

**BYLAWS OF THE SAINT FRANCIS HISTORICAL SOCIETY, INC.**  
**Revised February 2015**

**PREAMBLE**

These bylaws shall supersede all previous bylaws and amendments thereto and shall be consistent with the provisions of Chapter 181 and Sec. 44.03 of the Wisconsin Statutes and with the articles of incorporation and all subsequent restatements and amendments thereto filed with the Secretary of State and Department of Financial Institutions under which this organization is incorporated as a non-stock, non-profit corporation affiliated with the State Historical Society of Wisconsin and shall govern the administration and activities of the organization. Furthermore, the provisions of Chapter 181 and Sec. 44.03 of the Wisconsin Statutes and Robert's Rules of Order shall govern the proceedings of this organization not herein provided for.

**ARTICLE I. PURPOSES AND OBJECTIVES**

As stated in the articles of incorporation, the purposes of this organization are exclusively educational and shall be to preserve, advance, and disseminate, in the manner hereinafter described, knowledge of the history of the City of Saint Francis, Wisconsin, and its antecedent entities. It is the intent of the Saint Francis Historical Society (hereafter referred to as "Society") to be non-discriminatory in compliance with state, federal and local laws.

**Section 1. Libraries, Museums, Historic Sites and Websites**

- a. As time and circumstance and the will of the members dictate, this Society may establish and operate a local history reference museum, a local history library, and one or more historic sites. These facilities may be combined into one facility or may be separate facilities. Singly or in combination they may be developed and operated in cooperation with any other educational organization, city council, county board, or state or local agency or such civic or patriotic organizations qualifying for affiliation under the provisions of Sec 44.03(2) of the Wisconsin Statutes.
- b. To the extent to which human and financial resources shall permit, practices and procedures in the collection, accessioning, cataloging, use, and display of museum and library materials shall be consistent with standard site, museum, and library practices and procedures such as those recommended by the Office of Local History and other departments of the State Historical Society.
- c. The president shall cause applications for state and federal tax-exempt status to be made, and such status shall be kept in force through the filing of subsequent annual reports as required by the Internal Revenue Service, Wisconsin Department of Regulation and Licensing, and the Wisconsin Department of Revenue, if applicable.

**Section 2. Research and Publication**

- a. The resources of this organization may be used for research and publication ranging from projects in oral history and historic sites, inventories and sites maps and markings to the printing and distribution of newsletters, periodicals, books and other literature related to state or

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local history. Archival material may be loaned or otherwise disbursed only according to guidelines developed by and approved by the Board of Directors (hereafter referred to as "Board").

- b. Books and research materials and such other literature or publications related to state or local history not created by this organization may be purchased for organization's library and museum.
- c. The purchase of books and literature described in the foregoing paragraphs may also be made for resale or for free distribution to members, schools, libraries, and such other institutions as may be determined by the Board.
- d. The Society's website and the Nojoshing newsletter are the official publications for the organization's notices.

**Section 3. Other Programs and Activities**

- a. The expenditures of funds to pay for speakers and other expenses of meetings and special events for the membership and/or for the general public; for tours; for junior historian projects; for miscellaneous museum, site and library related activities and administrative and operating costs; and for such other programs, projects or activities for the furtherance of the purposes for which this organization is incorporated may be made in the manner approved by the Board.

**ARTICLE II. MEMBERSHIP**

**Section 1. Qualifications**

- a. Any person, institution, or organization may become a member of this Society upon payment of the dues stipulated for the classification of membership for which the applicant applies.
- b. Membership shall terminate automatically for non-payment of dues as of the day following the date on which payment is due, and that date shall be December 31<sup>st</sup> of each and every year. Memberships terminated for non-payment of dues shall be reinstated as of the date payment was made. All dues paid throughout the year for membership will expire on December 31<sup>st</sup> of the next year.

**Section 2. Classification and Dues**

- a. Membership shall be of four (4) classes as follows: annual family, annual individual, annual non-profit/small business, and annual corporate. For the purposes of previous Lifetime members, they shall be considered "annual individual" members.
- b. The annual dues for each class of membership shall be effective January 1st of each year and may be increased from time to time by the Board.

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**Section 3. Voting and Privileges**

- a. Each individual member shall be entitled to one vote at all meetings of the membership and shall be entitled to such benefits and privileges as shall be set forth in the regulations and proceedings of the organization.
- b. Each adult included in the family membership shall be entitled to two votes collectively and have the same privileges as pertain to the annual individual membership.
- c. Only members in good standing (current dues paid prior to attendance at a meeting) shall be entitled to vote.
- d. Such individuals who subscribe to non-profit/small business, and corporate memberships in their own names as individuals shall be entitled to the same voting rights and privileges (one vote) as pertain to annual individual memberships.
- e. Upon payment of dues, each voting member of the Society shall receive the Nojoshing newsletter.

**ARTICLE III. BOARD OF DIRECTORS**

**Section 1. Composition of the Board**

- a. The Board shall consist of five (5) directors and those officers to whom board status is imputed under the provisions of Article IV of these bylaws. The total number of members on the Board, including officers and directors shall be nine (9).
- b. Elections to the Board shall be in accordance with the provisions of Article V of these bylaws.
- c. Other honorary appointments to the Board may be made by the Board from time to time, as chosen from the general membership; however, the number of the Board of Directors (including Honorary members present) shall be of an uneven number to prevent a tie vote on any matter before the Board. If, at any meeting, there are an even number of Board members present, one Honorary member in attendance must not vote, or the vote will be carried over to the next meeting.

**Section 2. Powers of the Board**

- a. The Board shall have the power to conduct the affairs of this organization and to delegate authority, as is not otherwise set forth in these bylaws. This shall include the approval and authorization of the expenditures of the organization and an annual budget reflecting normal and customary expenditures of the organization; the hiring and termination of employment of staff members; and the creation and implementation of policies for the development, operation, and maintenance of facilities.

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- b. The Board shall have the power to create or terminate an executive committee, special boards of trustees or advisors and other permanent and special committees, as are deemed necessary and which shall include a membership committee, a nominating committee, a program committee, a publicity or public relations committee and such accessioning and cataloging and museum and library committees as shall be required. The manner in which committee chairman and committee members shall be appointed shall be set forth in the regulations and proceedings.
- c. The Board must approve expenditures of each ex-officio or committee in excess of \$50.00 unless included in the annual budget.

**Section 3. Responsibilities of Directors**

- a. Directors shall attend regular and special Board meetings.
- b. A director shall be removed automatically if he/she misses three (3) consecutive Board meetings without prior notice to a Board member and just cause within a period of one year.
- c. On all matters before the Board to be voted upon, whether in person, by mail or electronic communication, a simple majority of the votes cast will suffice the question, unless otherwise noted specifically in these bylaws.
- d. Honorary board members are exempt from attendance at all board meetings, but their attendance will be counted towards forming a quorum at meetings.
- e. The Secretary shall distribute a copy of these bylaws to each director upon their election and post bylaws on the website.

**ARTICLE IV. OFFICERS**

**Section 1. Classification of Officers**

- a. The officers shall be a president, a vice-president, a secretary and treasurer, and such officers shall be ex-officio members of the Board for the duration of the term for which they are elected.
- b. The Board may form other officers, as they deem necessary.
- c. Candidates for position of officers will be nominated by the members and appointed by the Board of Directors, following the annual January members meeting. If an officer resigns or is terminated under any provision of these bylaws, then the Board of Directors shall appoint such officer at a special meeting.

**Section 2. Duties**

- a. Officers shall perform the duties traditional to their offices and in conformity to state statute and Robert's Rules of Order as herein below described, and may assume such other duties as the Board may request among which may be the chairmanship of special or permanent committees.

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However, no two offices of board rank may be combined with the exception of secretary and treasurer.

- b. All officers and directors at large shall familiarize themselves with these bylaws and the articles of incorporation upon their election or appointment, and it shall be the duty of the secretary to distribute such copies to the individuals involved.
- c. The President and Secretary shall review the books of the Society annually.
- d. The name(s) of each officer shall be posted on the Society's website, printed in the Nojoshing newsletter and provided to the Wisconsin Historical Society.
- e. The President:

Shall be the chairperson of the Board, and during the chair's absence or disability, the vice-president shall have the duties and authority specified in these Bylaws. The president shall be the Society's chief executive officer and, subject to the Board's control, shall:

- 1. superintend and manage the Society's business (e.g., email, voicemail, postal mail);
  - 2. coordinate and supervise the work of its other officers (except the chairperson of the board);
  - 3. employ agents, professional advisors, and consultants;
  - 4. perform all functions of the Society's business;
  - 5. have authority to sign, execute, and deliver in the Society's name all instruments either when specifically authorized by the Board or when required or deemed necessary or advisable by the president in the ordinary conduct of the Society's normal business, except in cases where the signing and execution of the instruments shall be expressly delegated by these Bylaws or by the Board to some other officer(s) or agent(s) of the Society or shall be required by law or otherwise to be signed or executed by some other officer or agent; and
  - 6. in general, perform all duties incident to the office of the president and such other duties as from time to time may be assigned to him or her by the Board.
- f. The Vice President:

In the president's absence, or in the event of his or her death or inability or refusal to act, or if for any reason it shall be impractical for the president to act personally, the vice president (or if there is more than one vice president, the vice presidents in the order designated by the Board, or in the absence of any designation, in the order of their appointment) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Each vice president shall perform such other duties and have such authority as from time to time may be delegated or assigned to him or her by the president or by the Board.

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The execution of any instrument of the Society by any vice president shall be conclusive evidence, as to third parties, of his or her authority to act in the president's place.

g. The Secretary:

Shall:

1. keep any minutes of the members and of the Board and its committees in one or more books provided for that purpose;
2. see that all notices are duly given in accordance with these Bylaws or as required by law;
3. be custodian of the Society's corporate records and see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed;
4. in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the Board or the president.

h. The Treasurer:

Shall:

1. have charge and custody of, and be responsible for, all of the Society's funds and securities; receive and give receipts for monies due and payable to the Society from any source whatsoever; deposit all such monies in the Society's name in such banks, financial institutions, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; cause such funds to be disbursed by checks or drafts on the Society's authorized depositories, signed as the Board may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all monies disbursed;
2. have the right to require from time to time reports or statements giving such information as he or she may desire with respect to any and all of the Society's financial transactions from the officers, employees, or agents transacting the same;
3. keep or cause to be kept, at the Society's principal office or such other office or offices as the Board shall from time to time designate, correct records of the Society's funds, business, and transactions, and exhibit those records to any director of the Society upon request at that office;
4. deliver to the Board, the chairperson of the Board, or the president whenever requested on account of the Society's financial condition and of all his or her transactions as treasurer, and as soon as possible after the close of each fiscal year, make or cause to be made and submit to the board a like report for that fiscal year;

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5. at each annual members meeting or the meeting held in lieu thereof, furnish copies of the Society's most current financial statement to the shareholders and answer questions that may be raised regarding the statement; and
6. in general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the Board or the president.
7. shall submit a proposed annual budget based on the Society's fiscal year, January 1 to December 31, to the Board for approval at least 30 days prior to the end of the Society's fiscal year.
8. A treasurer's report shall be prepared during the first quarter of the fiscal year and printed in the Nojoshing newsletter and presented at the next membership meeting.

**Section 3. Resignation and Removal of Officers.**

- a. Resignation. An officer may resign at any time by delivering notice to the Board that complies with Wis. Stats. 181.0141. The resignation is effective when the notice is delivered, unless the notice specifies a later effective date and the Society accepts the later effective date. If a resignation is effective at a later date, the board, or the officer authorized by the bylaws or the board to appoint the resigning officer, may fill the pending vacancy before the effective date if the appointment provides that the successor may not take office until the effective date.
- b. Removal. The board may remove any officer and, unless restricted by the bylaws or by the board, an officer may remove any officer or assistant officer appointed by that officer under Wis. Stats. 181.0840 (2), at any time, with or without cause and notwithstanding the contract rights, if any, of the officer removed.

**ARTICLE V. ELECTIONS**

**Section 1. Directors**

- a. Directors shall be elected by the members at the annual meeting of the organization. At the first election of directors, one third shall be elected for a period of one year, one third shall be elected for a period of two years, and one third shall be elected for a period of three years, so that thereafter one third of the directorships shall become vacant each year and elections to these vacancies shall be for a period of three years.
- b. Nominations can be made in several ways:
  - By a nominating committee
  - From the floor
  - By ballot
  - By mail
  - By petition
  - By electronic communication

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- c. Vacancies among directors occurring before the expiration of a term shall be filled in an election by the board of directors and those so elected shall complete the term of the director they replace.
- d. Nominating Committee

If a nominating committee is formed for directorship candidates, it shall be formed at least 60 days before the election of directors. It shall be comprised of members, as determined by the Board, and shall include no more than two current directors who shall not be the current Board president. The committee shall thereupon set its schedule and appoint its chairperson.

The nominating committee shall prepare a slate of board candidates for vacancies to be filled at the next regular election of directors. An opportunity for nominations from the floor shall follow the presentation of the slate. The names of the candidates shall be posted in the Nojoshing newsletter and on the Society's website prior to the election. The slate shall contain at least as many names as there are vacancies.

The chairperson of the nominating committee shall conduct the election and announce the results.

**Section 2. Officers (Ex-officio)**

- a. Officers with board rank – president, vice president, secretary, treasurer – shall be nominated by the members and elected by the members at the annual general meeting in January of each and every year, to serve for a period of one year and until their successors are chosen.
- b. Nominations can be made in several ways:
  - By a nominating committee
  - From the floor
  - By ballot
  - By mail
  - By petition
  - By electronic communication
- c. Vacancies in all offices occurring before the expiration of the specified term of office shall be filled by election by the Board and those so elected shall hold office until the next scheduled election for that office.

**Section 3. The Nominating Committee**

- a. The nominating committee which shall be members who shall prepare a list of candidates for vacancies at each special or regular election of directors. The list shall contain at least one name for each vacancy. The presentation of the list at the election meeting by the president shall constitute the report of the nominating committee. The request for nominations from the floor shall follow the presentation of the nominating committee's report.

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- b. The nominating committee shall also be responsible for the distribution and counting of ballots at the election meetings. The president shall be the presiding officer who may announce the results of the election after the tabulation has been completed, or he or she may request that the chairman of the nominating committee shall announce the results. The nominations will be presented to the Board for appointment as hereinabove described in Article V, Section 2.

**ARTICLE VI. MEETINGS**

**Section 1. Meetings of the Board of Directors**

- a. The Board shall meet monthly. Special meetings of the board may be called by the president or by any three members of the board, and each director shall be notified in person or by mail, or electronic communication as to the time and place of such meetings.
- b. At least five (5) members of the Board present and eligible to vote shall constitute a quorum at any regular or special meeting of the Board.
- c. Three (3) unexcused absences would be grounds to dismiss a board member.

**Section 2. Meetings of the Membership**

- a. The annual meeting of this organization shall be held on the third Saturday in the month of January of each year. Other regular meetings of the membership shall be held on the third Saturday of April, July, and October.
- b. Special meetings of the membership may be called by the president; on the instruction of the Board; or upon the written request of 1/2 of the membership. When a special meeting of the members is called, each member shall be notified in person or by mail, or electronic communication, as to the time and place and purpose of the meeting.
- c. At least five (5) of the members present shall constitute a quorum at any annual, regular, or special meeting of the membership.
- d. The president or secretary may call for a special vote by mail or electronic communication, on an issue requiring consent of the general membership when the board agrees.

**ARTICLE VII. AFFILIATION WITH THE STATE HISTORICAL SOCIETY**

**Section 1. Authority for Affiliation**

- a. This organization is an affiliate of the State Historical Society by virtue of incorporation under the provisions of Sec. 44.03 of the Wisconsin Statutes, and shall accordingly receive those benefits and meet those responsibilities as are stipulated therein and as may otherwise be defined through mutual consent and through action by the Board of Curators of the State Historical Society.

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- b. As an affiliate, this organization is a member of the State Historical Society and of the Wisconsin Council for Local History and is entitled to one vote at all general meetings of the Society and the Council.
- c. This organization may terminate affiliation through restatement or amendment of its articles of incorporation and amendment to its bylaws. The State Historical Society may terminate affiliation by formal resolution of the Board of Curators, a copy of which shall be deposited with the Wisconsin Department of Financial Institutions or Secretary of State.
- d. The following shall be causes for termination of affiliation by the State Historical Society, but extenuating circumstances shall be taken into account before action to terminate affiliation is taken by the Board of Curators:
  - (1) Failure to hold annual elections for three consecutive years.
  - (2) Failure to submit annual reports to the Wisconsin Historical Society for three successive years.
  - (3) Consistent failure to hold meetings for the membership as set forth in the bylaws.
  - (4) Failure to maintain state and federal tax-exempt status.
  - (5) Failure to maintain proper donor, accessioning, cataloging, and financial records or minutes of the meetings.

**Section 2. Responsibilities**

- a. It shall be the responsibility of this organization to submit an annual report to the Wisconsin Historical Society. This report shall include the results of annual elections, the names and addresses of all officers and directors, and any other information as may be requested for the purpose of accumulating data for the benefit of this and other affiliated organizations.
- b. The Wisconsin Historical Society shall be notified of all changes in the articles of incorporation, the bylaws, and Board officers.
- c. In order to protect the interests of donors and contributors, this organization shall install and maintain standard accessioning and cataloging procedures and shall maintain state and federal tax-exempt status as required by paragraphs b and c of Article I, Section 1 of these bylaws.

**Section 3. The Role of the State Historical Society in Affiliation.**

- a. The State Historical Society shall send notices and announcements of the meetings and activities of the state society to the president of the organization whose name appears on the current mailing list, and whenever practical, such notices and announcements may be sent to the officers, directors, and members of this organization to the extent to which the organization provides the State Historical Society with current membership mailing lists.

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- b. The organization shall receive without charge those publications and periodicals the State Society shall determine. The State membership newsletter shall be sent to all officers and directors, whose names are on the State Society's current mailing list, but only one copy of the official periodical, shall be sent, and they shall be mailed on behalf of the organization to the president.
- c. To the extent to which staff time and funds permit, the State Historical Society shall extend its professional and technical services to this affiliate. In general, such services shall be without cost to the affiliate. However, extended and costly services may be negotiated on a cost-sharing basis. The Field Services section of the Wisconsin Historical Society is designated as the principle liaison office and advisor for the affiliate.

**Section 4. The Wisconsin Council for Local History**

- a. This organization shall be a member of the Metropolitan District of the Wisconsin Council for Local History and the association of the affiliates of the State Historical Society established by the board of Curators in 1961 through the authority of Sec. 44.03 (5) of the Wisconsin Statutes. All members, officers, and directors of this organization are entitled to attend the annual regional meetings of the Council and its annual state conference.
- b. The president of this organization or an appointed delegate may attend the regional conventions to give an oral report on the activities of the organization, or, whenever circumstance prevents, may submit a written report to be read by the regional chairman.
- c. In the year in which the name of this organization reaches the top of the list in annual alphabetical rotation of the names of the affiliates in the region, the president of the organization or his/her appointed delegate shall serve as regional vice chairman, and in the following year shall serve as regional chairman. In the year of service as regional chairman of the organization shall sponsor and conduct the regional meeting over which the president shall preside. In both years, the president or the appointed delegate may attend the three scheduled and any special meetings of the Advisory Committee of the Council that year as a voting member thereof. During membership on the Advisory Committee and thereafter, he/she shall be eligible to election as a state officer of the Council.

**ARTICLE VIII. DISSOLUTION**

**Section 1. Voluntary Dissolution**

- a. In the event this organization shall be unable to maintain its facilities or to sustain its activities, notice of intent to dissolve shall be sent to the State Historical Society whereupon the State Historical Society shall supply necessary legal forms and instructions to be followed in effecting the dissolution.
- b. Upon ratification by the members and by vote of the Board to dissolve the organization, the following steps shall be taken:

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- (1) Satisfy all liabilities and obligations;
- (2) Satisfy all conditions stipulated in agreements with donors;
- (3) Distribute all remaining assets exclusively for educational purposes to one or more historical societies, libraries, museums, or educational institutions which are state, county, town or municipally operated or incorporated exclusively for educational purposes in accordance with Sec. 181.51 and Sec. 44.03 of the Wisconsin Statutes and Sec. 501 (c) (3) of the Internal Revenue Code;
- (4) Complete the appropriate legal forms certifying to the results of the votes on dissolution and compliance with the above procedures for dissolution and distribution of assets, submit same to the State Historical Society and, following approval by the Board of Curators, file the document with the Department of Financial Institutions or Secretary of State.

**Section 2. Involuntary Dissolution**

- a. In the event the organization becomes so inactive that there are no remaining officers, directors, or members to effect voluntary dissolution, proceedings for involuntary dissolution may be initiated by the State Historical Society in accordance with the provisions of Sec. 44.03(3) of the Wisconsin Statutes.
- b. In the implementation of involuntary dissolution proceedings, title to any property, records, and collections not otherwise provided for in the articles of incorporation and bylaws of the organization or in the agreements of donors shall rest in the State Historical Society and all remaining assets shall be distributed in the same manner as stipulated in paragraph b, Section 1 of this article of the bylaws, with the first offer being made to whatever county or local governmental unit that may have aided the organization financially.

**ARTICLE IX. AMENDMENTS**

**Section 1. Amending of Bylaws**

These bylaws may be amended, after Board approval, by a two-thirds vote of members present at any regular meeting or special meeting called for the purpose, provided the amendment is either submitted in writing to the membership 30 days prior to the meeting or presented for an announced open discussion at the meeting prior to the one set for action on the amendment.

**Section 2. Committee on Bylaws**

The Board may establish a committee from the membership on bylaws, rules, and procedures with one member of the committee being a member from the Board, The number on the committee shall be determined by the Board from time to time.

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**ARTICLE X. INFORMATION**

**Section 1. Bylaws and Articles of Incorporation to Members**

- a. A copy of the current bylaws and of the articles of incorporation shall be available to members on the website or by request from the secretary.
- b. Copies of the current and past bylaws and of the articles of incorporation shall be placed in the Society's minute books at the Society's headquarters.

**Section 2. Minutes of Meetings**

Copies of minutes of all meetings of the Society and of the board of directors shall be available on request from the secretary after sixty (60) days following the meetings. Copies shall be placed also in the Society's minute books at the Society's headquarters.

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CERTIFICATE OF ADOPTION

It is hereby certified that the foregoing bylaws of this Society were adopted by the Board of Directors in accordance with Chapter 181 of the Wisconsin Statutes, at the meeting held at the St. Francis Civic Center on the 18<sup>th</sup> day of April, 2015 by the following vote:

Number of directors present: \_\_\_\_\_ (\_\_\_)

Number of directors voting for: \_\_\_\_\_(\_\_\_)

Number of directors voting against: \_\_\_\_\_ (\_\_\_)

/s/ Anna Passante  
2015 President of the Board

/s/ Randy S. Borland  
2015 Secretary of the Board

***Bylaws:***  
***February 22, 1978***

***Amendments:***  
***March 21, 2015***