

REVISED BYLAWS OF  
ART GOES TO SCHOOL OF THE DELAWARE VALLEY

ARTICLE I            NAME; OFFICES AND FISCAL YEAR

Section 1.01. *Name.* The name of this organization shall be “Art Goes To School of Delaware Valley”, sometimes abbreviated herein as “AGTS” or “Art Goes To School”.

Section 1.02. *Registered Office.* The registered office of the corporation in the Commonwealth of Pennsylvania shall be at P.O. Box ??, Wyncote, PA \_\_\_\_\_ until otherwise established by a vote of a majority of the Executive Board in office (the "Board"), and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the articles of the corporation.

Section 1.02. *Other Offices.* The corporation may also have offices at such other places within or without the United States of America as the Board may from time to time appoint or the business of the corporation requires.

Section 1.03. *Fiscal Year.* The fiscal year of the corporation shall begin on the \_\_\_31st \_\_\_\_\_ day of \_\_\_May \_\_\_\_\_ in each year (or shall be the calendar year).

ARTICLE II            MISSION STATEMENT

The purpose of AGTS is to provide an art appreciation program for elementary schoolchildren; to stimulate interest and awareness in various forms of visual art from the prehistoric period to the present; to lead interactive, educational programs that encourage children to look, feel and think about the visual arts.

ARTICLE III           MEMBERSHIP

Membership in AGTS is limited to those persons who desire to actively participate in the organizational and presentational life of the organization in accordance with the Mission Statement. In order to secure a membership base with this united goal, the following are requirements for initial and continued membership in AGTS:

- A.     Members shall pay annual dues as determined by their local chapter with the approval of the Executive Board. Members are required to attend lectures, participate in their local chapter’s workshops and meetings, and volunteer in their local individual school districts.
- B.     New members are required to follow their chapter’s custom of observing classes and presentations prior to conducting their own presentations.
- C.     A Member’s privileges may be suspended for failure to comply with these requirements.

ARTICLE IV            ORGANIZATION AND GOVERNANCE

AGTS is an organization divided into individual chapters which coincide with the various school districts in southeastern Pennsylvania and southern New Jersey. The affairs of the corporation shall be managed by an Executive Board and a Chairperson’s Council (the “Council”). The affairs of each chapter shall be managed by the chapter chairperson and chapter assistant chairperson, who shall also be members of the Chairperson’s Council. Any powers not specifically reserved for the Executive Board and Chairperson’s Council will be delegated to the individual chapters. Each member of the Executive Board and each chapter (whether by the chapter chairperson or the chapter assistant chairperson, if the chapter chairperson is not present or voting) of the Chairperson’s Council shall be entitled to one vote in all matters to be decided by their respective body. Each member of the Executive Board and each member of the Chairperson’s Council is required to be an active, presenting member of his or her chapter. The Executive

Board and Chairperson's Council reserve the right to create ad hoc committees as necessary for the efficient functioning of the organization,

## ARTICLE V GOVERNING OFFICIALS; DUTIES

### A. EXECUTIVE BOARD

1. Membership: Each member of the Executive Board shall be a natural person of full age and meet the qualifications set forth in Article III and Article IV. In the case of vacancies, new Board Members shall be selected by the Board. The officers of the Executive Board of AGTS shall be: President, Vice-President, Secretary, Treasurer and Assistant Treasurer, each of whom shall serve a three year term and until his or her successor shall have been elected and qualified, or until his earlier death, resignation or removal. The President shall appoint, as deemed necessary, other members of the Executive Committee, who will have full voting powers, these to include, as needed, a Portfolio Manager and Assistant Portfolio Manager, Newsletter editor, Publicity Director, New Chapter Development Coordinator, Technological Development Coordinator and Grant Administrator. Positions may be added or abolished as necessary for the efficient functioning of the organization. Past Board Presidents shall serve as ex-officio Board Members.

2. Selection of Officers: A new slate of officers for the Executive Board will be selected every three years. The immediate past president shall serve as the head of the Nominating Committee and shall appoint fellow committee members representing the geographic diversity of the chapters. The Nominating Committee shall recruit nominees for Executive Board officers from the general membership who shall be approved for nomination by the general consensus of the Nominating Committee. Nominations of a slate of officers will be arrived at by general consensus of the Nominating and presented for approval at the June Chairperson's Council meeting. The Executive Board shall have the authority to appoint interim officers, if necessary.

#### 3. Duties of Officers:

- a. The President shall preside at all lectures, seminars, Executive Board and Council meetings and serve as the primary representative of the organization.
- b. The Vice-President shall assume the duties of the President in his or her absence and shall co-ordinate all lectures, workshops and other programming.
- c. The Secretary shall record minutes for all Executive Board and Council meetings and forward said minutes to members in a timely manner. She or he shall also maintain an archive of all organizational minutes.
- d. The Treasurer and Assistant Treasurer shall collect all dues and keep an accurate record of all receipts and disbursements. They shall prepare a financial report for each Executive Board and Council meeting. They shall maintain and update an accurate membership list of each chapter.
- e. The Portfolio Manager and Assistant Portfolio Manager shall redistribute portfolios every year, purchase new reproductions and maintain a library of research concerning the art. They shall have the authority, with executive Board input, to create balanced portfolios representing all facets of art. If questions arise, they suitability of age-appropriate art for the portfolios shall be arbitrated by the Executive Board, with input from the membership.
- f. The Publicity Director shall maintain contact with all communications media, such as, but not limited to, TV, radio and newspapers. She or he shall also maintain a scrapbook of all press clippings.
- g. The Newspaper Editor shall be responsible for all facets of the semi-annual AGTS newsletter: content, printing and distribution.
- h. The new Chapter Development Coordinator shall contact new groups and be responsible for organizing and launching new chapters.

- j. The Technological Development Coordinator shall be responsible for the AGTS web page and the use of Internet technology to meet organizational needs.
- k. The Grant Administrator shall prepare proposals and carry out all requirements necessary to apply for appropriate grants.

The Executive Board reserves the right (i) to create or eliminate offices as necessary to maintain efficient functioning of the organization, and (ii) to replace any Board member derelict in his or her duty.

#### B. CHAIRPERSON'S COUNCIL; CHAPTERS

1. Membership: The Chairperson's Council shall be composed of the chairperson and assistant chairperson of each chapter. Each chapter shall be entitled to one vote in all matters before the Chairperson's Council.

2. Selection of chapter chairs and assistant chairs: The chairperson and assistant chairperson of each chapter shall be selected by a consensus of the chapter.

3. Duties of the chapter: The chapter chair and assistant chapter chair shall conduct the business of the chapter. Duties of chapter chair and assistant chair shall include, but are not limited to:

- a. Schedule and conduct meetings and discussions to learn about the portfolio;
- b. Organize chapter members to research and duplicate all reference materials needed in preparation for presenting in the schools;
- c. Organize the chapter to create appropriate presentations for use in the schools; [?]
- d. Schedule, with help from chapter members, the presentations in the schools, with priority to public schools when possible;
- e. Monitor the program and presentations in the schools to ensure smooth coordination with the schools;
- f. Plan with chapter members to recruit and train new members;
- g. Promptly forward dues and current membership list to the Treasurer;
- h. Assist the chapter members in maintaining and preserving the condition of the portfolio;
- i. Coordinate the transfer of the clean portfolio and at least two copies of all reference materials for that portfolio to the next chapter where the portfolio is to be utilized;
- j. A chapter chair or assistant chair may be replaced for failure to carry out these duties.

C. RESIGNATIONS. Any Officer, Board member or chapter chair or assistant chair may resign at any time by giving written notice to the President or the Secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

D. VACANCIES. The Board may declare vacant the office of an officer or chapter chair or assistant chair if he or she is declared of unsound mind by an order of court, or convicted of a felony, or for any other proper cause, or if within 60 days after notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board or Council.

Any vacancy or vacancies in the Board because of death, resignation, removal in any manner, disqualification, an increase in the number of directors, or any other cause, may be filled by a majority of the remaining members of the Board though less than a quorum, at any regular or special meeting; and each person so selected shall be a director to serve for the balance of the unexpired term. Any vacancy of a chapter chair or assistant chair for any cause shall be filled by consensus of the chapter at the next following regular or special chapter meeting though less than a quorum, and each person so selected shall be a chapter chair or assistant chair as applicable for the balance of the unexpired term.

#### ARTICLE VI MEETINGS; QUORUM;

A. PLACE OF MEETING. Meetings of the Board and Council may be held at such place within or without Pennsylvania as the Board and Council, respectively, may from time to time appoint, or as may be designated in the notice of the meeting.

B. REGULAR BOARD MEETINGS. Regular meetings of the Board shall be held at such time and place as shall be designated from time to time by resolution of the Board. If the date fixed for any such regular meeting be a legal holiday under the laws of the State where such meeting is to be held, then the same shall be held on the next succeeding business day, not a Saturday, or at such other time as may be determined by resolution of the Board. At such meetings, the Board shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or these by-laws.

The Board shall be called at the discretion of the President not less than four times per year.

A quorum of the Board shall consist of a simple majority.

C. SPECIAL MEETINGS. Special meetings of the Board shall be held whenever called by the president or by two or more of the directors. Notice of each such meeting shall be given to each director by telephone or in writing at least twenty-four hours (in the case of notice by telephone) or forty-eight hours (in the case of notice by telegram) or five days (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting.

Notice of any meeting of the Board during any emergency resulting from warlike damage or an attack on the United States or any nuclear or atomic disaster shall be given only to such of the directors as it may be feasible to reach at the time and by such means as may be feasible at the time, including publication or radio. To the extent required to constitute a quorum at any meeting of the Board during such an emergency, the officers of the corporation who are present shall be deemed, in order of rank and within the same rank in order of seniority, director for such meeting.

D. QUORUM, MANNER OF ACTING, AND ADJOURNMENT. Except as otherwise provided in this Article, a majority of the directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Every director shall be entitled to one vote. Except as otherwise specified in the articles or these by-laws or provided by statute, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting from time to time until a quorum is present. The directors shall act only as a board and the individual directors shall have no power as such, except that any action which may be taken at a meeting of the Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the secretary of the corporation.

E. EXECUTIVE AND OTHER COMMITTEES. The Board may, by resolution adopted by a majority of the directors in office, establish an Executive Committee and one or more other committees, each committee to consist of two or more directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member, and the alternate or alternates, if any, designated for such member, or any committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the board shall serve at the pleasure of the board.

The Executive Committee shall have and exercise all of the powers and authority of the Board in the management of the business and affairs of the corporation, except that the Executive Committee shall not have any power or authority as to the following:

- (1) The filling of vacancies in the Board.
- (2) The adoption, amendment or repeal of the by-laws.
- (3) The amendment or repeal of any resolution of the Board.

No committee of the Board other than the Executive Committee, shall, pursuant to resolution of the Board or otherwise, exercise any of the powers or authority vested by these by-laws or the Nonprofit Corporation Law of 1988 in the Board as such, but any other committee of the Board may make recommendations to the Board or Executive Committee concerning the exercise of such powers and authority.

The establishment of any committee of the Board and the delegation thereto of power and authority shall not alone relieve any director of his fiduciary duty to the corporation.

A majority of the directors in office designated to a committee, or directors designated to replace them as provided in this section, shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the directors in office designated to a committee or their replacements shall be the acts of the committee.

Each committee shall keep regular minutes of its proceedings and report such proceedings periodically to the Board.

Sections B., C. D. and F. of this Article VI shall be applicable to committees of the Board.

F. INTERESTED DIRECTORS OR OFFICERS. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

- (1) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or
- (2) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this section.

G. FEES. No Officer or Director shall be entitled to any compensation other than reimbursement of expenses paid on behalf of the Corporation.

H. CHAIRPERSON'S COUNCIL. The Chairperson's Council shall be governed by the same regulations and limitations set forth in Section A., B., C., D., F. and G. of this Article VI except that the Chairperson's Council shall hold meetings at least three times per year and the Chairperson's Council requires a quorum of two-thirds of members (representing 2/3 of the total councils) for any action to be taken.

I. MINIMUM PURPOSE OF CHAIRPERSON'S COUNCIL MEETINGS.

1. a representative from each council shall attend each meeting. Each council shall have one vote.
2. the fall meeting will supply information and material for the coming academic year.
3. the "networking" meeting which is open to the entire membership, usually in November) will exchange ideas and techniques on trouping.
4. the June meeting will include the following:
  - a. the Portfolio Exchange between councils
  - b. the budget for the following year will be presented and voted upon
  - c. the calendar of lectures and meetings for the following year will be presented

- d. every three years, a slate of officers will be presented to the Chairperson's Council for their consideration.
5. A quorum of two-thirds of the Chairperson's Council must be present for voting on issues at each meeting

## ARTICLE VIII

### NOTICE--WAIVERS

A. NOTICE; WHAT CONSTITUTES. Whenever written notice is required to be given to any person under the provisions of the articles, these by-laws, or the Nonprofit Corporation Law of 1988, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by overnight delivery service, charges prepaid, to his address supplied by him to the corporation for the purpose of notice or by fax or e-mail the the fax number or e-mail address provided by such member to the corporation for such purpose. If the notice is sent by mail, fax, e-mail or by overnight delivery, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with the overnight delivery service office for delivery to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these by-laws.

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

B. WAIVERS OF NOTICE. Whenever any written notice is required to be given under the provisions of the articles, these by-laws, or the Nonprofit Corporation Law of 1988, 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. Except as otherwise required by Section E of Article X of these by-laws, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

C. MODIFICATION OF PROPOSAL CONTAINED IN NOTICE. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

D. EXCEPTION TO THE REQUIREMENT OF NOTICE. Wherever any notice or communication is required to be given to any person under the provisions of the articles or these by-laws, or the Nonprofit Corporation Law of 1988, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

E. CONFERENCE TELEPHONIC MEETINGS. One or more persons may participate in a meeting of the Board, a committee of the Board or a Chairperson's Council by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

## ARTICLE IX

### LIMITATION OF PERSONAL LIABILITY OF DIRECTORS; INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES

A. LIMITATION OF PERSONAL LIABILITY OF DIRECTORS. A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (a) the director has breached or failed to perform the duties of his or her office as defined in the by-laws; and
- (b) the breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law.

#### B. STANDARD OF CARE AND JUSTIFIABLE RELIANCE.

1. A director of the corporation shall stand in a fiduciary relationship to the corporation, and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person;
- (c) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

2. In discharging the duties of their respective positions, the Board, committees of the board and individual director may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon persons with whom the corporation has business and other relations and upon communities which the offices or other establishments of or related to the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.

3. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

C. INDEMNIFICATION IN THIRD PARTY PROCEEDINGS. 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 (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of

itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

D. INDEMNIFICATION IN DERIVATIVE ACTIONS. 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 or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the corporation, or is or was serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the Court of Common Pleas of Philadelphia County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

E. MANDATORY INDEMNIFICATION. Notwithstanding any contrary provision of the articles of incorporation or these by-laws, to the extent that a representative of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in B. C. or D. above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

F. DETERMINATION OF ENTITLEMENT TO INDEMNIFICATION. Unless ordered by a court, any indemnification under C. or D. above shall be made by the corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

1. by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
2. if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

G. ADVANCING EXPENSES. 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 such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized herein.

H. INDEMNIFICATION OF FORMER REPRESENTATIVES. Each such indemnity may continue as to a person who has ceased to be a representative of the corporation and may inure to the benefit of the heirs, executors and administrators of such person.

I. INSURANCE. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

J. RELIANCE ON PROVISIONS. Each person who shall act as an authorized representative of the corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

## ARTICLE X



## MISCELLANEOUS

A. CORPORATE SEAL. The corporation shall have a corporate seal in the form of a circle containing the name of the corporation, the year of incorporation and such other details as may be approved by the Board.

### B. FINANCIAL POLICY.

1. AGTS receives and maintains monies from three main sources: (i) income from dues, interest and gifts, (ii) assets, and (iii) grants.
2. For each fiscal year, a budget will be determined for the yearly operating expenses of the corporation. These funds will be allotted from income sources only -- interest accrued, gifts and the dues collected from membership. Each officer may use his or her yearly budget appropriation for necessary expenses. If an officer finds his or her expenses exceeding 10% of the approved budget, he or she must receive Board approval for additional expenditures.
3. For non-budgeted emergency expenses, the Executive Board must approve expenditures from 10-25% of each officer's budget. An officer may not exceed 25% of his or her budget without the Chairperson's Council approval.
4. For special projects that require using organizational assets, the Chairperson's Council must approve expenditures up to 10% of the organizations total assets. Approval must be by at least 2/3's of the chairpersons of all chapters.
5. For extraordinary expenditures between 10% and 25% of the organization's assets, the entire membership must vote. Approval must be by two-thirds of each chapter's membership.
6. Extraordinary expenditures must appear as a line item in the next year's budget. Projects involving use of up to 25% of the organization's must be outlined in an agenda and presented to the membership ninety days prior to the June meeting.
7. The organization may not use more than 25% of the organization's assets for any project.
8. Grant funds and dedicated gifts can only be used for the designated purposes. Grant funds cannot be commingled with or included in calculations of the organization's assets, and must be spent in a timely manner. Grant applications must be approved by a majority of the Executive Board before submission.
9. All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board may from time to time designate.
10. Except as otherwise provided in these by-laws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.
11. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or directors as the Board shall from time to time determine.

C. ANNUAL REPORT OF THE BOARD. The Board shall direct the president and treasurer to present at the annual meeting of the board a report showing in appropriate detail the following:

- (1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
- (2) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- (3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

(4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

The annual report of the Board shall be filed with the minutes of the annual meeting of the Board.

D. PARLIAMENTARY AUTHORITY. Meetings shall conform to “Robert’s Rules of Order”

E. AMENDMENT OF BY-LAWS. These by-laws may be amended or repealed, or new by-laws may be adopted, by vote of a majority of the Board of the corporation in office at any regular or special meeting. Such proposed amendment, repeal or new by-laws, or a summary thereof, shall be set forth in any notice of such meeting, whether regular or special.