



State of Missouri

Matt Blunt, Secretary of State

Corporations Division
P.O. Box 778, Jefferson City, MO 65102

James C. Kirkpatrick State Information Center
600 W. Main Street, Rm 322, Jefferson City, MO 65101

Articles of Amendment for a Nonprofit Corporation

(Submit in duplicate with filing fee of \$10.00)

The undersigned corporation, for the purpose of amending its articles of incorporation, hereby executes the following articles of amendment:

- (1) The name of corporation is: Clayton School District Parent-Teacher Organization Council
- (2) The amendment was adopted on 1/15/02 and changed article(s) III to state as follows:
month/day/year

The name of the Corporation's registered agent is Chris Tennill and the address of the Corporation's registered office in the State of Missouri is #2 Mark Twain Circle, Clayton, Missouri 63105.

- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): ☒

- (4) If approval by members was required, check here and provide the following information: _____

- A. Number of memberships outstanding: _____
B. Complete either i or ii: .

- i. Number of votes for and against the amendments(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

- ii. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:	Number Voting undisputed:
_____	_____
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

- (5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: _____

In affirmation of the facts stated above,

Victoria A. Wheelock
(Authorized signature of officer or chairman of the board)

VICTORIA A. WHEELOCK PTO Council President 4/15/02
(Printed Name) (Title) (Date)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CLAYTON SCHOOL DISTRICT
PARENT-TEACHER ORGANIZATION COUNCIL**

The undersigned natural person(s) of the age of eighteen years or more, for the purpose of amending and restating a corporation under the Missouri Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME OF CORPORATION

The name of the corporation is the Clayton School District Parent-Teachers Organization Council (the "Corporation").

ARTICLE II: CLASSIFICATION

The Corporation is a public benefit corporation.

The duration of the Corporation is perpetual.

ARTICLE III: REGISTERED AGENT; REGISTERED OFFICE

The name of the Corporation's registered agent is Chris Tennill and the address of the Corporation's registered office in the State of Missouri is #2 Mark Twain Circle, Clayton, Missouri 63105.

ARTICLE IV: MEMBERS

The Corporation shall have no voting members.

Article V: INCORPORATOR

The name and address of the incorporator is:

David Krauss
7616 Walinca Terrace
Clayton, MO 63105

ARTICLE VI: CORPORATION'S PURPOSES

The purposes for which the Corporation is organized are as follows:

- (A) The Corporation is organized and shall be operated exclusively for charitable and/or educational purposes and specifically to provide the organizational structure by which parents, teachers, and other interested members of the public may promote the educational and social needs of children attending the public schools of the Clayton (Missouri) School District (the "School District"). This purpose shall be accomplished: (1) at the school level, by supporting six (6) separate parent-teachers organizations at each school comprising the School District ("School PTOs"), each of which shall be an independent division of the Corporation and (2) at the School District level, by providing a central forum for representatives of each School PTO to discuss issues affecting the School District and to plan, finance, and promote activities and programs which have appeal throughout the School District.

(B) Notwithstanding anything herein to the contrary:

1. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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.
2. The Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
3. No part of the net earnings of the Corporation shall inure to the benefit of the Directors, 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 set forth in this Article VI.

ARTICLE VII: Indemnification of Directors, Officers and Others; Insurance

(A) Liabilities Covered

1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director or Officer of the Corporation, against expenses (including attorneys' fees and expenses), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, to the full extent and under the circumstances permitted by law; provided, however, that the Corporation shall have no obligation to pay any amounts hereunder with respect to any settlement to which it has not previously agreed in writing.
2. In addition, the Corporation may (but shall not be obligated to) indemnify any person who was or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an employee or agent of the Corporation, against expenses (including attorneys' fees and expenses), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceedings, to the full extent and under the circumstances permitted by law.
3. Indemnification under sections 1 and 2 shall or may (as the case may be) be provided hereunder, unless the conduct of the person to be indemnified is finally adjudged to have been knowingly fraudulent, deliberately dishonest, or willful misconduct.
4. Notwithstanding anything set forth herein, no indemnity shall be paid by the Corporation in respect of remuneration paid to any person if it shall be determined

by a final judgment or other final adjudication that such remuneration was in violation of law.

(B) Procedures for Indemnification

Any indemnification under section 1 of subparagraph (A) of this Article VIII (unless ordered by a court) shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification is not proper in the circumstances because the person to be indemnified has not satisfied the conditions set forth in such subparagraph (A). Any indemnification under section 2 of subparagraph (A) of this Article VIII (unless ordered by a court) shall be made as authorized in a specified case upon a determination that indemnification is proper in the circumstances because the person to be indemnified has satisfied the conditions set forth in such subparagraph (A). Any such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding or (ii) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

(C) Advance Payment of Expenses

1. With respect to any person entitled to be indemnified under section 1 of subparagraph (A) of this Article VIII, expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the person seeking such advance to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article VIII.
2. With respect to any person who may be indemnified under section 2 of subparagraph (A) of this Article VIII, expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors of the Corporation in a specific case upon receipt of an undertaking by or on behalf of the person seeking such indemnification to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article VIII.

(D) Extent of Rights Hereunder

The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, By-Laws, or any agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or other agent and shall inure to the benefit of the heirs, executors and administrators of such person.

(E) Purchase of Insurance

The Board of Directors may authorize, to the extent permitted by the Missouri Nonprofit Corporation Act, as in effect and applicable from time to time, the purchase and maintenance of insurance on behalf of any person who is or was a Director, Officer,

employee, or agent of the Corporation against any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the Missouri Nonprofit Corporation Act.

(F) Indemnification Agreements

With respect to any of the persons who shall or may be indemnified pursuant to subparagraph (A) of this Article VIII, the Corporation may enter into written agreements providing for the mandatory indemnification of such persons in accordance with the provisions of this Article VIII.

ARTICLE VIII: DISSOLUTION

In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, all assets of the Corporation remaining after the payment of the Corporation's debts shall be conveyed or distributed only to such organization or organizations created and operated for nonprofit purposes similar to those of the Corporation as the Board of Directors may determine, provided that such organization or organizations qualify at that time as an exempt organization or organizations under Section 501(c)(3) of the Code.

ARTICLE IX: AMENDMENT OF ARTICLES

The Board of Directors may amend these Articles of Incorporation upon the vote of a majority of the full Board of Directors in office. Notice of the meeting at which such amendment is considered shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Articles and shall contain a copy or summary of the amendment.

IN AFFIRMATION of the facts stated above,

Incorporator

Dated: _____

David Krauss

**CLAYTON SCHOOL DISTRICT
PARENT-TEACHER ORGANIZATION COUNCIL
INCORPORATED UNDER THE MISSOURI NONPROFIT
CORPORATION ACT**

BY-LAWS

ADOPTED AS OF MAY 31, 1996

AMENDED JANUARY 15, 2002

TABLE OF CONTENTS

ARTICLE I: LOCATION AND OFFICES	1
Section 1:1 Principal Office.	1
Section 1:2 Other Offices.	1
Section 1:3 Registered Office and Agent.	1
ARTICLE II: MEMBERS	1
Section 2:1 General.	1
Section 2:2 Voting.	1
Section 2:3 Transfer of Membership.	1
Section 2:4 Membership Certificates.	1
Section 2:5 Meetings.	1
ARTICLE III: DIRECTORS	1
Section 3:1 General Powers.	1
Section 3:2 Number.	2
Section 3:3 Election.	2
Section 3:4 Term of Office.	2
Section 3:5 Resignation.	2
Section 3:6 Vacancies.	2
Section 3:7 Compensation of Directors.	2
Section 3:8 Annual Meeting.	2
Section 3:9 Regular Meetings.	3
Section 3:10 Special Meetings.	3
Section 3:11 Actions By Board Without a Meeting.	3
Section 3:12 Place of Meeting.	3
Section 3:13 Waiver.	3
Section 3:14 Quorum; Act of the Board.	3
Section 3:15 Conflict of Interest Transactions.	4
ARTICLE IV: COMMITTEES	4
Section 4:1 Committees.	4
Section 4:2 Limited Authority of Committees.	4
Section 4:3 Meetings of Committees.	4
Section 4:4 Actions of Committees.	4
Section 4:5 Actions of Subgroups.	5
ARTICLE V: OFFICERS	5
Section 5:1 Principal Executive Officers.	5
Section 5:2 President.	5
Section 5:3 Vice President.	5
Section 5:4 Treasurer.	5
Section 5:5 Secretary.	5
Section 5:6 Bonding.	6
Section 5:7 Resignation of Officers.	6
Section 5:8 Removal of Officers.	6

ARTICLE VI: MISCELLANEOUS	6
Section 6:1 Corporate Seal.	6
Section 6:2 Amendments of By-Laws.	6
Section 6:3 Use of Funds and Property.	6
Section 6:4 Acceptance or Rejection of Gifts.	6
Section 6:5 Execution of Instruments.	6
Section 6:6 Voting Stock.	6
Section 6:7 Registered Securities.	7
Section 6:8 Severability.	7
Section 6:9 Maintenance of Books and Records.	7
Section 6:10 Inspection of Books and Records.	7
Section 6:11 Dues From Each Subgroup.	7

**BY-LAWS
OF THE
CLAYTON SCHOOL DISTRICT
PARENT-TEACHER ORGANIZATION COUNCIL**

ARTICLE I: LOCATION AND OFFICES

Section 1:1 Principal Office

The principal office of the Clayton School District Parent-Teachers Organization Council (the "Corporation") shall be at such place as the Board of Directors (the "Board") may from time to time determine, but until a change is effected such principal office shall be at #2 Mark Twain Circle, Clayton, Missouri 63105.

Section 1:2 Other Offices

The Corporation also may have other offices, in such places (within or without the State of Missouri) as the Board may from time to time determine.

Section 1:3 Registered Office and Agent

The registered office of the Corporation shall be maintained in the State of Missouri, and may be, but need not be, identical with the principal office. The registered agent of the Corporation shall maintain a street address identical to the street address of the registered office of the Corporation. The registered office and agent may be changed from time to time by action of the Corporation, with the consent of the new registered agent (if applicable) and upon appropriate notice to the Secretary of State.

ARTICLE II: MEMBERS

Section 2:1 General

Each parent of a child who is attending one of the six public schools (the "Clayton Schools") in the Clayton (Missouri) School District (the "School District") shall be a member of the Corporation.

Section 2:2 Voting

Members shall not be entitled to vote.

Section 2:3 Transfer of Membership

Membership in the Corporation is not transferable or assignable.

Section 2:4 Membership Certificates

No membership certificates of the Corporation shall be required.

Section 2:5 Meetings

The Board of Directors shall, from time to time, designate any place for a meeting of the members to discuss matters of mutual interest or to engage in other activities pertinent to the operation of the Clayton Schools.

ARTICLE III: DIRECTORS

Section 3:1 General Powers

The Board shall control and manage the business and property of the Corporation. The Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law, the Articles of Incorporation, or elsewhere in these By-Laws, required to be exercised or done by some particular officer of the Corporation.

Section 3:2 Number

- (a) Designation of Directors. The Board shall consist of ten (10) individuals. The number of Directors constituting the Board may be increased or decreased by amendment to this Section, provided that such number shall always be at least three (3).
- (b) Designation of Ex-Officio Advisors to the Board. The Board also shall have twelve (12) ex-officio Advisors to the Board. These ex-officio Advisors shall consist of those persons serving as the Principal (or Director of Student Services in the case of the Family Center) of each of the six schools in the School District, the Superintendent of the School District, the two Assistant Superintendents of the School District, a representative of the Board of Education of the School District, the Director of Communications, and the Director of Community Alliance.

Section 3:3 Selection of Directors

The Corporation shall be divided into six (6) sub-groups (each sub-group referred to herein as a "School PTO") and a governing PTO Council which shall service as the umbrella organization for the School PTOs. Each of the School PTOs shall be entitled annually to designate one (1) Director who shall be a member of the Corporation. These six (6) Directors shall elect a member of the Corporation to be President and an ex-officio Director of the Corporation; a member of the Corporation to be Vice President and an ex-officio Director of the Corporation; a member of the Corporation to be Treasurer and an ex-officio Director of the Corporation; a member of the corporation to be Secretary and an ex-officio Director of the corporation. These six (6) designated Directors and the four (4) elected ex-officio Directors shall constitute the ten (10) member Board of Directors.

Section 3:4 Term of Office

Each designated Director and each officer/ex-officio Director shall hold office for a term of one year beginning July 1 and ending June 30 of the succeeding year, or until his or her successor shall have been elected and qualified. Each Director shall be eligible to succeed himself or herself indefinitely. Each ex-officio Advisor shall serve in such role for such time as he or she is serving in the designated position.

Section 3:5 Resignation

A Director may resign at any time by delivering written notice to the Board, the President, or the Secretary. The resignation will become effective upon delivery of the notice unless the notice specifies a later effective date.

Section 3:6 Vacancies

Any vacancy in an office of the Board shall be filled by election by the remaining Board members pursuant to a nomination by the school PTO representatives.

Section 3:7 Compensation of Directors

No Director shall be entitled to compensation for his or her services as a Director, including attendance at any meeting of the Board or any Committee thereof.

Section 3:8 Annual Meeting

The annual meeting of the Board shall be held at 7:00 p.m. of the standard of time then prevailing at the place where the meeting is to be held on the second Monday of May each year, or at such other time and on such other date within one month before or after said date as is selected by the

President and included in the notice of the meeting, provided that if the day of the meeting is a legal holiday, then such meeting shall be held on the next succeeding day which is not a legal holiday.

Section 3:9 Regular Meetings

The President or at least twenty percent of the Directors in office may, from time to time, provide for regular meetings, which may thereafter be held at the time and place designated without notice thereof to the Directors; provided, however, that any Director absent from the meeting at which such resolution was adopted shall be notified of the adoption thereof not less than three days prior to the first regular meeting to be held pursuant thereto.

Section 3:10 Special Meetings

Special meetings of the Board may be called by the President or at least twenty percent of the Directors in office upon delivery to each Director either in person or by mail, postage prepaid and addressed to such Director at the Director's address as it appears on the records of the Corporation, of not less than two days notice of the date, time, place and purpose of the meeting. Written notice delivered by mail shall be deemed delivered upon the earlier receipt of five days after deposit of the notice in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed

Section 3:11 Actions By Board Without a Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if written consent, setting forth the action taken, shall be signed by all Directors and filed with the records of the Corporation. Signatures may be obtained by counterpart. The consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held and may be stated as such in any certificate or document filed pursuant to the provisions of Missouri law.

Section 3:12 Place of Meeting

The Board shall hold its meetings at the principal office of the Corporation or at such other place within or without the State of Missouri as it may from time to time determine. Directors may participate in a meeting of the Board by using any means of communication through which all Directors participating may simultaneously hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 3:13 Waiver

Any Director may waive notice of any meeting at any time. The waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or the corporate records. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where such Director (a) objects to the transaction of any business because the meeting is not lawfully called or convened and (b) does not vote for or assent to the objected to action.

Section 3:14 Quorum; Act of the Board

Except as otherwise provided by law or by the Articles of Incorporation, a majority of the full Board present in person shall constitute a quorum for the transaction of business, and 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. In the absence of a quorum, a majority of the Directors present at a meeting, or the Director, if there be only one present, or the Secretary if there be no Director present, may adjourn the meeting to a different time (not to exceed thirty days) and/or place until a quorum be had. No notice other than announcement at the meeting need be given of the time and/or place of such adjourned meeting.

Section 3:15 Conflict of Interest Transactions

Any transaction in which a Director of this Corporation has a material interest shall be approved in advance by the vote of a majority of Directors on the Board (or a Committee thereof) who have no direct or indirect interest in the transaction, provided the transaction may not be approved by a single Director. The Directors shall approve the transaction if (a) the material facts of the transaction and the Director's interest are disclosed to the Board (or to a Committee thereof) and (b) the Directors in good faith reasonably believe that the transaction is not unfair to the Corporation. If a majority of the Directors who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of approving the conflict of interest transaction. The presence of, or a vote cast by, a Director with a material interest in the transaction does not affect the validity of any action taken under this Section if the transaction is otherwise approved as provided for in this Section. A conflict of interest transaction is not voidable or the basis for imposing liability on a non-compensated Director if the transaction was not unfair to the Corporation at the time it was entered into or is approved as provided in this Section or as otherwise permitted by law.

ARTICLE IV: COMMITTEES

Section 4:1 Committees

Committees may be established from time to time by a majority of all the Directors in office having such purposes and such powers as the Board may confer, subject to the limitations described in Section 4:2 below. The Board shall appoint two or more Directors as members of any such Committee and shall designate one such Director as the Chair thereof. Subject to Section 4:2 below, the Board shall have the power at any time to expand or limit the authority of, dissolve and, fill vacancies in, or change the membership of, any such Committee.

Section 4:2 Limited Authority of Committees

The Board may not delegate to any Committee the authority to (a) authorize distributions to Members, Directors, Officers, agents, or employees except in exchange for value received, (b) approve the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets, (c) elect, appoint, or remove Directors or fill vacancies on the Board or on any of its Committees, or (d) adopt, amend, or repeal the Corporation's Articles of Incorporation or By-Laws.

Section 4:3 Meetings of Committees

Committees may provide for regular meetings to be held with or without notice at such time and place as it, from time to time, may fix. Other meetings of Committees may be called by the chair of such committee or any two members thereof. Any member may, or upon request by any member, the Secretary shall, give the required notice calling the meeting. Each Committee shall keep a record of its proceedings, and shall regularly present such records to the Board.

Section 4:4 Actions of Committees

Unless otherwise provided by the Board, a majority of the members of any Committee shall constitute a quorum, and the acts of a majority of the members present at a meeting of any Committee at which a quorum is present shall be the act of such Committee. Any action which is required to be or may be taken at a meeting of any Committee established by the Board may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all members of the Committee. The consents shall have the same force and effect as a unanimous vote of the Committee at a meeting duly held and may be stated as such in any certificate or

document filed pursuant to the provisions of Missouri law. The Secretary shall file the consents with the minutes of the meeting of the Committee.

Section 4:5 Actions of Subgroups

Each School PTO operating as a subgroup shall be governed by these By-Laws and may also adopt additional rules or regulations as needed so long as they are not inconsistent with these By-Laws.

ARTICLE V: OFFICERS

Section 5:1 Principal Executive Officers

The principal Officers of the Corporation shall be a President of the Corporation, a Vice President, a Secretary, a Treasurer, and such other officers as are appointed by the Board. Each officer shall have such authority and perform such duties as provided in these By-Laws or as the Board from time to time may determine.

Section 5:2 President

Unless otherwise provided by the Board, the President shall be the Chief Executive Officer of the Corporation and, shall have general charge of the activities of the Corporation. The President shall keep the Board fully informed of his or her activities on behalf of the Corporation. In addition, the President shall perform such other duties as from time to time may be assigned to the President by law, the Board, or these By-Laws.

Section 5:3 Vice President

Each Vice President shall have such powers and shall perform such duties as may be assigned to him or her by law, the Board, the President, or these By-Laws. In the absence or disability of the President, or at any time upon his or her request, the powers and duties of the President shall be performed by the Vice President.

Section 5:4 Treasurer

The Treasurer shall have custody of, and be responsible for, all the funds and securities of the Corporation and shall deposit and withdraw such funds and securities in and from such banks, trust companies, or other depositories as shall be selected in accordance with the resolutions adopted from time to time by the Board. The Treasurer also shall have custody of and be responsible for the maintenance of the books of account of the Corporation, and shall perform such other duties as from time to time may be assigned to the Treasurer by law, the Board, the President or these By-Laws.

Section 5:5 Secretary

The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws, or as required by law, be custodian of the Corporation's records, keep a register of the post office addresses of all Directors, and have general charge of the books and records of the Corporation. The Secretary shall be responsible for preparing minutes of the Director's meetings and for authenticating records of the Corporation. In addition the Secretary shall perform such duties and have such powers as may be assigned to the Secretary by law, the Board, the President, or these By-Laws.

Section 5:6 Bonding

If so required by the Board, an officer shall give bond in such form and amount and with such sureties as the Board may provide, for the faithful discharge of his or her duties, but the premiums for any such bond shall be borne by the Corporation.

Section 5:7 Resignation of Officers

An Officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a future effective date.

Section 5:8 Removal of Officers

The Board may remove any Officer at any time and for any reason.

ARTICLE VI: MISCELLANEOUS

Section 6:1 Corporate Seal

The Corporation shall have no seal unless the Board determines that the Corporation shall have one.

Section 6:2 Amendments of By-Laws

The Board may amend these By-Laws upon the vote of a majority of the full Board in office, provided that no such amendment shall reduce the number of the Board to less than three nor otherwise be inconsistent with the Articles of Incorporation or applicable law. Notice of the meeting at which such amendment is considered shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the By-Laws and shall contain a copy or summary of the amendment.

Section 6:3 Use of Funds and Property

All funds and properties belonging to this Corporation shall be applied for the purposes for which this Corporation is formed as specified in its Articles of Incorporation.

Section 6:4 Acceptance or Rejection of Gifts

The Board may accept or reject on behalf of the Corporation any money, securities, real or personal property, or any other property, or any services, offered to the Corporation by any person, corporation, or other organization, or by any federal, state, or other governmental authority or agency, for any general or specific purposes.

Section 6:5 Execution of Instruments

All checks, promissory notes, contracts, or other instruments to be signed by the Corporation shall be signed by such officer or officers as the Board may from time to time direct; provided, however, that in the absence of any such designation, such instruments may be signed on behalf of the Corporation by the President, or any Vice President, and the Secretary.

Section 6:6 Voting Stock

Unless otherwise provided by the Board, the President shall have full power and authority on behalf of the Corporation (a) to act and vote as fully as the Corporation might do if present at any meeting of the shareholders of another corporation in which this Corporation may hold stock; (b) to waive notice of and consent to the holding of any such meeting; and (c) to sign a consent to action in lieu of such meeting.

Section 6:7 Registered Securities

Stock or other registered securities of the Corporation may, if determined by the Board, be issued in the name of a nominee designated by the Board, or the Board may establish a trust or agency account with a bank or trust company in which such stock or other securities may be held, and may delegate to the trustee or agent such investment powers as it may see fit, including specifically full power and authority to make investments at the sole discretion of such trustee or agent. The Board may pay any such trustee or agent such compensation as the Board deems reasonable.

Section 6:8 Severability

If any word, clause, or provision of these By-Laws shall, for any reason, be determined to be invalid or ineffective, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

Section 6:9 Maintenance of Books and Records

The Corporation shall maintain as permanent records minutes of all meetings of its Board of Directors and committees of the Board of Directors and records of any actions taken by them without a meeting. The Corporation shall maintain at its principal office a copy of (a) the Corporation's current Articles of Incorporation and Bylaws, including all amendments, (b) a list of the names and addresses of the Corporation's current Directors and Officers, (c) the Corporation's most recent annual report filed with the Secretary of State, and (d) appropriate financial statements of the Corporation's income and expenses and other appropriate accounting records. These records shall be maintained either in written form or a form capable of conversion into written form within a reasonable period of time.

Section 6:10 Inspection of Books and Records

The Corporation shall permit recipients and beneficiaries of the Corporation's services or activities (and the attorneys and agents of such individuals) to inspect the records of the Corporation maintained pursuant to Section 6:9, provided the Corporation shall not be required to disclose any information concerning donors, gifts, and contributions. The Corporation shall permit the Directors to inspect the Corporation's records at least to the extent permitted by law. Any recipient or beneficiary of the Corporation's services or activities (and their attorneys and agents) requesting inspection of the Corporation's records must (a) give the Corporation written notice at least five business days prior to the desired inspection, (b) describe with reasonable particularity the purpose and the records the individual desires to inspect, and (c) demonstrate a direct connection between the purpose for inspection and the requested records. The Corporation may charge a fee for the cost of labor and materials necessary to comply with the request.

Section 6:11 Dues from Each Subgroup

Each subgroup designating a Director as provided herein shall pay dues to the Corporation of \$25.00 per year due September 30.