

BY-LAWS
OF THE
EDENTON HISTORICAL COMMISSION
(A Not-for-Profit Organization)

ARTICLE I

Name and Charter

1.1 Name. The name of the organization shall be The Edenton Historical Commission (hereinafter called the "Commission").

1.2 Charter. The Edenton Historical Commission was first established in 1961 by the North Carolina General Assembly in Chapter 1009 of the Session Laws of that year, which chapter was subsequently amended by the General Assembly in 1963 in Chapter 198 of the Session Laws. The Commission was recreated by the General Assembly in 1973 through legislation incorporated into the North Carolina General Statutes (NCGS) as 143B-95 through 143B-98, which sections were amended by the General Assembly in 1979. NCGS 143B-95 states the purposes, powers and responsibilities of the Commission. NCGS 143B-96 and 143B-97 state the Commission's status within the State government and refers to the annual reports required of it. NCGS 143B-98 governs the selection of members of the Commission and includes other miscellaneous provisions.

ARTICLE II

Offices

2.1 Registered Offices. The registered office of the Commission shall be located at 505 South Broad Street, Edenton, North Carolina 27932.

ARTICLE III

Purposes

3.1 Statement of Purpose. The Commission is organized exclusively for the purposes set forth in NCGS 143B-95, et. seq. The Commission shall accomplish its purpose, as specified by statute, through various means, to "effect and encourage preservation, restoration, and appropriate presentation of the Town of Edenton and Chowan County, as a historic, educational and aesthetic place, to the benefit of the citizens of the place and the State and of visitors".

3.2 Enabling Cause. The Commission may, within the limits of NCGS 143B-95, do all things necessary or desirable for the attainment of its stated purposes, and for all purposes incident to or resulting from such stated purposes.

ARTICLE IV

Policy

4.1 Not For Profit. The Commission shall not engage in any regular business of any kind carried on for a profit, except as may be consistent with NCGS 143B-95 through 143B-98.

4.2 Personal Benefit. No part of the net earnings of the Commission shall inure to the benefit of any trustee, director, or officer of the Commission, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Commission), and no trustee, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Commission.

4.3 Political Activity. No substantial part of the activities of the Commission shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office."

4.4 Internal Revenue Code Limits. Notwithstanding any other provision of these By-Laws, the Commission 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 Internal Revenue Code of 1954. Reference in these By-Laws to any provision of the Internal Revenue Code of 1954 shall include the corresponding provision of any future United States Internal Revenue law.

4.5 Personal Conflict. Whenever a director or officer has a financial or personal interest in any matter coming before the Commission, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Commissioners determine that it is in the best interest of the Commission to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE V

Duration

5.1 Duration. The Commission shall have perpetual existence, but by a 2/3rd vote of all Commissioners may recommend to the Secretary of the Department of Cultural Resources that it be dissolved by action of the North Carolina General Assembly.

5.2 Termination. Upon the termination, dissolution or final liquidation of the Commission in any manner and for any reason, the Executive Committee shall first pay or provide for the payment of all liabilities of the Commission; all remaining assets shall be distributed to the State of North Carolina, for a public purpose."

ARTICLE VI

Officers and Executive Committee

6.1 Officers. The officers of the Commission shall be a Chairman, a Vice-Chairman, a Secretary and a Treasurer, all of whom shall be elected at the annual meeting of odd-numbered years and shall take office at the close of that meeting.

6.2 Executive Committee. The management of the Commission shall be vested in an Executive Committee. The Executive Committee shall consist of all Officers plus such Chairmen, from within the membership of the Commission, of Committees or Task Forces established by the Executive Committee. The Chairman, or in his/her absence the Vice-Chairman, shall preside at all meetings of the Commission and at all meetings of the Executive Committee; provided, however, that the Executive Director of the Commission shall serve as a non-voting member of the Executive Committee, ex officio.

6.3 Vacancies. A majority of the Executive Committee then in office may elect Officers to fill vacancies until the next annual meeting.

6.4 Term of Office. Officers shall hold office for a term of two years, but shall continue to serve, subject to resignation, until their successors are elected or qualified.

ARTICLE VII

Quorum:

7.1 Voting. Except as otherwise expressly provided (a) each Commissioner shall be considered for quorum purposes and shall be entitled to vote at any meeting of the Commission; (b) one quarter of the whole number of Commissioners then in office shall constitute a quorum for the transaction of business at any meeting of the entire Commission; and (c) the vote of a majority of the Commissioners present at a meeting at which a quorum is present shall constitute the action of the Commission except as otherwise expressly noted herein.

ARTICLE VIII

Meetings of the Commission and/or Executive Committee

8.1 Annual Meeting. The Commission shall hold regular, quarterly meetings at Edenton, NC, on dates established by the Executive Committee, one of which shall be designated as the Annual Meeting. Additional Meetings of the Commission may be held at such time and place as may be fixed by the Chairman, the Executive Committee, or by petition in writing of six members of the Commission.

8.2 Reports. At such regular meetings of the Commission, all Officers and Chairmen of Committees or Task Forces shall report on their area of responsibility to the Commission.

8.3 Other Meetings. Meetings of the Executive Committee may be called by the Chairman with five days advance notice or without such notice if previously published to occur on a predictable schedule. Any two other Officers may call a meeting of the Executive Committee, with or without the consent of the Chairman, provided five days advance notice has been given.

8.4 Meeting Notice. Notice of such regular Commission meetings shall be made by the Executive Director at the direction of the Chairman or Secretary to each member at least thirty days before the meeting; except in the case of special meetings, which shall be called with at least fifteen days advance notice. Written notice of the time and place of each meeting of the Executive Committee shall be given by the Executive Director at the direction of the Chairman or Secretary, or the persons calling the meeting. Such notice need not specify the purposes of the meeting, unless otherwise required by law, and may be given by any reasonable means.

8.5 Notification Means. Notice of any regular or special meeting shall be considered given if mailed or otherwise sent or delivered in writing, including by digital means, to each Commissioner at his or her address, as specified by the Commissioner, in the records of the Commission. The giving of notice (1) shall be deemed to be waived by any Commissioner who shall attend such meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice or (2) may be waived, in a writing, by any Commissioner either before, at or after such meeting.

ARTICLE IX

Powers

9.1 The Executive Committee shall have general charge of the affairs, property and assets of the Commission. It shall be the duty of the Executive Committee to carry out the aims and purposes of the Commission as defined by North Carolina statutes, the Commission's filings and charter, as approved by the Internal Revenue Service per section 501 (c)(3), resolutions of the Commission and these By-Laws and, to this end, to manage and control all of its property and assets.

ARTICLE X

Duties of Officers

10.1 Chairman. The Chairman shall be the chief executive officer of the Commission and Chairman of the Executive Committee. The Chairman, or in his absence the Vice-Chairman, shall preside at all meetings of the Commission and the Executive Committee and shall consult with the Executive Committee and when necessary with the Commission and with other appropriate agencies and organizations on all policies and business relative to the Commission.

10.1.1 Any conveyance, contract, deed or other legal document required to be signed by the Commission shall be signed by the Chairman and attested by the Secretary, but only in accordance with an appropriate resolution or resolutions passed by the Executive Committee or the Commission at a regular or special meeting.

10.1.2 The Chairman shall keep each member of the Commission fully informed at all times of the affairs of the Commission and may accomplish this by directing the Executive Director or Secretary to make such notifications.

10.1.3 In case of death or prolonged absence or disability of the Chairman, the Vice-Chairman shall serve in his stead until the end of the Chairman's stipulated term or until the termination of his disability.

10.2 Vice Chairman. The Vice Chairman shall be aware of all actions, policies and plans of the Commission and Executive Committee and be prepared at all times to serve in lieu of the Chairman. The Vice Chairman shall also head such Committees or Task Forces and projects as assigned by the Chairman or the Executive Committee.

10.3 Secretary. The Secretary shall be responsible for all records and correspondence and may supervise the Executive Director in execution of this responsibility and shall, as required by law, maintain a Minute Book, in physical and digital form, in which all meetings of the Commission and/or Executive Committee are recorded and shall make such reports as required by law and the By-Laws of the Commission. The draft Minutes of all meetings shall be sent to each member of the Commission within two weeks after the meeting. Such notice to be addressed to the physical or digital address supplied by each member of the Commission. The Secretary, in cooperation with the Treasurer and with the assistance of the Executive Director and under the supervision of the Chairman, shall prepare an annual report of the Commission's activities. Said annual report, including an audit of the finances of the Commission, is to be distributed to all members of the Commission and the Secretary shall transmit a copy, signed by the Chairman, to the Secretary of the Department of Cultural Resources in compliance with NCGS 143B-97.

10.4 Treasurer. The Treasurer shall establish the fiscal year of the Commission to be from January 1st to December 31st. The Treasurer, or the Executive Director at the direction of the Treasurer shall inform the Commission and Executive Committee of all gifts, bequests, grants and appropriations received by the Commission. The Treasurer shall, with the assistance of the Executive Director, collect all monies payable to the Commission and shall supervise the payment of all obligations of the Commission when duly approved and shall have custody of all assets and be empowered to invest such assets in non-risk financial instruments as authorized by the Commission or Executive Committee. The Treasurer is authorized to sign checks in payment of approved obligations in amounts not to exceed \$1,500.00. By resolution of the Executive Committee, additional Officers, the Executive Director or other agents may be authorized to sign checks within specified limits. All checks in excess of \$1,500 are to be inscribed by two such authorized parties. In cases where the Treasurer is not one of the signers, a copy of the check must be presented to the Treasurer as soon as practicable. Neither mechanical nor digital impression of any signature may be used in the execution of checks, contracts or agreements. The Treasurer shall keep a faithful account of all transfers and investments of funds of whatever kind, and shall submit his accounts semi-annually at the meetings of the Commission and at all meetings of the Executive Committee. The Treasurer shall supervise the annual preparation of federal and state tax returns. The Treasurer shall cooperate in the creation of an annual audit, as prescribed by law, of the financial records of the Commission by a Certified Public Accountant. That annual audit shall be submitted as part of the annual report prepared by the Secretary and signed by the Chairman and submitted to the Secretary of the Department of Cultural Resources and to the full Commission. The Treasurer, Executive Director and all Officers, staff or agents authorized to sign checks shall give bond for the faithful performance of their duties, the cost of such bond shall be paid by the Commission.

ARTICLE XI

Committees

11.1 Executive Committee. Day-to-day management of the Commission, within limits defined by the Commission, shall be vested in an Executive Committee composed of the Chairman, Vice-Chairman, the Secretary and the Treasurer and the appointed Chairman of Standing Committees. The Executive Committee shall meet at least six times a year and at such other times as the Chairman may direct or at the call of any two officers of the Commission.

11.2 Authority of Committee. The Executive Committee may, from time to time, create Standing Committees, Task Forces or Advisory Committees. The Executive Committee may delegate to any such committee, that consists solely of Commissioners, any of the authority of the Commission that it may lawfully delegate, other than the authority to fill vacancies under the Articles of these By-Laws; provided, each such committee shall act by not less than a majority of the whole authorized number of its members. Any third party shall not be adversely affected by relying upon any act by any such committee within the authority delegated to it.

11.3 Task Forces and/or Advisory Committees. Task Forces and/or Advisory Committees, created by the Executive Committee must be chaired by a member of the Commission and may have members who are not Commissioners but in such cases may not obligate the Commission and shall be subject to the control and direction of the Executive Committee. Reports, recommendations and advice offered by such Task Forces and/or Advisory Committees shall be conveyed to the Executive Committee, which may take action to obligate the Commission.

11.4 Standing Committees. These Standing Committees shall be created within 30 days of the annual meeting: (1) Finance (2) Nominating, and (3) Audit. Additional Standing Committees, Task Forces or Advisory Committees may be created at any time at the discretion of the Chairman with the approval of the Executive Committee. The Chairman shall appoint the Chairmen of all other Standing Committees; however, the Treasurer may not Chair or serve on the Audit Committee and must cooperate with all reasonable requests of the Audit Committee.

11.5 Finance Committee. The Finance Committee shall be responsible for overseeing all budgetary, fundraising and financial issues of the Commission. The Committee shall prepare, in cooperation with the Executive Director and Treasurer, an annual budget, which shall be presented, amended and adopted by the Executive Committee on or before December 1st of each year. The Finance Committee or sub-committee(s) of its creation shall design and execute fundraising activities for the Commission. The Committee shall present monthly monitoring and supervision reports of the expenses and revenues of the Commission and shall be responsible for establishing and maintaining bookkeeping methods utilizing accepted principles of accounting. The Finance Committee shall cooperate in the preparation of annual Tax Returns.

11.6 Nominating Committee. The Nominating Committee, which may not be composed of any current Officers, shall submit nominations for the election of Officers to all members of the Commission at least fifteen days before the October annual meeting. The Nomination Committee shall make recommendations to the Executive Committee on the nomination of members of the Commission, for its approval and submission to the appropriate public officials charged by law with making appointments to the Commission.

11.7 Audit Committee. The Audit Committee shall be appointed by the Executive Committee no later than January 31st of each year and shall consist of at least three members of the Commission, excluding the Treasurer who may not serve on the Audit Committee. No more than one-third of the members of the Audit Committee may be current members of the Finance Committee. The Audit Committee shall supervise the preparation of the annual Audit in compliance with statutes creating the Commission.

ARTICLE XII

Action without a Meeting

12.1 Any action that might be taken at any meeting of the Commission (including, without limitation, any action provided for in Article EIGHT of these By-Laws) or at any meeting of a Committee, may be taken without such meeting by a writing or writings signed by all Commissioners or all members of such Committee, as the case may be, all in accordance with the requirements of NCGS 55A-8-21. The writing or writings evidencing such action shall be filed with the Secretary of the Commission and inserted in the permanent Minute Book and records relating to meetings of the Commission or Executive Committee.

ARTICLE XIII

Meetings Held Through Communications Equipment

13.1 Meetings. Meetings of the Executive Committee or any committee of the Commission may be held through communications equipment if all persons participating can communicate with each other. Such participation shall constitute presence at such a meeting.

ARTICLE XIV

Officers and Agents

14.1 Officers. In addition to the Officers elected by the full Commission at the annual meeting as prescribed by these By-Laws, the Executive Committee may appoint an Executive Director and/or such additional Officers or Agents as it may deem appropriate for the conduct of the work of the Commission. In the absence of such an Executive Director, the Executive Committee shall designate a Commissioner to execute assigned duties.

14.2 Election. Officers shall hold office until the date fixed in accordance with these By-Laws for the Annual Meeting of the Commission next following the election of such officers and until their successors are elected and qualified; provided, however, that any Officer may resign from an office or the Commission at any time and may be removed from office without cause by the Commission.

14.3 Duties. The officers shall have such authority and shall perform such duties as are customarily incident to their respective offices and such other and further duties as are prescribed in these By-Laws and as may from time to time be required of them by the Executive Committee. The Executive Director shall perform such duties as may be defined in a written Job Description in addition to those defined by these By-Laws and such other duties as may be specified by the Executive Committee from time to time. The Executive Committee may adopt resolutions authorizing the Executive Director or an Officer to hire such other agents of the Commission as it may deem required and in said resolution shall define reporting relationships and such other matters as are required for the efficient and effective operation of the Commission.

14.4 Removal. Without limitation of any right of an officer or agent to recover damages for a breach of contract, the Executive Committee may remove any non-elected Officer or agent whenever, in their judgment, the interests of the Commission will be served thereby.

ARTICLE XV Indemnification

15.1 Third Party Actions. The Commission shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal administrative, or investigative (other than an action by or in the right of the Commission) by reason of the fact that such person is or was an Officer of the Commission (or is or was serving at the request of the Commission as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise or activity) against expenses, including attorney's fees, judgment, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Commission, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Commission or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his or her conduct was unlawful. The Commission shall indemnify any employee or agent of the Commission (or any employee or agent serving at the request of the Commission as an employee or agent of another corporation, partnership, joint venture, trust, or other enterprise or activity) in the manner and to the extent that it is required to indemnify any Officer under the foregoing paragraph.

15.2 Derivative Actions. The Commission shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Commission to procure a judgment in its favor by reason of the fact that such is or was an Officer, employee, or agent of the Commission (or is or was serving at the request of the Commission as an officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise or activity) against expenses, including attorney's fees, actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the

best interests of the Commission, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person has been adjudged to be liable for gross negligence or misconduct in the performance of such person's duty to the Commission unless and only to the extent that the Courts of the State of North Carolina or the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as the Court deems proper.

15.3 Determination of Indemnification. Unless ordered otherwise by a court, any indemnification under paragraphs 15.1 and 15.2 of this Article shall be made by the Commission if such person has met the applicable standard of conduct set forth in such paragraphs. Such determination to indemnify or not to indemnify shall be made (1) by the Executive Committee by a majority vote of a quorum consisting of Commissioners who were not parties to such action, suit, or proceeding or (2) if a quorum of disinterested Commissioners is not obtainable or, even if obtainable, a quorum of disinterested Commissioners so directs, by independent legal counsel in a written opinion.

15.4 Right to Indemnification. Notwithstanding any other provision of this Article, to the extent that an Officer, employee or agent of the Commission has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in the foregoing paragraphs or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by such person in connection therewith.

15.5 Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Commission from assets of the Commission in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Officer, employee, or agent to repay such amount if it is ultimately determined that such person is not entitled to be indemnified by the Commission as authorized by this Article.

15.6 Indemnification Not Exclusive. The indemnification and advancement of expenses provided or granted pursuant to this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any law, agreement, vote of disinterested Commissioners, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

15.7 Continued Applicability. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall continue (unless otherwise provided when authorized or ratified) as to a person who has ceased to be an Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XVI

Insurance

16.1 Insurance. The Commission may purchase and maintain insurance on behalf of any person who is or was an Officer, employee or agent of the organization, or is or was serving at the request of the Commission as an officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise or activity against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Commission would have the power to indemnify such person against such liability under the provisions of this Article.

16.2 Definitions of certain Terms. (1) For purposes of this Article, references to (a) "other enterprises" shall include employee benefit and other plans, (b) "other . . . activities" shall include programs and projects, (c) "fines" shall include any excise tax assessed on a person with respect to an employee benefit or other plan, (d) "serving at the request of the Commission" shall include any service as an Officer, employee, or agent of the organization that imposes duties on, or involves services by, such Officer, employee, or agent with respect to an employee benefit or other plan, its participants, or beneficiaries. (2) For purposes of this Article, a person who acted in good faith and in a manner, such person reasonably believed to be in the interests of the participants and beneficiaries of an employee benefit or other plan shall be deemed to have acted in a manner "not opposed to the best interests of the Commission" as referred to in this Article.

16.3 Limitation on Personal Liability. The private property, both real and personal, of the members of the Commission and the Officers of the Commission shall not be subject to the payment of Commission debts to any extent whatsoever.

16.4 Severability. To the extent that any provisions of this Article shall be determined by a court of competent jurisdiction to be in violation of any statute, rule of law, government regulation or decree, such provision shall be void and of no effect to the extent, and only to the extent, of such determination, but the remainder of the provisions of this Article shall survive and continue in full force and with full effect.

ARTICLE XVII

Notices

17.1 General. Whenever, under the provisions of the statutes or of these By-Laws, notice is required to be given to any Commissioner, this shall not be construed to mean personal notice, if such notice may be given in writing, by mail or digital means, addressed to such Commissioner, at his or her address as it appears on the records of the Commission, with postage thereon, prepaid and such notice shall be deemed to be given at the time when the same shall be deposited in the United States Mail or posted to an Internet Service Provider (ISP). Notice to Commissioners may also be given by telegram or overnight package delivery.

17.2 Waiver. Whenever notices are required to be given under the provisions of the statutes or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent thereto.

ARTICLE XVIII
General provisions

18.1 Open Meeting. As required by law, all meetings of the Commission, of the Executive Committee, or of other Committees or Task Forces of the Commission are subject to and must comply with the Open Meetings laws of the State of North Carolina. Notices of regular Commission meetings are to appear in the newspaper of record at or near Edenton, NC within seven days of the issuance of the call for the meeting and be posted on the Commission’s Internet web site. Public notice is to be given for special meetings by similar publication at least 48 hours prior to the meeting. Notice of Executive Committee, Standing Committee or Special Committees or Task Forces of the Commission are to be posted in a public area of the Barker House and on the Commission’s Internet web site at the time of scheduling.

18.2 Seal. The Seal of the Commission shall consist of two concentric circles between which is inscribed “EDENTON HISTORICAL COMMISSION – EDENTON, NC” and in the center of the inner circle shall be inscribed “ESTABLISHED BY THE GENERAL ASSEMBLY, 1961”.

18.3 Ethics. The Commission, within six months of adoption of these By-laws, shall develop and publish on its Internet web site Standards of Ethical Behavior for all Commissioners, Officers, Employees and/or Agents of the Commission. Physical copies of such Standards of Ethical Behavior, as well as copies of the By-Laws and the statutes creating the Commission, are to be distributed via the US Postal Service to all Commissioners no later than January 1st of each year.

18.4 By-Law Amendment. The Commission may, at any regular or special meeting, amend or enact a By-Law or By-Laws, which are not inconsistent with the provisions of statutes, provided that such proposed amendments shall have been set forth in the notice and call to the meeting.

18.5 Inconsistency. If these By-Laws are in any manner inconsistent with the North Carolina General Statutes codified at NCGS 143B-95 through 143B-98, the terms and provisions of the statute shall govern over these By-Laws.

18.6 Effective Date and Amendment. These By-Laws of the Edenton Historical Commission, as amended, are hereby adopted by the Commission this the 22nd day of October, 2009 and revised the 22nd day of April, 2010 pursuant to authority granted by the General Assembly of the State of North Carolina pursuant to NCGS 143B-95(10), and by their adoption repeal and supersede all previous By-Laws adopted or amended.

Chairman

Secretary

Date: _____

Date: _____