

**ByLaws
And
Standing Operating Rules**

ORDER OF PAN

**Revised:
May 5, 2018**

FIRST AMENDED AND RESTATED BYLAWS OF THE ORDER OF PAN, INC. An Alabama Nonprofit corporation

ARTICLE 1

GENERAL PROVISIONS

1.1 ***Tax Exempt Purposes.*** The corporation is organized and operated exclusively for pleasure, recreation, and other nonprofit purposes pursuant to Internal Revenue Code Section 501(c)(7).

1.2 ***Not For Profit corporation.*** The corporation is a nonprofit corporation organized under the laws of the State of Alabama pursuant to the Alabama Nonprofit Corporation Act. The corporation shall not have or issue shares of stock of any kind or nature whatsoever. No dividend shall be paid and no part of the income or profit of the corporation shall be distributed to the corporation's directors, officers or other private persons. The corporation may pay compensation in a reasonable amount to its directors or officers for services rendered, may make payments and distributions in furtherance of the purposes of the corporation as described hereinabove, and may confer benefits on such private persons in conformity with the purposes of the corporation to the extent not inconsistent with the Alabama Nonprofit Corporation Act.

1.3 ***Governing Rules.*** The corporation shall be governed by the Alabama Nonprofit Corporation Act in all matters, as the same may be from time to time amended, except as otherwise provided in the Articles of Incorporation or Bylaws as amended from time to time. Those items that present themselves from time to time, not covered in the Articles of Incorporation or Bylaws shall be subject to Robert's Rules of Order.

1.4 ***Principal Office.*** The principal office of the corporation in the State of Alabama shall be located in the City of Mobile, County of Mobile.

1.5 ***Registered Office and Agent.*** The registered office of the corporation may, but not need, be identical with its principal office in the State of Alabama; and the address of the registered office may be changed from time to time by the board upon compliance with the filings required by law. The registered agent of the corporation shall be an individual resident in the State of Alabama.

ARTICLE 2

MEMBERSHIP

2.1 ***Eligibility.*** The members of the corporation shall consist of all persons who have attained the age of majority as the same may be set from time to time by the laws of the State of Alabama, who are accepted for membership and maintain good standing. Membership will open after the first general meeting of the membership, not the annual meeting of the corporation. Membership will close the last meeting before the final dues payments are due.

(a) ***Application for Membership.*** Application for membership in the corporation shall be made through the members of the corporation. Each application for membership shall be signed by two (2) members and submitted in writing by United States mail or Email to the Corresponding Secretary, who shall refer the application to the board of directors for review. Applications must be on the current year's revised application form. All new member

applications must be sent through the mail, as defined above, to be postmarked or time dated to show the date received, and such must be postmarked or time dated after the first general meeting of the membership to be considered a valid application. If the board of directors favorably reports on the application, the President shall submit the application to the membership at its next regular meeting, upon submission to the membership for vote. An affirmative vote by simple majority (>50%) will result in an invitation for membership. Any rejected application may be resubmitted when membership opens the following year.

(b) **Voting on Membership.** All voting for membership shall be done by secret ballot.

2.2 Limit on Membership. N/A

2.3 Invitation to Membership. Upon acceptance of application, and if there is a vacancy in the class of membership applied for, the board of directors shall invite the applicant to assume membership at the next regular meeting of the corporation. An invitee must accept the invitation in writing, postmarked or time dated, if by Email, and pay the appropriate dues, within fifteen (15) days of the date of the invitation, or the corporation shall automatically consider the invitation rejected. Appropriate Dues are covered in the payment timetable given in Article 6.1 of these by-laws.

2.4. Parading Membership. Parading members in good standing shall consist of those members who (a) are accepted for membership, (b) timely pay the dues set by the board of directors at their annual meeting. Parading members in good standing shall have one (1) vote on each matter submitted to a vote of the membership. Parading members shall be entitled to hold any office of the corporation and shall costume at the annual ball of the corporation. The status of good standing shall be reviewed monthly by the Vice-President in charge of membership who shall report to the board of directors. Failure to comply shall result in a change in membership from Parading to Non-member.

2.5 Non-parading Membership. Non-parading members in good standing shall consist of those members who (a) are accepted for membership, (b) timely pay the dues set by the board of directors at their annual meeting. Non-parading members in good standing shall have all the privileges of parading members, except parading at the annual ball of the corporation. A Non-parading member may apply to become a parading member by declaration at any regular meeting of the membership. A parading member may become a Non-parading member only upon written request or declaration at the annual meeting of the membership. The status of good standing shall be reviewed monthly by the Vice-President in charge of membership who shall report to the board of directors. Failure to comply could result in a change in membership from Non-parading to non-member.

2.6 Honorary Members. Any member who has maintained membership in good standing for Ten (10) consecutive years shall be entitled to honorary membership upon written request at the annual meeting of the membership. Honorary members shall have all the privileges of membership except holding office and costuming at the annual ball of the corporation. Honorary members of the corporation may vote, but only if in attendance of the meeting at which the vote is to be cast. Honorary members shall pay the dues set by the board of directors at the first regular meeting of the membership following the annual meeting of the board of directors. Dues are to be paid in full by the first regular meeting of the membership held in September of the year. Honorary members shall not be required to attend regular meetings of the membership. An honorary member may become a parading member if a vacancy occurs in the parading membership, upon written request at any regular meeting of the membership. Honorary members requesting parading status will be placed at the top of the waiting list for parading membership but will be placed at the bottom of the parading roll.

2.7 **Special Members.** Special members shall consist of those members who, in the opinion the board of directors, are deserving of special recognition by the corporation. The board of directors shall submit the names of proposed special members to the membership for a vote. Special members shall have the privilege of attending meetings of the membership, the annual ball of the corporation, and all social, civic, and beneficial affairs of the corporation. These privileges shall end with the annual ball of the corporation.

2.8 **Resignation.** All resignations shall be submitted in writing to the board of directors. A member who resigns is liable for all financial obligations, prorated through the date of resignation, still owed by him to the corporation on the date of resignation.

2.9 **General Duties of Members.** All members shall cooperate with the board of directors in preserving order and decorum at all meetings, social, civic, and beneficial affairs and at the annual ball of the corporation.

ARTICLE 3

MEETING OF MEMBERS

3.1 **Annual Meeting.** The annual meeting of the membership shall be held within 60 days of the annual ball of the corporation.

3.2 **Special Meeting.** Special meetings of the membership, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the board of directors, and shall be called by the President at the request of ten percent (10%) of the active membership.

3.3 **Regular Meeting.** Regular meetings of the membership shall be held at such time and place as the President shall from time to time determine, but at least monthly.

3.4 **Place of Meeting.** Meetings of the membership shall be held at such place, within the State of Alabama, as shall be designated in the respective calls, notices or waivers of notice thereof.

3.5 **Notice of Meetings.** Written or printed notice of any annual or special meeting, stating the place, day, and hour of such annual or special meeting, and in the case of a special meeting, the purpose or purposes of the special meeting, shall unless otherwise prescribed by statute, be delivered not less than ten (10) nor more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the secretary, or the officers or persons calling the meeting; to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member at her/his address as it appears on the membership records of the corporation. Notice of any meeting shall be given orally by the President to the members present at the adjournment of any regular meeting in session.

3.6 **Waiver of Notice.** Notice of any annual or special meeting of the membership may be waived in writing by any member of the corporation entitled to such notice, and such waiver shall be deemed equivalent to giving of such notice. Attendance at any meeting, in person or by proxy, except for the sole purpose of protesting the holding of such meeting, shall constitute a waiver of notice of such meeting.

3.7 **Quorum.** Forty percent (40%) of the members of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the membership. If less than forty

percent (40%) of the members of the corporation entitled to vote are represented at the meeting of the membership, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjournment meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at a meeting as originally called. If a quorum is present, the affirmative vote of a majority of the members present and entitled to vote shall be the act of the members, unless the vote of a greater number is required by the Constitution of Alabama, the Alabama Nonprofit Corporation Act, the articles of incorporation or these bylaws as the same may be amended from time to time.

3.8 **Proxies.** N/A

3.9 **Voting List.** The secretaries of the corporation shall maintain at all times a complete and accurate list of all members in good standing of the corporation entitled to vote at any meeting of the membership. Such list may be inspected by any member of the corporation for any purpose at any time during the business hours of any business day or at any meeting of the membership.

3.10 **Order of Business.** The order of business at any meeting of the membership shall be as follows:

- (a) **Call to Order**
- (b) **Roll Call/Establishment of Quorum**
- (c) **Reading of Minutes**
- (d) **Initiation of New Members**
- (e) **Report of Officers and Committees**
- (f) **Election of Directors (at annual meeting)**
- (g) **Unfinished Business**
- (h) **New Business**
- (i) **Adjournment**

The President, in the absence of any objection, may vary the order of business at her/his discretion.

ARTICLE 4

BOARD OF DIRECTORS

4.1 **General Powers.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors, except as otherwise provided by the Alabama Nonprofit Corporation Act, the articles of incorporation or these bylaws as the same may be amended from time to time.

4.2 **Transactions Requiring Membership Approval.** The following transactions require approval of the membership.

- (a) Amendment of the articles of incorporation, as provided in Article 11 of these bylaws.
- (b) Merger or consolidation with any other corporation or legal entity.
- (c) Sale, lease, mortgage, pledge or other disposition of all, or substantially all, the property of assets of the corporation.
- (d) Borrowing or lending money.

4.3 **Composition, Number, Tenure and Qualifications.** The board of directors shall be composed of the officers of the corporation (revolving board).

4.4 **Annual Meeting.** An annual meeting of the board of directors shall be held without other notice than by these bylaws immediately after, and at the same place as, the annual meeting of the membership.

4.5 **Special Meetings.** Special meetings of the board of directors, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or any Officer.

4.6 **Regular Meetings.** Regular meetings of board of directors shall be held at such time and place as the President shall from time to time determine, but at least monthly.

4.7 **Place of Meetings.** Meetings of the board of directors shall be held at such place within the State of Alabama, as shall be designated in the respective calls, notices, or waivers of notice thereof.

4.8 **Notice of Meetings.** Notice of any annual meeting is given pursuant to Section 4.4 of these bylaws. Written or printed notice of any special meeting, stating the place, day, hour and purpose or purposes of such special meeting, shall unless otherwise prescribed by statute, be delivered not less than ten (10) nor more than thirty (30) days before the date of meeting, to each officer. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the officer at her/his address as it appears on the membership records of the corporation. Notice of any regular meeting of the board of directors shall be given orally by the President to the officers present at the adjournment of any regular meeting in session.

4.9 **Waiver of Notice.** Notice of any annual or special meeting of the board of directors may be waived in writing by any officer, and such notice shall be deemed equivalent to the giving of such notice. Attendance at any meeting, except for the sole purpose of protest the holding of such meeting, shall constitute a waiver of notice of such meeting.

4.10 **Quorum.** A majority of the board of directors shall constitute a quorum at any meeting of the board of directors. If less than a quorum is present at the meeting, a majority of officers present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at a meeting as originally called. If a quorum is present, the affirmative vote of the officers present at the meeting shall be the act of the board of directors. An Officer of the corporation who is present at the meeting of the board of directors, at which acting on any corporate matter is taken, shall be presumed to have assented to the action taken unless she/he shall file her/his written dissent to such action with the secretary before the adjournment thereof. Such right to dissent shall not apply to an officer who voted in favor of such action.

4.11 **Action by Officers without a Meeting.** Any action required or permitted by the Alabama Nonprofit Corporation Act as the same may be amended from time to time to be taken at meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the officers. Such consent shall have the same effect as a unanimous vote.

4.12 **Order of Business.** The order of business at any meeting of the board of directors shall be as follows:

- (a) **Call to Order**
- (b) **Roll Call/Establishment of Quorum**
- (c) **Reading of minutes**

- (d) **Report of officers**
- (e) **Unfinished Business**
- (f) **New Business**
- (g) **Adjournment**

The President, in absence of any objections, may vary the order of business at her/his discretion.

ARTICLE 5

OFFICERS, KING/QUEEN, and EMBLEM

5.1 *Number of Officers.* The officers of the corporation shall be a Ball Captain, a Ball Lieutenant, a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, a Treasurer, a Parliamentarian, and a Historian.

5.2 *Election and Term of Office.* The officers of the corporation shall be composed of a progressive board in which members serve a one year term in each position. The order of progression is as follows from final position to initial board position:

- Ball Captain
- Ball Lieutenant
- President
- Vice President
- Treasurer
- Recording Secretary
- Corresponding Secretary
- Parliamentarian
- Historian

5.3 *Vacancies.* The Board of Directors shall appoint an interim officer to fill a vacancy in any office because of death, resignation, removal, disqualification or otherwise for the unexpired portion of the term. At the end of the term, regular officers shall progress upwards and the interim officers shall be eligible to run for the lower vacant positions.

5.4 *Duties.* The officers of the corporation shall be the managing officers of the corporation and shall handle and conduct the affairs of the corporation, subject to the control and direction of the board of directors. They shall perform the duties usually appertaining to such offices. Failure to perform such duties shall result in a review by the board of directors with the possibility of a request for resignation. Failure to comply with the board's decision will result in a presentation to the membership for a vote on removal from office in the manner prescribed by law:

Removal of Officers. Any officer elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an office shall not create contract rights.”
Ala. Code § 10-3A-42 (1975).

5.4.1 *President.* The President shall be the principal executive officer of the corporation and subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. She/He shall, when present, preside at all meetings of

the membership and of the board of directors. She/He shall sign with the secretary of any other proper officer of the corporation authorized by the board of directors all instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the board of directors from time to time.

5.4.2 Vice President. In the absence of the President or in event of the President's death, inability or refusal to act, the Vice President, in the order of their elections; 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. The Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or by the board of directors. Will (a) maintain files and record on each member through the Corresponding Secretary, (b) be responsible for calling roll at each meeting, (c) be in charge of notifying new applicants of acceptance or denial of membership, and also notification of which meeting to attend to meet the membership, prior to voting on the application, through the Corresponding Secretary, (d) coordinate, with the Corresponding Secretary and Treasurer, notification of members in regard to their standing, and (e) be in charge of initiation of new members, as well as orientation of new members (along with the Parliamentarian). The records on each member will include their "standing" at the end of the year.

5.4.3 The Recording Secretary. The Recording Secretary shall keep the minutes of the proceedings of the meetings of the membership and of the board of directors in one or more books provided for that purpose; be custodian of the corporate records; keep a register of mailing address of each member which each member shall furnish to the Recording Secretary; sign with the President or any proper officer of the corporation authorized by the board of directors all instruments which the board of directors has authorized to be executed, except in the cases where the signing and executing thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed.

5.4.4 Corresponding Secretary. The Corresponding Secretary shall ensure that all correspondence of the corporation is properly and timely attended to; shall ensure that all notices are duly and timely given in accordance with the provisions of these by laws or as required by law and shall in general perform all duties incident to the office of recording secretary. Will (a) maintain files and record on each member, (b) be in charge of notifying new applicants of acceptance or denial of membership, and also notification of which meeting to attend to meet the membership, prior to voting on the application, (c) coordinate, with the Vice President and Treasurer, notification of members in regard to their standing, and such other duties as from time to time may be assigned to her/him by the President or by the board of directors.

5.4.5 Treasurer. The Treasurer shall have charge and custody of and be responsible for the funds and property of the corporation; receive and give receipt for money due and payable to the corporation including dues, from any source whatsoever; shall deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 6 of these bylaws; shall sign with the President or any proper officer of the corporation authorized by the board of directors all

checks and negotiable instruments of the corporation; and in general shall perform all of the duties incident to the office of Treasurer, maintain member standings at all times, and other duties as from time to time may be assigned by the President or by the board of directors. All checks of the corporation written in the amount of \$500.00 or more shall be required to have two (2) signatures by an authorized agent or agents of the corporation. All checks of a lesser amount shall be required to have one (1) signature by an authorized agent of the corporation.

5.4.6 Ball Captain. The Ball Captain shall be responsible for all aspects of the planning and functioning of the annual ball of the corporation including but not limited to, choosing the theme of the ball, assigning and approving costumes, selecting the music for the tableau of the ball, blocking and choreographing the tableau.

5.4.7 Ball Lieutenant. The Ball Lieutenant shall assist the Ball Captain in the aspects of the planning and functioning of the annual ball of the corporation and shall perform such other duties as from time to time may be assigned to him by her/him by the President, the Ball Captain or by the board of directors.

5.4.8 Parliamentarian. The Parliamentarian shall ensure that the order and decorum is maintained at all meetings of the membership and of the board of directors. The Parliamentarian shall serve in an advisory capacity and decide all doubtful question regarding parliamentary procedures. She/He shall ensure that the bylaws, and Ball Rules shall be in conformity with correct parliamentary practice in the Society. She/He shall serve on the bylaws committee if said committee is deemed necessary by the President. She/He shall have copies of the bylaws for all new members. The Parliamentarian will, in conjunction with the second Vice President, (a) conduct orientation of the new members, (b) be responsible for getting copies of the Bylaws and the Standing Rules to the new members, and (c) be responsible for notifying all members of changes or amendments of the Bylaws or Standing Operating Procedures.

5.4.9 Historian. The Historian shall compile a documentary, photographic and narrative history of the work of the corporation on an annual basis, and in general shall perform all of the duties of the office of Historian and other duties as from time to time may be assigned by the President or by the board of directors.

5.4.10 King/Queen. Any parading member in good standing is eligible to become King/Queen. Members must submit in writing on or before the June meeting to the President. Voting will take place at the July meeting. The King/Queen will be announced at the Annual New Year's Eve Ball and shall serve a term of one (1) year and is an honorary title only.

5.4.11 Emblem. As an honor to the President, he/she automatically represents the organization as the emblem Pan. The Emblem shall serve a term of one (1) year and is an honorary title only.

5.4.11.1 The president must give notice when taking office, at the Annual Meeting, if he/she chooses not to serve as Pan. At that time nominations for Emblem will open. Only non-officer parading members in good standing are eligible for nomination. Voting for the emblem will take place at the first regular meeting after the Annual Meeting.

ARTICLE 6

FINANCES

6.1 **Dues.** The annual membership dues of the corporation for each class of membership shall be set by the board of director at the annual meeting of the board of directors. A payment of 1/4 (25%) of the dues amount in force at the time of the annual meeting shall be paid at the annual meeting in order to declare status. The remainder of dues payment may be paid in equal payments with payments being due by May 31st, July 31st, and September 30th. All dues of any member of any class of the membership must be paid in full by the 30th day of September. Final dues payment not made by specified date will result in removal from roll. New members accepted after the annual meeting of the membership shall pay the accumulative amount of membership dues, due at the date, upon acceptance into membership in the corporation. Dues are not refundable.

6.2 **Contracts, Loans, Checks and Deposits.** The board of directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, unless otherwise restricted by these bylaws, and such authority may be general or confined to specific instances. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a majority vote of the membership. Such authority may be general or confined to specific instances. All checks, negotiable instruments, drafts, or other orders for the payment of money, notes, or other evident of indebtedness issued in the name of the corporation shall be signed by the Treasurer and the President or any other proper officer of the corporation authorized by the board of directors. All checks of the corporation in the amount of \$500.00 or more shall be required to have two (2) signatures by an authorized agent or agents of the corporation. All checks of a lesser amount shall require one (1) signature by an authorized agent of the corporation. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

6.3 **Tickets to Annual Ball.** Each member of the corporation shall be assigned (16) tickets to the annual ball of the corporation to be purchased by the member and distributed to the member's guests. The price of tickets shall be set by the Board of Directors at their annual meeting and shall comply with all applicable federal, state, and municipal tax laws. The price of tickets may be changed prior to the ball by the Board of Directors, when in the judgment of the Board of Directors, such change shall be necessary for the best interests of the corporation; provided, however, that such change shall not have the effect of increasing the price of tickets already sold, and such change complies with all applicable federal, state, and municipal laws. Each member to whom tickets are assigned shall be solely responsible for the cost of all tickets so assigned and thereafter distributed, and such member shall submit payment to the Treasurer for said tickets with a typed or printed list of the names and addresses of the persons to whom the tickets have been distributed. The board of directors shall set the date upon which the purchase price for all tickets shall be collected and the list of guests submitted to the Treasurer. Ball Tickets must be paid in full by September General Meeting.

- a. **Tickets for Fundraisers.** Each member of the corporation shall be assigned 5 tickets to each fundraiser event and must be PAID in full by September General Meeting.

6.4 **Fiscal Year.** The fiscal year of the corporation shall begin on the first day of April and shall end on the last day of March in each year.

6.5 **Financial Report to Members.** The board of directors shall cause the corporation to make available, within (90) days after the close of each of its fiscal years, a written financial statement, which may be consolidated, including a balance sheet as of the end of such fiscal year and a statement of revenues, expenses and balance forward for such fiscal year. Such financial statement shall be prepared in accordance with generally accepted accounting principles.

ARTICLE 7

BOOKS AND RECORDS

7.1 The books and records of the corporation shall be maintained at the principal office of the corporation.

7.2 The books and records of the corporation shall be open to inspection by any member at any time.

ARTICLE 8

COMMITTEES

8.1 **Standing Committees.** The following committees shall be standing of the corporation.

8.1.1 **Nominating Committee.** The nominating committee shall present a list of names of members who are entitled to hold office and who are suitable for holding office in the corporation at the annual meeting of the membership.

8.1.2 **Membership Committee.** The membership committee shall be responsible for new member mentorship in the first year of membership. This would include duties and expectations at the Annual Ball, as well as, duties and expectations at all other corporate events. This committee shall also suggest to the board ways to draw new members.

8.1.3 **Finance Committee.** The finance committee shall assist the Treasurer in all matters pertaining to the finances of the corporation, including the collection of dues and assessments and the preparation and submittal of the annual financial report of the corporation.

8.1.4 **Ball Committee.** The ball committee shall be responsible for assisting the Ball Captain and Ball Lieutenant in all aspects of the planning, preparation, conduct and functioning of the annual ball of the corporation. The ball committee, in the discretion of the chair of the ball committee, may be resolved into subcommittees. Such subcommittees may include, but not be limited to, the following, who duties shall be assigned by the chair of the ball committee.

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|---------------------------------|------------------------------|
| 1. Favors | 7. Refreshments |
| 2. Design | 8. Table |
| 3. Costumes | 9. Auditorium Liaison |
| 4. Music | 10. Ball Tickets |
| 5. Photography and Video | 11. Dobloons and Cups |
| 6. Reception | |

8.1.5 **Ways and Means Committee.** The Ways and Means Committee is Chaired by the Vice President and consists of the chairs of each of the three (3) fundraiser committees chairs. This Committee coordinates all of the Corporations Annual Fundraisers.

8.2 **Special Committee.** Special committees may be appointed from time to time by the President with the approval of the board of directors for such purposes as circumstances warrant. The activities of special committees shall be limited to the accomplishment of the purposes for which they were created, shall have no power to act except as conferred by the board of directors and shall dissolve upon completion of the duties for which they were created.

8.3 **Composition of Committees.** It shall be the duty of each member of the corporation to serve on any committee to which appointed. The President shall appoint the members of all committees with the approval of the board of directors. All standing committees shall be composed of at least two (2) members of the board of directors and such other members of the corporation as the President with the approval of the board of directors may appoint. Any special committee, which shall have power to exercise the authority of the board of directors, shall also have at least two (2) members of the board of directors as members. The Vice President shall be the chair of the ways and means committee. The Recording Secretary shall be chair of the public relations committee. The Corresponding Secretary shall be the chair of the telephone committee. The Treasurer shall be chair of the finance committee. The Ball Captain and Ball Lieutenant shall be chair and vice chair, respectively, of the ball committee. The Parliamentarian shall be chair of the disciplinary committee.

8.4 **Reports.** Each committee shall maintain an accurate record of its activities and shall submit a report at least annually to the board of directors.

ARTICLE 9

PARLIAMENTARY AUTHORITY

9.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the corporation may adopt.

ARTICLE 10

SEAL

10.1 The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words "Corporate Seal."

ARTICLE 11

AMENDMENTS

11.1 These bylaws may be amended at any regular meeting by a two-thirds (2/3) vote of those present and voting, provided the changes are read at the previous meeting and proper notification was given to all members.

11.2 All such proposed amendments shall be submitted in writing to the President and signed by four members in good standing unless submitted by the board of directors.