or any interest in this corporation pass to any personal representative, heir, or devisee. Membership of any member shall cease upon such member's death.

ARTICLE IV - MEETINGS OF MEMBERS

Section IV.1 Meetings of Members

Regular meetings of the members shall be held at such place or places, on the first Thursday of each month at 7:00 p.m., and at such other time or times as shall be publicized among the members. An annual meeting of the members, for the election of officers and directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting, shall be held at the regular meeting for September of each year.

Section IV.2 Special Meetings

Special meetings of the members, for any purpose or purposes prescribed in the notice of the meeting, may be called by the Board of Directors or by the Chairman of the Board or the President and shall be held on such date, and at such time as they or she shall fix.

Section IV.3 Notice of Meetings

Written notice of the place, if any, date, and time of all meetings, and the means of remote communications, if any, by which members and proxyholders may be deemed to be present in person and vote at the meetings, of the members shall be given, not less than ten (10) nor more than sixty (60) days before the date on which the meeting is to be held, to each member entitled to vote at such meeting, except as otherwise provided herein or required by law

(meaning, here and hereinafter, as required from time to time by the Oklahoma General Corporation Act or the Certificate of Incorporation). The term "Certificate of Incorporation" as used herein shall mean the Certificate of Incorporation of the corporation as may be amended from time to time. Notice of a special meeting of the members shall also state the purpose or purposes for which the meeting is called.

When a meeting is adjourned to another place, if any, date or time, written notice need not be given of the adjourned meeting if the place, if any, date, and time thereof and the means of remote communications, if any, by which members and proxyholders may be deemed to be present and vote at the adjourned meeting are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, if any, date, and time of the adjourned meeting shall be given in conformity herewith. At the adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

If a meeting is to be held solely by remote communication, notice of a meeting shall also provide the information required to gain access to the member list by reasonable accessible electronic network; provided, however, that such list shall only be available to members of the corporation.

Notice may be given effectively to members if given by a form of electronic transmission consented to by the member to whom the notice is given. The consent shall be revocable by the member by written notice to the corporation. Such consent shall be deemed revoked if (a) the corporation is unable to deliver by electronic transmission two consecutive notices given by the corporation in accordance with the consent; and (b) the inability becomes known to the secretary or an assistant secretary of the corporation or to the transfer agent, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat the inability as a revocation shall not invalidate any meeting or other action. Notice shall be deemed effectively given if by (i) facsimile telecommunication, when directed to a number at which the member has consented to receive notice; (ii) electronic mail, when directed to an electronic mail address at which the member has consented to receive notice; (iii) a posting on an electronic network together with separate notice to the member of the specific posting, upon the later of the posting and the giving of separate notice; and (iv) any other form of electronic transmission, when directed to the member in accordance with the member's consent. An affidavit of the secretary or an assistant secretary or of the transfer agent or other agent of the corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

Section IV.4 Quorum

At any meeting of the members, a majority of all of the members in attendance at the meeting, present in person, shall constitute a quorum for all purposes, unless or except to the

extent that the presence of a larger number may be required by law or by the Certificate of Incorporation.

Section IV.5 Organization

Such person as the Board of Directors may have designated or, in the absence of such a person, the highest ranking officer of the corporation who is present shall call to order any meeting of the members and act as chairman of the meeting. In the absence of the Secretary of the corporation, the secretary of the meeting shall be such person as the chairman appoints.

Section IV.6 Conduct of Business

The chairman of any meeting of members shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as seem to the chairperson in order.

Section IV.7 Proxies and Voting

At any meeting of the members, every member entitled to vote may vote in person or by proxy authorized in such manner as specifically permitted by the Oklahoma General Corporation Act or as the corporation may otherwise permit. Proof of such authority shall be filed in accordance with the procedure established for the meeting. If authorized by the board of directors, the requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission; provided that the electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxyholder. The validity and authenticity of any proxy shall be determined by the corporation.

Each member shall have one vote, except as otherwise provided herein or required by law or by the Certificate of Incorporation.

All voting, except where otherwise required by law or by the Certificate of Incorporation, may be by a voice vote; provided, however, that upon demand therefor by a member entitled to vote or the member's proxy voting and such other information as may be required under the procedure established for the meeting. Every vote taken by ballot shall be counted by an inspector or inspectors appointed by the chairperson of the meeting.

All elections and, except at otherwise required by law or by the Certificate of Incorporation, all other matters shall be determined by a majority of the votes cast.

Notwithstanding the provisions of this IV.7, any action, except as set forth below, required or which may be taken at any annual or special meeting of the members may be taken without a meeting, without prior notice or a vote, if a consent or consents in writing or by electronic transmission, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such

action at a meeting at which all members having a right to vote thereon were present and voted and shall be delivered to the corporation by delivery to its registered office in this state, its principal place of business, or an officer or agent of the corporation having custody of the book in which proceedings of meetings of members are recorded. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested, or electronic transmission. Such written consent or consents shall be filed with the minutes of the proceedings of the members, provided the filings shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. Prompt notice of the taking of corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

Members may, unless the certificate of incorporation otherwise provides, act by written consent to elect directors; provided however, that if the consent is less than unanimous, the action by written consent may be in lieu of holding an annual meeting only if all the directorships to which directors could be elected at an annual meeting held at the effective time of the action are vacant and are filled by the action.

Every written consent shall bear the date of signature of each member who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the earliest dated consent delivered in the manner required by this section to the corporation, written consents signed by a sufficient number of holders to take action are delivered to the corporation by delivery to its registered office in this state, its principal place of business, or an officer or agent of the corporation having custody of the book in which proceedings of meetings of members are recorded. Delivery made to a corporation's registered office shall be by hand, by certified or registered mail, return receipt requested, or by electronic transmission.

An electronic transmission consenting to an action to be taken and transmitted by a member or proxyholder, shall be deemed to be written, signed and dated for the purposes herein, provided that such electronic transmission sets forth or is delivered with information from which the corporation can determine (a) that the member or proxyholder was authorized to act for the member or proxyholder and (b) the date on which such member or proxyholder transmitted such electronic transmission. The date on which such electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. An electronic transmission shall be deemed to be delivered when reproduced in paper form and delivered to (i) the corporation's registered office, (ii) its principal place of business or (iii) an officer or agent of the corporation having custody of the book in which proceedings of meetings of members are recorded, or as provided by resolution of the board of directors of the corporation.

ARTICLE V - BOARD OF DIRECTORS

Section V.1 Number and Term of Office; Classified Board

Notwithstanding anything contained in the Certificate of Incorporation of the corporation or these bylaws to the contrary, the board of directors of the corporation shall consist of not less than eleven (11) members with the exact number to be fixed from time to time by the board of directors. The board of directors shall at all times include the immediate past President and the following elected officers of the corporation: President, Vice President, Vice President Elect, Recording Secretary, Corresponding Secretary and Treasurer. In addition, the Nominating Committee shall nominate such number of additional directors chosen from the membership at large to bring the number of directors to eleven (11). The directors elected pursuant to nomination by the Nominating Committee shall be divided into two classes, designated Class I and Class II. At the 2011 annual meeting of the members, two directors shall be elected as Class I directors to serve for a two year term expiring September 2013. The Class II directors currently in office will continue to serve until the expiration of their elected two-year term which expires September 2012. Each director shall hold office until his successor is elected and qualified or until her earlier resignation or removal.

Whenever the authorized number of directors is increased between annual meetings of the members, a majority of the directors then in office shall have the power to elect such new directors for the balance of a term and until their successors are elected and qualified. Any decrease in the authorized number of directors shall not become effective until the expiration of the term of the directors then in office unless, at the time of such decrease, there shall be vacancies on the board which are being eliminated by the decrease.

Section V.2 Vacancies

If the office of any director becomes vacant by reason of death, resignation, disqualification, removal or other cause, a majority of the directors remaining in office, although less than a quorum, may elect a successor for the unexpired term and until her successor is elected and qualified.

Section V.3 Regular Meetings

Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Board of Directors and publicized among all directors. A notice of each regular meeting shall not be required.

Section V.4 Special Meetings

Special meetings of the Board of Directors may be called by one-third of the directors then in office or by the chief executive officer and shall be held at such place, on such date, and at such time as they or she shall fix. Notice of the place, date, and time of each such special meeting shall be given each director by whom it is not waived by mailing written notice not less

than three days before the meeting or by telegraphing or personally delivering the same not less than eighteen hours before the meeting; or by electronic transmission pursuant to authorization of the Board of Directors. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section V.5 Quorum

At any meeting of the Board of Directors, a majority of the then existing directors shall constitute a quorum for all purposes, unless or except in the event that a board of one is authorized in which case one director shall constitute a quorum. If a quorum shall fail to attend any meeting, a majority of the directors present may adjourn the meeting to another place, date, or time, without further notice or waiver thereof.

Section V.6 Participation in Meetings by Conference Telephone

Members of the Board of Directors, or of any committee thereof, may participate in a meeting of such board or committee by means of conference telephone or other communications equipment that enables all persons participating in the meeting to hear each other. Such participation shall constitute presence in person at such meeting.

Section V.7 Conduct of Business

At any meeting of the Board of Directors at which a quorum of the directors is present, business shall be transacted in such order and manner as the board may from time to time determine, and all matters shall be determined by the vote of a majority of the directors present, except as otherwise provided herein or required by law or by the Certificate of Incorporation. Action may be taken by the Board of Directors without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors.

Section V.8 Powers

The Board of Directors may, except as otherwise required by law or by the Certificate of Incorporation, exercise all such powers and do all such acts and things as may be exercised or done by the corporation, including, without limiting the generality of the foregoing, the unqualified power:

- (1) To purchase or otherwise acquire any property, rights or privileges on such terms as it shall determine;
- (2) To authorize the creation, making and issuance, in such form as it may determine, of written obligations of every kind, negotiable or non-negotiable, secured or unsecured, and to do all things necessary in connection therewith;

(3) To remove any officer of the corporation with or without cause, and from time to time to devolve the powers and duties of any officer upon any other person for the time being;

(4) To confer upon any officer of the corporation the power to appoint, remove and suspend subordinate officers and agents;

(5) To adopt from time to time regulations, not inconsistent with these bylaws, for the management of the corporation's business and affairs.

Section V.9 Compensation of Directors

Directors, as such, may not receive fixed fees and other compensation for their services as directors, including, without limitation, their services as members of committees of the directors.

ARTICLE VI - COMMITTEES

Section VI.1 Nominating Committee

The Nominating Committee shall consist of three members selected as follows: the President shall appoint the chairman from the Board of Directors and shall appoint two additional members from the membership at large. The nominating committee shall prepare a slate of nominees, as required to fill each position on the Board of Directors for the coming year. Nominations for election as an officer or member at large to the Board of Directors shall be printed in the newsletter circulated prior to the September meeting. Election of officers and directors shall occur at the September meeting. The President shall call for nominations from the floor. All nominees must have read and understood the requirements of the position and agree to assume the responsibilities therein described.

Section VI.2 Other Committees

The President of the corporation shall appoint such committees with such lawfully delegable powers and duties as the Board of Directors thereby confers, to serve at the pleasure of the board. The chairperson and members of such committee may but need not be members of the Board of Directors.

Section VI.3 Conduct of Business

Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided herein or required by law. Adequate provision shall be made for notice to members of all meetings; one-third of the total committee members shall constitute a quorum unless the committee shall consist of one of two members, in which event one member shall constitute a quorum; and all matters shall be determined by a majority vote of the members present. Minutes of each committee meeting shall

be prepared, approved by the chairman of the meeting and filed with the Secretary of the corporation. Action may be taken by any committee without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of such committee.

ARTICLE VII - OFFICERS

Section VII.1 Generally

The officers of the corporation shall consist of a President, Vice President, Vice President Elect, Recording Secretary, Corresponding Secretary and Treasurer. Officers shall be elected by the membership at its annual meeting in September. Each officer shall hold office until her successor is elected and qualified or until her earlier resignation or removal. Only one office may be held by the same person.

Section VII.2 President

The President shall be the chief executive officer of the corporation and shall preside over all general, special and Board of Director meetings, appoint committees necessary for the welfare of the corporation and perform all duties and have all powers which are commonly incident to the office of chief executive or which are delegated to such officer by the Board of Directors. The President shall have power to sign all contracts and other instruments of the corporation which are authorized.

Section VII.3 Vice President

The Vice President shall assist the President and in the absence of, or at the request of the President, shall perform the duties of the President. The Vice President shall serve as Program Chairman.

Section VII.4 Vice President Elect

The Vice President Elect shall work closely with the Vice President and shall be assigned such special duties as determined by the Vice President. The Vice President Elect shall automatically succeed to the office of Vice President upon the completion of the elected term of the Vice President. If the office of Vice President becomes vacant by reason of death, resignation, disqualification, removal or other cause, the Vice President Elect shall serve as Vice President. A majority of the directors then in office, may elect a successor for the unexpired term of the Vice President Elect.

Section VII.5 Recording Secretary

The Recording Secretary shall keep the official records of the Corporation, including the records of the meetings of members and Board of Directors.

Section VII.6 Corresponding Secretary

The Corresponding Secretary shall prepare and distribute a monthly publication covering Corporation activities and such other activities within the scope and purpose of the Corporation.

Section VII.7 Treasurer

The Treasurer, shall have the custody of all monies, including membership fees, which shall be deposited in a local bank, and securities of the corporation and shall keep regular books of account. The Treasurer shall make such disbursements of the funds of the corporation as are approved in the budget. Expenditures other than those approved in the budget shall not exceed \$250 without approval of the membership. The Treasurer shall render from time to time an account of all such transactions and of the financial condition of the corporation. The Treasurer shall submit the books for audit, if requested by the Board of Directors.

Section VII.8 Delegation of Authority

The Board of Directors may from time to time delegate the powers or duties of any officer to any other officer or agent, notwithstanding any provision hereof.

Section VII.9 Removal

Any officer of the corporation may be removed at any time, with or without cause, by the Board of Directors.

ARTICLE VIII - NOTICES

Section VIII.1 Notices

Whenever notice is required to be given to any member, director, officer, or agent, such requirement shall not be construed to mean personal notice. Such notice may in every instance be effectively given by depositing a writing in a post office or letter box, in a postpaid, sealed wrapper, or by dispatching a prepaid telegram, addressed to such member, director, officer, or agent at his or her address as the same appears on the books of the corporation or by electronic transmission. The time when such notice is dispatched shall be the time of the giving of the notice.

Section VIII.2 Waivers

A written waiver of any notice, signed by a member, director, officer, or agent, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such member, director, officer, or agent. Neither the business nor the purpose of any meeting need be specified in such a waiver.

ARTICLE IX - MISCELLANEOUS

Section IX.1 Facsimile Signatures

Facsimile signatures of any officer or officers of the corporation may be used whenever and as authorized by the Board of Directors or a committee thereof.

Section IX.2 Reliance upon Books, Reports and Records

Each director and each member of any committee designated by the Board of Directors shall, in the performance of her duties, be fully protected in relying in good faith upon the books of account or other records of the corporation, including reports made to the corporation by any of its officers, by an independent certified public accountant, by an appraiser selected with reasonable care, by the Board of Directors, or by any such committee.

Section IX.3 Fiscal Year

The fiscal year of the corporation shall be from October 1 through September 30.

Section IX.4 Time Periods

In applying any provision of these bylaws which require that an act be done or not done a specified number of days prior to an event or that an act be done during a period of a specified numbers of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded and the day of the event shall be included.

ARTICLE X - AMENDMENTS

These bylaws may be amended or repealed at any regularly scheduled meeting by a majority vote of the members present and voting. The proposed action shall be published in and distributed to the membership in the monthly newsletter of the corporation prior to the date on which the vote is scheduled.

ARTICLE XI - ELECTRONIC TRANSMISSION

As used herein, electronic transmission means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.