

**ATTORNEY GENERAL  
DEPARTMENT OF JUSTICE**

33 CAPITOL STREET  
CONCORD, NEW HAMPSHIRE 03301-6397

JOSEPH A. FOSTER  
ATTORNEY GENERAL



ANN M. RICE  
DEPUTY ATTORNEY GENERAL

August 25, 2015

NH Branch of the International Dyslexia Association  
PO Box 3724  
Concord, NH 03302

Re: Articles of Agreement  
Registration #13684

Dear Sir/Madam:

The Articles that were provided with the registration application are not filed with the NH Secretary of State's Office; therefore, I downloaded the originally filed copy from the website.

If you wish to amend the original documents, you must file form NP-3 with the Secretary of State's Office.

I have enclosed a copy of the Articles that were filed in 2003, as well as the documents submitted with the application. If amendments are made and filed, please forward a copy to me upon approval and confirmation of acceptance by the Secretary of State.

Very truly yours,

A handwritten signature in blue ink that reads "Christine L. Gauntt".

Christine L. Gauntt, Investigative Paralegal  
Charitable Trusts Unit  
Ph (603) 271-3591 Direct Fax: (603) 223-6207  
christine.gauntt@doj.nh.gov

CLG

# STATE OF NEW HAMPSHIRE

Filing Fee

\$ 25.00

Form No. NP 3  
RSA 292:5 & 7

**AFFIDAVIT OF AMENDMENT**  
to the  
**ARTICLES OF AGREEMENT**  
of  
**NEW HAMPSHIRE BRANCH OF**  
**THE INTERNATIONAL DYSLEXIA ASSOCIATION**  
A NEW HAMPSHIRE NONPROFIT CORPORATION

*These articles  
are not on  
record @  
SOS-Originals  
are - 2-18-03*

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE  
CORPORATIONS AND ASSOCIATIONS ACT, RSA 292:7, THE UNDERSIGNED  
CORPORATION PROVIDES THE FOLLOWING AFFIDAVIT OF AMENDMENT:

I, **COLLEEN SLIVA**, the undersigned, being the President of the above named  
New Hampshire nonprofit corporation, do hereby certify that a meeting was held on  
6 May 2005, for the purpose of amending the articles of agreement and the following  
amendments were approved by a majority vote of the corporation's Board of Directors,  
after having been approved and adopted by the Members pursuant to the By-Laws of the  
nonprofit corporation:

That the Articles of Agreement of the corporation be amended in their  
entirety by deleting all provisions in the current Articles of Agreement and  
substituting the following as Restated Articles of Agreement for the  
corporation:

**ARTICLE 1:** The name of the corporation shall be: **The New  
Hampshire Branch of The International Dyslexia, Inc.**

**ARTICLE 2:** The objects for which this corporation is established  
are: (A) To develop and disseminate information regarding dyslexia to its  
members and to the general public; (B) To offer training and conferences  
to parents and professionals relative to information, research and  
scientifically based researched methodologies relative to dyslexia; (C) To  
lobby and advocate for legislation to promote the interests of persons with  
dyslexia; and (D) To exercise all powers granted by law necessary and  
proper to carry out the purposes stated above, including but not limited to  
accepting donations of money or property, whether real or personal, and  
any other thing of value. Nothing herein shall be deemed to authorize or  
permit the corporation to carry on any business for profit, to exercise any  
power, or to perform any act that a corporation formed under the Act, as  
amended from time to time, may not at that time lawfully carry on or do.  
The above objects shall be pursued shall be exclusively charitable,



scientific, literary and/or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code ("IRC"), as amended from time to time, or the corresponding provisions of any subsequent IRC. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the IRC, as amended from time to time, or the corresponding provisions of any subsequent IRC.

**ARTICLE 3:** The provisions for establishing membership and participation in the corporation are: All members of The International Dyslexia Association (IDA) who live in New Hampshire and who have not requested affiliation with another branch, and all members of the IDA living outside New Hampshire who have requested affiliation with the New Hampshire Branch of The International Dyslexia Association will be members of the corporation.

**ARTICLE 4:** The provisions for disposition of the corporate assets in the event of dissolution of the corporation including the prioritization of rights of shareholders and members to corporate assets are: Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all assets of the corporation to The International Dyslexia Association, whose current address is 8600 LaSalle Road, Chester Building, Suite 382, Baltimore Maryland 21286 (the "Recipient"), provided that at such time the Recipient is an exempt organization under Section 501(c)(3) of the IRC, as amended from time to time; provided, however, that if the Recipient at such time is not an exempt organization under Section 501(c)(3) of the IRC, as amended from time to time, the Board of Directors shall distribute all assets of the corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the IRC, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the superior court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the purposes of the corporation and consistent with this Article 4.

**ARTICLE 5:** The address at which the business of this corporation is to be carried on is: 33 Pleasant Street, P.O. Box 3724, Concord, New Hampshire 03302.

**ARTICLE 6:** The amount of capital stock, if any, or the number of shares or membership certificates, if any, and provisions for retirement, reacquisition and redemption of those shares or certificates are: NONE.

**ARTICLE 7:** Provision eliminating or limiting the personal liability of a director, an officer, or both, to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, an officer, or both, is: No director or officer of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, an officer, or both, except with respect to: (A) Any breach of the director's or officer's duty of loyalty to the corporation or its members; (B) Acts or omissions that are not in good faith or that involve intentional misconduct or knowing violation of law; or (C) Any transaction from which the director, officer, or both, derived an improper personal benefit.


**ARTICLE 8:** No part of the net earnings or the assets of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other 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 Article 2 of these Articles of Agreement.

**ARTICLE 9:** The affairs of the corporation shall be conducted pursuant to By-Laws adopted by the Incorporators and thereafter amended from time to time by the members, in the manner specified by the By-Laws; provided, however, that no amendment of these Articles of Agreement or any By-Law shall permit the corporation to undertake any activity which violates the provisions of Article 8; or to dispose of corporate assets in the event of dissolution in a manner other than as set forth in Article 4.

Dated: as of the 10 day of May 2005.

**THE NEW HAMPSHIRE BRANCH  
OF THE INTERNATIONAL  
DYSLEXIA ASSOCIATION, INC.**


By: \_\_\_\_\_

  
Colleen Sliva,  
President

STATE OF NEW HAMPSHIRE  
COUNTY OF MERRIMACK, ss.

On the date last above written, personally appeared Colleen Sliva who acknowledged that she was the President of **The New Hampshire Branch of The International Dyslexia Association, Inc.**, and that the above affidavit is true to the best of her knowledge and belief.

Before me,

  
Notary Public/Justice of the Peace

DARLENE B. HEMEON, Notary Public  
My Commission Expires October 10, 2006



## STATE OF NEW HAMPSHIRE

Recording fee: \$25.00 (Note 1)

Form No. NP 1  
RSA 292:2

Use black print or type.

Leave 1" margins both sides.

Form must be single-sided, on 8 1/2 x 11" paper, and have a one inch margin on both sides. Double sided copies will not be excepted.

ARTICLES OF AGREEMENT  
OF  
A NEW HAMPSHIRE NONPROFIT CORPORATION

COPY

THE UNDERSIGNED, BEING PERSONS OF LAWFUL AGE, ASSOCIATE UNDER THE PROVISIONS OF THE NEW HAMPSHIRE REVISED STATUTES ANNOTATED, CHAPTER 292 BY THE FOLLOWING:

Article 1. The name of the corporation shall be:

The New Hampshire Branch of The International Dyslexia Association

Article 2. The object for which this corporation is established is:

Develop and disseminate information regarding dyslexia to its members and to the general public;

Offer trainings and conferences to parents and professionals relative to information, research and scientifically based researched methodologies relative to dyslexia;

Lobby and advocate for legislation to promote the interest of persons with dyslexia.

Article 3. The provisions for establishing membership and participation in the corporation are:

All members of the International Dyslexia Association (IDA) who live in New Hampshire and who have not requested affiliation with another branch, and all Members of the IDA living outside New Hampshire who have requested affiliation with the New Hampshire Branch of The International Dyslexia Association (NHBIDA) will be members of NHBIDA.

Article 4. The provisions for disposition of the corporate assets in the event of dissolution of the corporation including the prioritization of rights of shareholders and members to corporate assets are:

Upon dissolution of NHBIDA, any remaining assets of NHBIDA will revert to IDA located at 8600 LaSalle Road, Chester Building, Suite 382, Baltimore, MD 21286.

FILED

FEB 18 2003

WILLIAM M. GARDNER  
NEW HAMPSHIRE  
SECRETARY OF STATE

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80

423

Form No. NP 1  
RSA 292:2

NAME OF CORPORATION

Article 8. Signatures and post office address of each of the persons associating together to form the corporation: (Note 3)

Signature and Name  
1. [Signature]  
Signature  
Marcus Mann  
Name (please print)  
2. [Signature]  
Signature  
Michael Angwin  
Name (please print)  
3. [Signature]  
Signature  
Colleen Silva  
Name (please print)  
4. [Signature]  
Signature  
Suzanne Heath  
Name (please print)  
5. [Signature]  
Signature  
Caryl A. Patten  
Name (please print)

Post Office Address  
1247 Washington Rd., Po Box 955  
Street  
Rye, NH 03870  
City/Town State Zip  
33 Pleasant St.  
Street  
Concord NH 03301  
City/Town State Zip  
367 Bee Hole Rd  
Street  
Lebanon NH 03307  
City/Town State Zip  
90 Moor Hill Rd.  
Street  
Hollis, NH 03049  
City/Town State Zip  
14 Belmont Court  
Street  
Bethford, N.H. 03110  
City/Town State Zip  
Concord, NH

City/Town Clerk's office, City/Town of  
Received and recorded this 18th  
(Note 4)

day of February 2003.  
[Signature]  
City/Town Clerk's Signature  
Janice Bonenfant  
City/Town Clerk's Name (Please Print)

319.019

- Notes:
1. Recording fee payable to: N. H. Secretary of State.
  2. If no provision eliminating or limiting personal liability, insert "none".
  3. At least five signatures are required.
  4. Must be recorded with the Clerk of the City/Town of the principal place of business prior to recording with the Secretary of State. (Fee payable to the clerk is \$5.00.)

Mail \$25.00 STATE FEE and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH)  
to: Secretary of State, State House, Room 204, 107 North Main Street,  
Concord, NH 03301-4989



FILE

**BYLAWS OF THE NEW HAMPSHIRE BRANCH  
OF THE INTERNATIONAL DYSLEXIA ASSOCIATION**  
(October 5, 2002)

**ARTICLE I - NAME, RELATIONSHIP TO THE ASSOCIATION**

1. The name of this corporation, herein after referred to as the Branch, shall be the New Hampshire Branch of The International Dyslexia Association, Founded in Memory of Samuel T. Orton. The Branch, a non-profit corporation, is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt. Notwithstanding any other provisions of these articles, this corporation shall not carry on any activities not permitted to be carried on by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future tax code.
2. These Bylaws of the New Hampshire Branch are subordinate to the Articles of Incorporation and the Bylaws of The International Dyslexia Association, herein referred to as The Association, the parent organization of the New Hampshire Branch. In the event of conflict, the Articles of Incorporation and the Bylaws of The Association shall prevail.
3. The policies of the New Hampshire Branch shall be consistent with those of The Association.

**ARTICLE II - PURPOSES**

1. The purposes of the Branch shall be to promote knowledge of dyslexia and related disorders and of literacy acquisition, as originally espoused by the late Samuel T. Orton and others, and as enhanced by ongoing theory, research, and application. In particular, the Branch shall:
  - a. be a non-profit, scientific and educational organization for the multidisciplinary study and treatment of individuals with dyslexia and related disorders;
  - b. support the purposes of The Association and abide by its policies and procedures;
  - c. consist of members, a Board of Directors, Officers, and an Executive Committee;
  - d. support and encourage study and research into the nature of dyslexia and related disorders as well as all aspects of the acquisition and mastery of written language, including, but not limited to, reading, spelling, and writing;
  - e. promote the appropriate diagnosis and treatment of dyslexia and related disorders;
  - f. promote, encourage, and support the preparation and continued education of professionals and other personnel to ameliorate the impact of dyslexia and related disorders and to promote optimal methods of reading instruction for all children; and
  - g. promote public awareness and understanding of dyslexia and related disorders, as well as, knowledge of factors important to learning to read and write, through responsible dissemination of research-based knowledge.
2. The fiscal year shall be from January 1 to December 31.
3. The Branch shall receive, hold, and invest funds and make disbursements in payment of lawful indebtedness. These transactions shall be carried out in accordance with and as directed by the Bylaws of the Branch, and as directed or authorized by the Board of Directors, hereinafter referred to as the Board. Any solicitation of funds shall conform to the guidelines as approved by The Association.

**ARTICLE III - MEMBERSHIP**

1. Membership shall be open to any individual in sympathy with the purpose of The Association and this Branch, without regard to age, sex, creed, color, disability, nationality, ethnic/religious background or marital status.
2. One must be a member of The Association to be a member of this Branch. Membership categories are those defined by The Association.
3. Membership rights are the same as those defined by The Association.
4. The amount of dues for each membership category shall be determined by The Association. Dues shall be paid directly to The Association.
5. A portion of each Branch member's dues, as determined by the Board of Directors of The Association, shall be transmitted to the Branch.
6. When dues are submitted with an application for initial membership or to reactivate a lapsed membership, dues remain current for one year from the date of payment. When submitted with a renewal of membership, dues remain current from the annual anniversary date.

**ARTICLE IV - OFFICERS**

1. OFFICERS:

- a. The Officers of the Branch shall be a President, a Vice-president, a Secretary, a Treasurer, and, when in effect, a President-elect and an Immediate Past-president. These Officers shall perform the duties prescribed by these Bylaws and the parliamentary



authority adopted by the Branch.

- b. No member of the Branch shall hold more than one position on the Board of Directors of the Branch.

2. PRESIDENT:

- a. On the January 1 following the completion of his/her term, the President-elect shall assume the office of President for one two-year term or until a successor assumes the office of President. The President shall be eligible for a second consecutive term of office.
- b. The President shall preside at all business meetings of the Branch, the Board, and Executive Committee and shall represent the Branch at all meetings of The Association's Branch Council.
- c. The President shall provide leadership to the Branch; shall be an ex-officio member of all committees, except the Nominating Committee; and shall perform such other duties as are incident to this office, or as may be properly required of the President by the actions of the Branch or the Board.
- d. At the conclusion of the term of office, the President shall serve as an Ex-Officio member of the Board for one year.
- e. The powers, duties, authority, and limitations of the position of the President shall devolve, temporarily, during any absence or disability of the President, to the President-elect, or, if there is no President-elect, upon the Vice-president. The Executive Committee shall resolve any question about the existence or nonexistence of disability on the part of the President.

3. PRESIDENT-ELECT:

- a. In the annual election in 2002 and every two years thereafter, when the Nominating Committee determines that a President-elect shall be nominated, one individual, from among present or former Board members, shall be elected by the membership as the President-elect for a one-year term.
- b. On the January 1 following the conclusion of his/her term, the President-elect shall assume the office of President.

4. VICE PRESIDENT:

- a. In an annual election in 2002 and every two years thereafter, one individual, from among present or former Board members, shall be elected by the membership as Vice-president for two-year term.
- b. The Vice-president shall be responsible for arranging the Annual Business Meeting and, overseeing, and coordinating any Regions associated with the Branch, in addition to such other duties as are necessary or assigned by the President or the Board. The Vice-president shall be eligible for a second consecutive term of office.

5. SECRETARY:

- a. In an annual election in 2002 and every three years thereafter, one individual, from among the Branch's membership, shall be elected by the membership as Secretary for a three-year term. The Secretary shall be eligible for a second consecutive three-year term.
- b. The Secretary or in his/her absence, a Secretary pro tem appointed by the President, shall take attendance and minutes at all meetings of the Board and the Executive Committee; present minutes to the Board, the Advisory Board, the International Office, and the President of The Association. The Secretary shall keep a record of all of the proceedings of the Branch.
- c. The Secretary shall ensure that all amendments to the Articles of Incorporation and the Bylaws, and other corporate documents are properly recorded and distributed.
- d. The Secretary shall ensure that any new policies enacted by the Board are added to the Branch's policy manual.
- e. The Secretary shall cause to be received, all ballots, coordinate the counting of the same, and report the results of all Branch elections and votes to the membership of the Branch and to The Association. A member of the Branch may cast his/her ballot in person at the Annual Meeting or by mailed ballot, provided such ballot reaches the Secretary before the polls are declared closed at the beginning of the business session of the Annual Meeting.
- f. The Secretary shall maintain a roster of current Directors and Officers including their current addresses and telephone numbers, and shall maintain a current member roster including addresses and telephone numbers.
- g. The Secretary shall perform such other duties as are necessary or assigned by the President or the Board.

6. TREASURER:

- a. In an annual election in 2002 and every three years thereafter, one individual, from among the Branch's membership, shall be elected by the membership as Treasurer for a three-year term. The Treasurer shall be eligible for a second consecutive three-year



term.

- b. The Treasurer or bonded agent appointed by the Treasurer, with the approval of the Board, shall receive and deposit in a depository designated by the Board; all funds collected by and paid to the Branch; keep available accurate and current accounts of all such receipts and disbursements; render to the President and the Board an account of the financial condition of the Branch semiannually; render to the Executive Committee an account of the financial condition of the Branch quarterly; have power to sign checks, and to endorse, for collection only, all check drafts and other negotiable instruments payable to the Branch; and acts as chairperson of the Budget and Finance Committee. All checks in the amount of \$1000 and over must have prior approval of the President and/or approval by the Board.

7. IMMEDIATE PAST-PRESIDENT:

At the conclusion of his/her term, the President shall serve a one-year term as a member of the Board in the position of Immediate Past-president. Thereafter, for a period of one year, the individual shall be ineligible for election to the Board.

8. REPLACEMENTS:

- a. In the event of the removal, resignation, or death of the President, the President-elect, shall assume the office of President, finishing the remainder of that term, and then continue with his/her regular two-year term. If there is no President-elect, the Vice-president shall assume the duties of the President until such time as the Nominating Committee can meet and nominate a replacement, subject to election by the affirmative votes of nine members of the Board. Upon election the replacement shall immediately assume the office of President and shall serve out the balance of the unexpired term.
- b. In the event of the removal, resignation, or death of the President-elect, the Nominating Committee shall nominate a replacement, subject to election by affirmative votes of nine members of the Board. Upon election the replacement shall immediately assume the office of President-elect and shall serve out the balance of the unexpired term, at which time, he/she will assume the office of President.
- c. In the event of the removal, resignation, or death of the Vice-president, the Secretary, or the Treasurer, the President shall nominate a replacement, subject to election by the affirmative votes of nine members of the Board. Consideration should be given to recommendations from the Nominating Committee. Upon election the replacement shall immediately assume office and shall serve out the balance of the unexpired term.

9. DETRIMENTAL ACTIONS:

An Officer may be removed from office by the affirmative votes of 11 members of the Board when the actions of the Officer are judged detrimental to the Branch.

10. ASSUMPTION OF OFFICE:

The Officers, Directors, and members of the Nominating Committee shall assume office on January 1 following their election at the Annual Meeting.

**ARTICLE V - BOARD OF DIRECTORS**

1. There shall be a Board vested with the authority and responsibility for establishing policy, managing all affairs of the Branch, and advancing the interests of the Branch in accordance with the Articles of incorporation and the Bylaws of the Branch and the Bylaws of The Association.
2. The Board of Directors shall consist of its Officers and 11 elected members of the Branch, to be known as Directors. All voting members of the Board must be members of the Branch.
3. Directors of the Board shall be elected for a term of three years. Following the completion of two full consecutive terms, a Director shall be ineligible for re-election for a period of one year. Directors of the Board shall be divided into three classes of terms of expiration, each consisting of an equal number of Directors.
4. Directors shall assume office on January 1 following their election at the Annual Meeting.
5. No employee of the Branch or The Association shall be eligible for nomination or election as a Director or Officer or appointment to any of the Branch's committees.
6. There shall be at least 10 meetings of the Board per year. In addition, the Board may meet as many times and in such places as it shall deem necessary for the fulfillment of its duties.
7. The President must call a meeting of the Board upon the written request of 10 members of the Board and the reason for such meeting must be stated in advance.
8. Notice of meetings of the Board, including date, time, and purpose of said meeting, shall be sent to the members at least two weeks in advance of the meeting unless a condition of emergency exists.
9. A majority of the entire membership of the Board, in addition to the President or the presiding Officer, shall constitute a quorum.
10. A Director may be removed from the Board by the affirmative votes of (number such as 15) when the actions of the Director are judged to be detrimental to the Branch.



11. In the event of the removal, resignation, or death of a Director, the President, shall nominate a replacement, subject to election by affirmative votes of 9 members of the Board. Consideration should be given to recommendations from the Nominating Committee. The replacement shall immediately assume the position and shall serve out the balance of the unexpired term. If the term is less than a one-half term, the replacement is eligible to be elected to two full terms in his/her own right. If the remainder of the term is longer than a one-half term, the replacement is eligible to be elected to one further successive term.
12. All voting members of the Board shall serve without compensation.
13. Each Board member, present or past, shall be indemnified to the extent of the Branch's insurance coverage against liabilities and reasonable costs and expenses incurred as a result of any suit or proceeding in which he/she may be involved because of such office. Such indemnification shall exclude liability or expense incurred by action known at the time by such person to be unlawful, or arising from willful malfeasance, bad faith, gross negligence or reckless disregard of the duties of such office.
14. Any money raising activity or solicitation of gifts or grants by the Branch shall conform strictly to policies approved by The Association.
15. Upon dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall distribute assets to the federal, state, or local government for a public purpose. Any remaining assets, not so disposed of, shall be disposed of by a court of competent jurisdiction, in the county in which the principle office of the organization is then located, exclusively for public purposes.

#### ARTICLE VI - EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of all Officers of the Branch and one Director appointed by the President.
2. The Executive Committee shall:
  - a. act in lieu of the Board between Board meetings;
  - b. carry out directives of the Board;
  - c. determine the duties, responsibilities, and salaries of any employees;
  - d. review any salaries annually prior to formulation of the budget by the Budget and Finance Committee; and
  - e. approve the auditor as recommended by the Budget and Finance Committee.
3. Meetings of the Executive Committee shall be called at the discretion of the President.
4. A quorum of the Executive Committee shall consist of five members.
5. The minutes of all meetings of the Executive Committee shall be taken by the Secretary or other Officer designated by the President in the Secretary's absence and shall be sent to all members of the Board, the International Office, and the President of The Association by the Secretary.

#### ARTICLE VII - COMMITTEES

1. COMMITTEES:

The standing committees of the Board shall be the Budget and Finance, Membership, and Nominating committees and any other such standing committees as determined by the Board, which are required to conduct the purposes and goals of the Branch. Ad hoc committees may be established by the President with the approval of the Board.



2. APPOINTMENT TO COMMITTEES:

The chairperson and members of each committee, unless otherwise specified in these Bylaws or Board policies, shall be appointed by and serve at the pleasure of the President. Each committee chairperson shall be accountable to the Board as a whole.

3. BUDGET RESPONSIBILITIES:

Annually, and in a timely fashion, each chairperson shall submit a budget request to the Treasurer covering the proposed activities of that committee for the ensuing fiscal year.

4. LIMITATIONS ON EXPENSES:

No chairperson or member of a committee shall, beyond the limits of the approved budget, expend or commit money without prior approval of the Board.

5. THE BUDGET AND FINANCE COMMITTEE:

This committee shall consist of the Treasurer, who shall be chairperson and at least two other members of the Branch. It shall:

- a. prepare annually for Board approval a budget of estimated revenue and expenses;
- b. present the books for audit;
- c. provide a set of guidelines for the collection, disbursement, and deposit of money;
- d. study and recommend investment and financial policies;
- e. investigate the availability of grants from foundations and other sources;
- f. determine ways in which revenue may be obtained from materials which may be rented or sold to the public; and
- g. make recommendations regarding the aforementioned to the Board.

6. THE MEMBERSHIP COMMITTEE:

This committee shall consist of a Chairperson and at least two other members of the Branch.

The committee shall:

- a. promote growth of the Branch, and
- b. develop recruitment and retention strategies.

7. THE NOMINATING COMMITTEE

- a. This committee shall consist of three members, adequately distributed professionally and geographically, who shall serve (*state number such as one*) year terms. (*state number such as two*) of the members shall be elected by the members at the time of the Annual Elections and (*state number such as one*) member shall be nominated by the President and elected by the Board of Directors. The chairperson shall be appointed annually by the President from among the members of the Nominating Committee. (State here if Nominating Committee members are or are not eligible for re-election and state term limits.)

- b. No employee of the Branch or The Association shall serve on the Nominating Committee.

- c. The committee shall:

- 1) encourage all members of the Branch to suggest candidates for vacancies and give full consideration to all such suggestions;
- 2) complete a slate of recommended candidates for all vacancies that are to be filled at the Annual Meeting by election by the members of the Branch. This Committee shall present the proposed slate of prospective nominees for election, which includes the forthcoming Nominating Committee members, all Officers, and any existing vacancies to the Board.

These recommendations shall be made no later than six weeks before the Annual Meeting at which such elections shall occur;

- 3) include in such slate any nominations for a particular vacancy that is supported by a petition bearing the signature of not less than twenty members of the Branch, provided that:
  - a) the petitioning members are adequately distributed geographically,
  - b) the petition candidate(s) meets the eligibility requirements for the named position and if elected is willing to



serve the position for the specified term,

- c) the nomination is submitted in writing at least eight weeks in advance of the Annual Meeting, and
  - d) the petition is accompanied by biographical information of the type required by the Nominating Committee guidelines;
- 4) ensure that the slate submitted to the members of the Branch by the Nominating Committee shall offer, including any qualifying petition candidate(s), not less than two candidates for election to the next Nominating Committee, not less than one candidate for election to each officership, and not less than one candidate for each vacancy as a Director that is to be filled at the time;
  - 5) ensure that the slate of Officers, Directors, and Nominating Committee shall be mailed on an official printed ballot and sent to the most recent known address of each member of the Branch;
  - 6) recommend to the Board the names of candidates to fill any vacant or expired term of a member of the Board unless otherwise stated in these Bylaws;
  - 7) keep current a cumulative roster of those who have served and are serving as Directors, Officers and/or Committee Chairpersons and members, by which the Nominating Committee and its successors shall determine eligibility for possible renomination; and
  - 8) keep current a cumulative roster of other members who may be considered as possible future candidates.
- d. In the event of a vacancy on the Nominating Committee, the President shall nominate a candidate and the Board shall elect a replacement by the affirmative vote of nine members of the Board.

#### ARTICLE VIII - MEETINGS OF MEMBERS

- 1. An Annual Meeting of the membership shall be held at a time established by the Board of Directors for the purpose of transacting the business of the Branch and electing Directors, Officers, and Nominating Committee members. Advance notice of such meetings and ballots shall be mailed to each member in order to permit a period of one month to elapse before closing the polls.
- 2. Special meetings of the Branch may be called by the President, the Board of Directors, or upon the written request of ten members in good standing and approved by the President and Board of Directors. Notice of such meetings, with a statement of the business for which it is to be called, shall be given at least four weeks in advance.
- 3. Members present at any meeting of the membership shall constitute a quorum for that meeting.

#### ARTICLE IX - BRANCH REGIONS

- 1. The Board may establish, as it deems appropriate, Regional Groups within the geographic territory of the Branch. Governance of Regional Groups will be determined by the Board of Directors.



**ARTICLE IX - AMENDMENTS**

1. The Bylaws may be amended, added to, or rescinded by the following method:  
Any member, in writing, to the Board, may submit the proposition. If the proposition receives the affirmative vote of 11 members of the Board, it shall be submitted for review and approval to the Chair of the appropriate committee of The Association, then, to the membership, in writing, either immediately or at the time of the Annual Meeting. The Board shall determine the urgency of the proposition. Two-thirds vote of the members voting shall carry the proposition.
2. A period of one month shall be allowed from the time of mailing for the members to cast their votes.
3. If any amendment(s) to these Bylaws is being submitted to the membership for action, the ballot shall provide space for voting on such amendment(s) and shall be accompanied by the written text of such amendment(s).

**ARTICLE X - PARLIAMENTARY AUTHORITY**

1. The rules contained in ROBERT'S RULES OF ORDER, NEWLY REVISED shall govern the Branch in all cases to which they are applicable and are not inconsistent with the Bylaws of the Branch.
2. A member of the Board shall be appointed by the President, with the approval of the Directors, to the position of Parliamentarian and shall advise upon the propriety of procedure and of amendment.