

**BYLAWS
OF
APPOMATTOX RAILROAD FESTIVAL, INC.**

**ARTICLE I
OFFICES**

Section 1. Registered Office. The Appomattox Railroad Festival, Inc. shall at all times maintain in the State of Virginia a registered agent, whose business office shall be the registered office of the Appomattox Railroad Festival, Inc.

Section 2. Other Offices. The Appomattox Railroad Festival, Inc. may also have such other offices within or without the State of Virginia as the Board of Directors may, from time to time, designate, and as the business and affairs of Appomattox Railroad Festival, Inc. may require.

**ARTICLE II
PURPOSES**

Section 1. Nature of Corporation. Appomattox Railroad Festival, Inc. is a nonprofit corporation formed under Chapter 10 of Title 13.1 of the Code of Virginia, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

Section 2. Primary Purposes. Appomattox Railroad Festival, Inc. is organized for the purposes set forth in its Articles of Incorporation, which are filed with the State of Virginia. In addition, it is the purpose of the Appomattox Railroad Festival, its board members and volunteers, to establish three (3) scholarships to be awarded to Appomattox County students who show outstanding community service.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of Appomattox Railroad Festival, Inc., and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

Section 2. Number, Election, and Term of Office. The Board of Directors shall consist of six (6) members. Directors need not be residents of the State of Virginia. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors, which shall occur, except in the case of filling vacancies, at each annual meeting thereof. Each Director shall hold office for a term of two (2) or three (3) years as determined by his/her class and thereafter until his/her successor is elected and qualified.

Section 3. Officers. The Board of Directors may designate from among its members a President, Vice-President, Secretary, Treasurer and such other officers, as it may consider appropriate with such duties as it may prescribe.

Section 4. Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor in office.

Section 5. Annual and Regular Meetings. The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without the Virginia, as the date, hour, and place for holding any special meeting of the Board called by them.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least fifteen (15) days previously thereto by written notice delivered personally or sent by mail, facsimile or other means of electronic transmission to each Director at his/her address as shown in the records of the Appomattox Railroad Festival, Inc. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 8. Quorum and Proxies. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

Section 9. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 10. Compensation. Officers and directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses after submission and approval of a valid receipt. Nothing herein shall be construed to preclude any Director from serving the Appomattox Railroad Festival, Inc. in any other capacity and receiving compensation therefor.

Section 11. Informal Action. Any action may be taken without a meeting of the Directors if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

Section 12. Resignation; Removal. (a) A Director may resign from the Board of Directors at any time by giving notice of his/her resignation in writing addressed to the President or Secretary of Appomattox Railroad Festival, Inc. or by presenting his/her written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a majority of the Directors then in office.

ARTICLE III MEMBERSHIP

Section 1. No person shall be denied membership in the committees of Appomattox Railroad Festival, Inc. by virtue of his/her race, color or creed. The person shall decide which committee he/she would be willing to work on.

Section 2. The Railroad Festival membership is composed of the following voting members: The President, Vice-Presidents, Secretary and Treasurer, and all current chairpersons of standing committees.

Section 3. The membership of the corporation shall consist of those individuals who are members in good standing of the Appomattox Railroad Festival, Inc. There shall be no dues payable by any member to this corporation.

Section 4. A member of a Railroad Festival committee automatically loses his/her seat on the committee if he/she is absent from three (3) consecutive meetings without coordinating his/her absence with the Board of Directors.

ARTICLE IV REGULAR COMMITTEES

Section 1. Purposes. The Board of Directors may establish such regular committees to assist it in the performance of its duties, as it considers appropriate.

Section 2. Number, Election, and Term of Office. The number of members of each regular committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve *until resignation or removal by the affirmative vote of a majority of the Board of Directors.*

Section 3. Officers. The President may designate from among the members of each regular committee a Chairperson and Vice Chairperson of such committee, and such other officers as the President may determine. The Chairperson, Vice Chairperson, and any other officers of each such committee shall have such duties as the President prescribes.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by the Board of Directors.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government consistent with the Bylaws or with rules adopted by the Board of Directors.

Section 7. Powers. Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

Section 8. Standing Committees. Appomattox Railroad Festival, Inc. has the following standing committees:

- a) **Art Show** committee is responsible for planning and developing the Art Show.
- b) **Car Show** committee is responsible for planning and developing the Car Show.
- c) **Concession** committee is responsible for planning and developing the concessions.
- d) **Exhibits and Displays** committee is responsible for planning and developing the Exhibits, Displays, and Recreational activities.
- e) **Firefighter's Competition** committee is responsible for planning and developing the Firefighter's Competition.
- f) **Fundraising & Sponsorship** committee is responsible for developing fundraisers and acquiring sponsorship for the annual Railroad Festival.
- g) **Good Ole Days** committee is responsible for planning and developing the Good Ole Days.
- h) **Logistics** committee is responsible to perform duties necessary for preparation for the festival weekend.
- i) **Music & Entertainment** committee is responsible for planning and developing the musical entertainment, including the Street Dance.
- j) **Parade** committee is responsible for planning and developing the parade.
- k) **Publicity** committee is responsible for developing publicity for the events in conjunction with the other committees.
- l) **Teddy Bear Parade** committee is responsible for planning and developing the parade.
- m) **Vendor** committee is responsible for planning and developing the non-concession vendors.

The chairperson of each event committee works with the appropriate support committee to develop contracts, assign space, prepare publicity materials, and provide all records for submission to the festival board at the regular meeting. Chairpersons will provide current and accurate contact information to the Board Secretary.

ARTICLE V OFFICERS

Section 1. Officers. The Officers of Appomattox Railroad Festival, Inc. shall be a President, Vice President, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Not more than one office may be held simultaneously by the same person.

Section 2. Election and Term of Office. The Officers of Appomattox Railroad Festival, Inc. shall be elected by a majority vote of the members of the Board of Directors at the organizational meeting and at every annual meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board of Directors. Each Director shall hold office for a term of two (2) or three (3) years as determined by his/her class and thereafter until his/her successor is elected and qualified.

Section 3. Removal. Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of Appomattox Railroad Festival, Inc. would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of Appomattox Railroad Festival, Inc. and, in general, shall supervise and control all of the business and affairs of Appomattox Railroad Festival, Inc.. He may sign, with the Secretary or any other proper Officer of Appomattox Railroad Festival, Inc. authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the event the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall be responsible for all funds and securities of Appomattox Railroad Festival, Inc.; receive and give receipts for monies due and payable to Appomattox Railroad Festival, Inc. and deposit all such monies in the name of the Appomattox Railroad Festival, Inc. in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to

time may be assigned to him/her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Appomattox Railroad Festival, Inc., in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the Appomattox Railroad Festival, Inc., and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Appomattox Railroad Festival, Inc., shall be signed by such Officer or Officers and/or agent or agents of the Appomattox Railroad Festival, Inc. and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of Appomattox Railroad Festival, Inc. shall be deposited from time to time to the credit of Appomattox Railroad Festival, Inc. in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of Appomattox Railroad Festival, Inc. any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Appomattox Railroad Festival, Inc. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Virginia, and any other relevant jurisdiction.

ARTICLE VII BOOKS AND RECORDS

Section 1. Maintenance of Corporate Records

(a) Appomattox Railroad Festival, Inc. shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. (b) A record of its members, indicating their names and addresses and the termination date of any membership; (c) A copy of the corporation's Articles of Incorporation and By-laws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

Section 2. Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these By-laws, and

provisions of law.

Section 3. Members' Inspection Rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board of Directors or committees of the Board of Directors, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.
- b) Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of the By-laws, or provisions of law.

Section 4. Periodic Report

The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of this State or the members of this corporation, to be prepared and delivered within the time limits set by law.

ARTICLE VIII FISCAL YEAR

The fiscal year of Appomattox Railroad Festival, Inc. shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IX WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the law of Virginia or under the provisions of the Articles of Incorporation or the Bylaws of Appomattox Railroad Festival, Inc., a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X INTERNAL REVENUE CODE 501(c)(3) TAX EXEMPTION PROVISION

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these By-laws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax

under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Directors or Trustees, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**ARTICLE XI
AMENDMENTS TO BYLAWS**

The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at any annual, regular, or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend, or repeal the Bylaws or to adopt new Bylaws at such meeting.

Adoption of By-laws

We, the undersigned, are all of the initial Directors of this corporation, and we consent to, and hereby do, adopt the foregoing By-laws, consisting of eight preceding pages, as the By-laws of this corporation.

Signatures and Names

Dates

Tony Clifton

Paul Harvey

Adam Clifton

Marilyn O'Sullivan

Rhonda Guill

Margaret Wright

ARTICLES OF AMENDMENT OF
Appomattox Rail Road Festival, Inc.

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

The name of the corporation is Appomattox Rail Road Festival, Inc.

The Board of Directors shall consist of six (6) members. Directors need not be residents of the State of Virginia. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors, which shall occur, except in the case of filling vacancies, at each annual meeting thereof.

The foregoing amendment was adopted by the corporation on January 20, 2015.

The amendment was adopted by unanimous consent of the members.

Executed in the name of the corporation by:

_____	<u>January 27, 2015</u>
<u>Tony Clifton</u>	<u>President</u>
<u>0774313-1</u>	<u>434-941-5891</u>

INSTRUCTIONS TO FORM SCC888

Guideform SCC888 has been produced by the Commission as a guide for the preparation of articles of amendment. Please note, however, that a marked-up version of this guideform will not be accepted. The articles must be separately prepared, using this form as a guide, inserting appropriate information and omitting all inapplicable portions, including the header, seal of the Commission, italicized text, and the text of options not utilized.

This guideform can be downloaded from our website at www.scc.virginia.gov/clk/formfee.aspx.

The articles must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

The articles must be executed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation. If the corporation has not appointed any directors, the articles must be executed by an incorporator.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-811 of the Code of Virginia.

These articles will not be filed until all fees and penalties to be collected by the Commission under the Virginia Nonstock Corporation Act have been paid by or on behalf of the corporation; provided, however, that an assessed annual registration fee does not have to be paid prior to the filing of these articles if the articles are **filed** with an effective date that is on or before the due date of the annual registration fee payment. See § 13.1-815 of the Code of Virginia.

Submit the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

NOTE

A corporation's board of directors may adopt an amendment to the corporation's articles of incorporation without member action to (i) delete the names and addresses of the initial directors, (ii) delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the Commission, or (iii) add, delete, or change a geographic attribution for the name. See subsection B of § 13.1-885 of the Code of Virginia.

The registered office and/or registered agent cannot be changed by filing articles of amendment to the articles of incorporation. Such change can only be accomplished by filing a statement of change of a registered office and/or registered agent on form SCC635/834, which can be requested by contacting the Clerk's Office at the telephone numbers shown above or at www.scc.virginia.gov/clk/ElectronicFormRequest.aspx.

If member approval is required, the amendment must be approved by each voting group entitled to vote on the amendment by MORE THAN two-thirds of all votes entitled to be cast by that voting group unless the Virginia Nonstock Corporation Act or the board of directors requires a greater vote or unless the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast at a meeting at which a quorum exists. See § 13.1-886 of the Code of Virginia.

Members shall not have voting or other rights except as provided in the articles of incorporation or, if the articles of incorporation so provide, in the bylaws. However, the members of any corporation existing on January 1, 1957, shall continue to have the same voting and other rights as before January 1, 1957, until such rights are changed by an amendment to the articles of incorporation. See § 13.1-837 of the Code of Virginia.

By-Laws of the Historic Appomattox Railroad Festival Committee

Article I. Organization

Section 1. The name of this organization shall be the Historic Appomattox Railroad Festival Committee

Article II. Purpose

Section 1. The primary purpose of the Historic Appomattox Railroad Festival is to promote Historic Appomattox by organizing and presenting a two day festival held in downtown Appomattox annually not for profit without obligation or affiliation to any other civic, political or religious organization.

Section 2. Encourage members of the community to utilize their gifts and talents for the service of the community.

Section 3. To insure the maintenance of any and all equipment, materials, property purchased and used solely by the Railroad Festival Committee to further enhance the Historic Appomattox Railroad Festival these materials and equipment shall not be used without a prior written request and majority vote of the board.

Article III. Membership

Section 1. No person shall be denied membership in the Historic Appomattox Railroad Festival by virtue of his/her race, color or creed. The person shall decide which committee he/she would be willing to work on.

Section 2. The Railroad Festival Committee is composed of the following voting members: The Chairpersons, Vice-Chairperson, Secretary, and Treasurer, and all current chairpersons of standing committees.

Section 3. The Railroad Festival Committee includes the Mayor as a nonvoting member.

Section 4. A member of the Railroad Festival Committee automatically loses his/her seat on the committee if he/she is absent from three (3) consecutive meetings without coordinating his/her absence with the chairpersons or vice-chairperson.

Article V. Decision Making (Voting)

Section 1. In the normal ordinary decision making of the committee simple voting by voice or hand can be used after each member has had the opportunity to speak.

Article VI. Amendments

Section 1. These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 51% of the members present at a meeting called for said purpose.

Section 2. Notice of intended alteration, amendment, repeal or addition must be mailed to the membership by the Secretary at least one week prior to the meeting at which the intended action is to be considered.

Section 3. The intended alteration, amendment, repeal or addition must be read to the full membership and open to question before it is to be voted upon.

Article VII. Constitutional Procedure

Section 1. Robert's Rules of Order shall govern all meetings.

Section 5. The Historic Appomattox Railroad Festival Committee has the following standing committees:

- a. **Arts and Crafts** committee is responsible for planning & developing the Arts and Crafts Show. The chairman prepares all contracts, assigns space, writes publicity and ascertains all records for submission to the festival committee.
- b. **Concession** committee is responsible for planning and developing the concessions. The chairman prepares all contracts, assigns space, writes publicity and ascertains all records for submission to the festival committee.
- c. **Parade** committee is responsible for planning and developing the parade. The chairman prepares all contracts, assigns spaces, writes publicity and ascertains all records for submission to the festival committee.
- d. **Antique Show and Sale** committee is responsible for planning & developing the Antique Show and Sale. The chairman prepares all contracts, assigns space, writes publicity and ascertains all records for submission to the festival committee.
- e. **Recreation** committee is responsible for planning and developing the recreation. The chairman prepares all contracts, assigns space, writes publicity and ascertains all records for submission to the festival.
- f. **Good Ole Days** is responsible for planning and developing the Good Ole Days. The chairman prepares all contracts, assigns space, writes publicity and ascertains all records for submission to the festival.
- g. **Music** is responsible for planning and developing the musical entertainment. The chairman prepares all contracts, assigns space, writes publicity and ascertains all records for submission to the festival.
- h. **Joe Sweeney Race** is responsible for planning and developing the Joe Sweeney Race. The chairman prepares all contracts, assigns space, writes publicity and ascertains all records for submission to the festival.
- i. **Exhibits and Displays** is responsible for planning and developing the Exhibits and Displays. The chairman prepares all contracts, assigns space, writes publicity and ascertains all records for submission to the festival.
- j. **Logistics** is responsible to perform duties necessary for preparation for the festival weekend.

Section 6. Officers

a. The officers of the organization shall be as follows: Tri-Chairpersons, One Vice-Chairperson, Secretary and Treasurer

b. Chairpersons are elected annually by the Historic Appomattox Railroad Festival Committee.

c. The Chairpersons appoint a secretary who shall keep the minutes and records of the organization in appropriate books. It shall be his duty to file any certificates required by any statute, federal, or state. He shall give and serve all notices to members of this organization. He shall be official custodian of the records of this organization. He shall present to the membership at any meetings any communications addressed to him as Secretary of the organization. He shall submit to the executive committee any communications which shall be addressed to him as Secretary of the organization. He shall attend to all correspondence of the organization.

d. The Chairpersons appoint a treasurer who shall develop a budget each year according to goals set by the committee. The treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the treasurer to sign the checks issued upon it. He shall render at each regular meeting a written account of the finances of the organization and such report shall be physically affixed to the minutes of such meeting. He shall exercise all duties incident to the office of treasurer.

Section 7. No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or trustee from receiving any compensation from the organization for duties other than as a trustee or officer.

Article IV. Meetings

Section 1. The annual membership meeting of this organization shall be held the third Tuesday of November unless otherwise decided by the chairpersons. The secretary shall cause to be mailed to every member of the board of at his/her address (as on record) of this organization a notice telling the time and place of such annual meeting. Scheduled meetings shall be for the purpose of conducting business therefore solicitations and discussions shall remain outside of a meeting room.

Section 2. Regular meetings of this organization shall be held the third Tuesday of the month less otherwise notified.

Section 3. The presence of not less than two-thirds of those present for a meeting shall constitute a quorum and shall be necessary to conduct pertinent business of this organization, but a lesser number may adjourn the meeting for a period of not more than four weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting originally called. A quorum as herein before set fourth shall be required at any adjourned meeting.

Section 4. Special meetings of this organization may be called by the Chairpersons or two-thirds of the membership committee when they deem it for the best interest of the organization. Notices of such meetings shall be mailed to all members at their addresses at least seven days but not more than ten days before the scheduled date set for such special meetings. Such notice shall state the reasons that such meetings has been called, the business to be transacted at such meetings and by whom the meeting was called.

Section 5. An agenda for every meeting should be passed out to each member prior to the meeting. Minutes shall be read and made available prior to the meeting.

Section 6. Order of Business

- a. Call to order
- b. Reading of minutes of the preceding
- c. Treasurer's Report
- d. Reports of committees
- e. Reports of officers
- f. Old and Unfinished Business
- g. New Business
- h. Adjournment