



# BY-LAWS OF THE BOYS TOWN NATIONAL ALUMNI ASSOCIATION



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# BY-LAWS OF THE BOYS TOWN NATIONAL ALUMNI ASSOCIATION



## ARTICLE I - ALUMNI CHAPTERS

Section 1. **Membership.** Each member of the Association is encouraged to belong to an Alumni chapter of the Association. If there is no Alumni chapter of the Association within a two hundred (200) mile radius of the residence of any member, then said member shall be considered a member at the national level. A national level member is one who has no chapter affiliation.

Section 2. **New Alumni Chapters.** No Alumni chapter shall be formed except by a charter issued by the National Board of Directors. The National Board of Directors may, upon evidence of the gathering of five (5) or more members, issue a charter certifying that certain qualified members at some given place have complied with the requirements of the Association for the institution of a Boys Town Alumni Chapter.

Section 3. **New Alumni Chapter Requirements.** The National Board of Directors shall have the exclusive authority to issue a charter to any Alumni chapter. Prior to issuing such a charter, the Alumni chapter must:

- a) **Incorporate.** Incorporate under the laws of the state in which the Alumni chapter will be situated if so required, or if deemed by the National Board of Directors to be in the best interest of the Alumni chapter. The Alumni chapter shall submit a copy of its proposed Articles of Incorporation to the National Board of Directors for approval.
- b) **By-Laws.** The Alumni chapter shall submit a copy of its proposed By-Laws for approval by the National Board of directors. No provision of any Alumni chapter By-Laws shall conflict with the By-Laws of the Association.
- c) **Define Area.** Define the area which the Alumni chapter is designed to serve.
- d) **Charter Members.** Identify the charter members of the Alumni chapter by name, address, and telephone number.
- e) **Provisional Charter.** The National Board of Directors may issue a provisional charter effective for a specific length of time and conditioned upon the completion of specific requirements enumerated by the National Board of Directors.

Section 4. **Existing Alumni Chapters.** All active Alumni chapters shall submit such reports as required by the National Board of Directors, including its number of members and financial status, by March 1<sup>st</sup> annually.

Section 5. **Revocation of Charters.** Upon the affirmative vote of at least two-thirds of all of the members of the National Board of Directors, the charter of an Alumni chapter may be revoked. Upon said revocation, the Alumni chapter shall surrender its charter to the National Board of Directors.

Section 6. **Surrender of Charter.** An Alumni chapter which disbands shall surrender its charter to the National Board of Directors.

Section 7. **Alumni Chapter Dues.** An Alumni chapter may assess local membership dues as may be determined by the chapter.

## ARTICLE II - MEMBERSHIP

Section 1. **Alumni Chapters.** Each member shall be a member of an Alumni chapter as defined in Article I, Section 1.

Section 2. **Eligibility.** Any former boy or girl, whose residential care has been with Father Flanagan's Boys' Home, Boys Town USA, or affiliate sites, is eligible to be a member of the Association.

Section 3. **Classes of Membership.** Members of the Association are divided into the following classes:

- a) **Active Members.** Any person who is eligible to be a member of the Association and who pays the current year's dues, as is hereinafter provided, is an active member for one year following the receipt of that payment.
- b) **Lifetime Members.** Any person who has complied with the requirements of lifetime membership, as determined from time to time by the National Board of Directors shall be automatically classified as an active member, and shall be entitled to all benefits thereof.
- c) **Inactive Members.** Any person who is eligible to be a member of the Association and who fails to pay the current year's dues, as hereinafter provided, is an inactive member.
- d) **Associate Member.** Any person who has been associated with Father Flanagan's Boys' Home, Boys Town USA and/or the Boys Town National Alumni Association, for a period of three (3) years, who is not eligible to be a member of the Association, and who applies for membership in the Association shall, upon effective vote of two-thirds of the National Board of Directors, be extended associate membership. However such person must evidence their willingness to accept such associate membership by contributing to the Association a sum equal to the annual dues of an active member for each year in which the associate member shall retain associate membership. Once extended, associate membership shall be effective for the life of the associate member, unless resigned by the associate member or rescinded by a two-thirds vote of the National Board of Directors.
- e) **Lifetime Associate Member.** Any associate member who contributes an amount equal to the dues that are required of Lifetime Members will be classified as a Lifetime Associate Member and shall be entitled to all the benefits thereof.
- f) **Honorary Members. (Non-voting Membership)** Any person who is not eligible to be a member of the Association shall, upon the affirmative vote of at least two-thirds of the National Board of Directors, be extended honorary membership. Once extended, honorary membership shall be effective for the life of the honorary member, unless resigned by the honorary member. Individuals for consideration for honorary membership shall include, but not be limited to, friends and boosters of Boys Town, friends and relatives of members, and any individual deemed acceptable by the National Board of Directors. Candidates for honorary membership should be of good moral character and reputation.

Nominations for honorary membership may be submitted to an Alumni chapter, and upon approval of the nomination by an Alumni chapter, shall then be submitted, along with its recommendation, to the National Board of Directors who shall vote on said nomination. Members at large in an area where there is no active Local Chapter may initiate such proposals directly to the National Office. Continuation of Honorary Membership shall be determined by the National Board. Honorary Alumni membership may be extended to any person demonstrating the following:

- i. Interest in Father Flanagan's Boys' Home, Boys Town, Nebraska.
- ii. Interest in the education and welfare of youth in general.
- iii. Interest in the purposes of the Boys Town National Alumni Association.
- iv. Good Citizenship.

Benefits from such Honorary Alumni Membership shall include:

- i. Membership for an indefinite period.
- ii. Receipt of the Alumni Newsletter.
- iii. Right to attend the Alumni convention and other events.
- iv. Receipt of a certificate of membership.

#### Section 4. **Termination of Membership/Removal of Director.**

a) **Termination of Membership.** A membership may be terminated by a 2/3 vote of the Board of Directors for lack of performance, bringing shame upon the Association or the Home, or actions deemed inappropriate for membership.

b) **Removal of Director.** A Director may be removed by a 2/3 vote of the Board of Directors for lack of performance, bringing shame upon the Association or the Home, or actions deemed inappropriate for a Director.

### **ARTICLE III - GENERAL ASSEMBLY**

Section 1. **General Assembly.** The members shall convene in open session biennially during the last full weekend (Friday, Saturday and Sunday) in July in each odd numbered year. This meeting shall be known and constituted as the General Assembly. Unless the National Board of Directors determines otherwise, the General Assembly shall convene on the Saturday of the last full weekend (Friday, Saturday and Sunday) in July in odd numbered years at Boys Town, Nebraska. If the National Board of Directors determines that the General Assembly will convene at a time and place different from that provided for in the immediately preceding sentence, the National Board of Directors shall cause notice of the exact date, time, and place to be communicated to the members not later than January 31 of the year in which the General Assembly is to convene.

Section 2. **Agenda.** Alumni chapters, or members, having items for consideration by the General Assembly shall submit the same in writing to the national office. The president and secretary shall prepare an agenda for the General Assembly effective two (2) weeks prior to the date upon which the General Assembly is to convene. Items not reduced to writing and not received by the national office at least two (2) weeks prior to the date upon which the General Assembly is to convene shall not be considered at said meeting, except upon the vote of two-thirds of the active members present and voting at the meeting.

Section 3. **Voting.** The General Assembly shall be open to all persons eligible for membership and to associate and honorary members, but the right to vote shall be limited to active members present in person.

Section 4. **Matters for Consideration by General Assembly.** The General Assembly shall pass upon any matter presented to it, and may direct the National Board of Directors to consider any matter which the General Assembly deems pressing or urgent.

Section 5. **Special Meetings of Members.** Special meetings of members shall be had upon call of the National Board of Directors. The National Board of Directors shall cause notice of the exact date, time, and place of the special meetings and the purpose or purposes for which the special meeting is called to be communicated to the members not later than thirty (30) days prior to the date upon which the special meeting is to convene.

Section 6. **Presiding Officers.** The president shall preside as chairman, and the secretary of the Association shall take the minutes of all meetings of the members.

Section 7. **Roll of Persons Present.** At meetings of members, after same have been called to order, the secretary shall note in the minutes of the meetings the names of all persons present at the meeting.

Section 8. **Quorum.** Those active members present in person at any meeting of members shall constitute a quorum. Except where specifically provided otherwise in these By-Laws, the vote of a majority of the active members present and voting is required for adoption of any matter voted upon. Voting by proxy shall not be allowed.

Section 9. **Rules of Order.** To the extent that they are not contrary to the Nebraska Nonprofit Corporation Act, the Articles of Incorporation or these By-Laws, the latest edition of Robert's Rules of Order shall govern procedure at all meetings of members.

### **ARTICLE IV - NATIONAL BOARD OF DIRECTORS**

Section 1. **Powers.** Subject to grants of specific powers and authority made by these By-Laws to the members, the National Board of Directors shall control, formulate policy for, and administer the Association, and the National Board of Directors shall have all the powers and such authority as is necessary or incidental to performing such functions.

Section 2. **Eligibility.** No person shall be eligible to be a director unless they have attained the age of 21, is a lifetime member of the association or is current with and have paid dues for at least two (2) of the preceding years. Annual dues paying members must continue to pay their annual dues to remain a director.

Section 3. **Number.** The National Board of Directors shall be comprised of not more than eleven (11) directors.

Section 4. **Selection.** The members of the National Board of Directors shall be selected in the following manner:

a) **Directors.** There shall be ten (10) elected members of the National Board of Directors; who represent a specific year group based upon the year the individual graduated or would have graduated from high school (hereafter known as specific year group) (numbers for each specific year group are defined in the list below).

- i. **5-15-years from graduation: 1 member.**
- ii. **16-25 years from graduation: 2 members**
- iii. **26-35 years from graduation: 2 members.**
- iv. **36-45 years from graduation: 3 members**
- v. **46+ years from graduation: 2 members**

b) **At-Large Director.** There shall be one (1) At-Large member appointed by the board of directors.

c) **Nominations.** Nominations for Directors may be made in the following four (4) manners:

i. **Alumni Chapters.** Each Alumni chapter may nominate one active member of the Association for the position of director for any of the specific year groups. The secretary of the Alumni chapter must certify the nomination, and the nomination must be received by the national office on or before May 31 of the year in which the General Assembly is held.

ii. **Members.** Active members may only nominate an active member from their specific year group. Any five (5) active members of the Association may nominate an active member for the position of director from their specific year group. Each such nomination must; (a) be in writing and signed by the member making the nomination; (b) be acknowledged by the nominee that he will serve, if elected; and (c) if mailed, be received by the national office on or before May 31 of the year in which the General Assembly is held.

iii. **General Assembly.** General Assembly nominations will be accepted for a specific year group only if a nominee has not been submitted for the range of years of graduation as stipulated in the previous paragraph Article IV, Section 4, (c) (ii). Only active members from within the specific year group, personally in attendance at the General Assembly, may nominate a candidate to fill their range of years from graduation vacancy on the Board, or to vote to endorse a candidate, if more than one candidate is available from their specific year group.

iv. **National Board of Directors.** If no nominations are forthcoming from a specific year group, the National Board of Directors will have the authority to fill the position and will make every effort to fill it with an appropriate candidate from the specific year group.

d) **Election of Directors.** Directors from each specific year group shall be elected by and from the active members within the specific year group of the nominee. The secretary or National Board of Directors shall print ballots for each specific year group setting forth the name and address of each nominee for said specific year groups. The secretary or National Board of Directors shall mail ballots to active members in each specific year group to their address as shown on the records of the Association. Each such mailing shall:

- i. **First Class Mail.** Be by regular first class mail;
- ii. **Date.** Be made on or before July 1 of the year in which the General Assembly is held; and
- iii. **Secret Ballot.** Include a plain envelope marked "Ballot" in which the active member can place their ballot without disclosing their identity, and a separate return envelope addressed to the national office of the Association. The secretary of the National Board of Directors shall receive the ballots cast and hold same in the condition in which received until the General Assembly is convened, at which time the ballots shall be opened and tabulated in

the presence of the General Assembly. In the event of a tie vote, the same shall be decided by the active members from that region in attendance at the General Assembly, and in the event no active member from that specific year group is in attendance, the same shall be decided by the National Board of Directors immediately following the close of the General Assembly. In each instance in which the active members fail to elect a regional director, for whatever reason, the National Board of Directors shall appoint a director for the term of the unfilled position.

Section 5. **Directors-at-Large.** There shall be one (1) directors-at-large. At the General Assembly and once the ten (10) specific year group directors have been elected they shall submit nominations to the entire National Board of Directors, and upon secret ballot, the nominee with the largest number of votes shall be appointed to serve on the National Board of Directors as director-at-large.

Section 6. **Term of Office.** The term of office of each director from a specific year group and the director-at-large shall be four (4) years, beginning at the close of the General Assembly at which their election is announced or made and ending at the close of the second General Assembly next succeeding.

Section 7. **Vacancies.** If at any time the National Board of Directors shall determine that one of its members is unable or unwilling to complete the term to which they were elected or appointed, the National Board of Directors may declare a vacancy and may appoint a successor to fill the vacancy and complete the term of their predecessor, depending on the needs of the Association and the circumstances of the situation. Any successor appointed to fill a vacancy from a specific year group director must be from the same specific year group as that of their predecessor. If no active member is forthcoming from the specific year group, the National Board of Directors will have the authority to fill the position and will make every effort to fill it with a member from that specific year group.

Section 8. **Meetings of the National Board of Directors.**

a) **Presiding Officers.** At all meetings of the National Board of Directors, the president shall preside as chairman, and the secretary of the Association shall take the minutes of the meeting.

b) **Roll of Persons Present.** At all meetings of the National Board of Directors, after same have been called to order, the secretary shall note in the minutes of the meeting the names of all persons present at the meeting.

c) **Quorum.** A majority of the National Board of Directors, present in person, shall constitute a quorum. Except where specifically provided otherwise in these By-Laws, the vote of a majority of the directors present and voting shall be necessary for the adoption of any matter voted upon by the National Board of Directors. Voting by proxy shall not be allowed.

d) **Rules of Order.** To the extent that they are not contrary to the Nebraska Nonprofit Corporation Act, the Articles of Incorporation, or these By-Laws, the latest edition of Robert's Rules of Order shall govern procedure at all meetings of the National Board of Directors

Section 9. **Organizational Meeting.** The National Board of Directors shall hold an organizational meeting immediately following the adjournment of the General Assembly at the same general location at which the General Assembly was convened. No notice of this organizational meeting is required.

Section 10. **Special Meetings.** The National Board of Directors shall, in addition to the organizational meeting herein provided for, meet upon the call of the president or upon the call of any three (3) members of the National Board of Directors. The call shall be reduced to writing, signed by the person or persons making same, and shall include an agenda of items to be considered at the said special meeting. The business conducted at each special meeting shall be limited to those items listed in the agenda, except upon a majority vote of those directors present and voting. A copy of the agenda shall be mailed by regular first class mail by the secretary to each director at his address as shown on the records of the Association no later than two (2) weeks prior to the date of said special meeting.

Section 11. **Telephone Conference.** Telephone conferences of the National Board of Directors may be called, and shall be considered special meetings under Section 8 of this Article IV.

## **ARTICLE V- OFFICERS**

Section 1. **Officers.** The officers of the Association shall consist of a president, vice president, secretary and treasurer, no two of which offices may be held by one and the same person. The National Board of Directors may appoint such other officers as it deems necessary, and in so doing, shall define their respective duties and terms of office.

Section 2. **Eligibility.** No person shall be eligible to be an officer of the Association unless they are a member of the National Board of Directors; provided, however, that this section shall not apply to the Alumni director or to honorary officers so as to require any of them to be members of the National Board of Directors.

### Section 3. **Election and Tenure.**

a) **Elected Officers.** Immediately upon the adjournment of the General Assembly, the National Board of Directors shall convene at the same general location at which the General Assembly was convened for the purpose of holding the organizational meeting in accordance with the provisions of these By-Laws. At the organizational meeting, the directors shall elect from its members a president, a vice president, a secretary, and a treasurer. The term of office for each of the aforesaid officers shall be two (2) years, beginning upon election and ending at the close of the next General Assembly

b) **Honorary Officers.** Except for the honorary president, whose election and tenure are provided for in Article VI of these By-Laws, all other honorary officers of the Association shall be appointed by the National Board of Directors, and shall have such terms of office as determined by the National Board of Directors at the time at which they are appointed.

c) **Alumni Director.** The Alumni director of the Association shall be appointed by the executive director of Father Flanagan's Boys' Home, and shall serve in such position at the pleasure of the executive director of Father Flanagan's Boys' Home, shall be considered an honorary officer of the Association, and shall be entitled to participate in all functions of the Association but not entitled to vote in those matters requiring vote of the National Board of Directors.

Section 4. **Vacancies.** If at any time the office of President shall become vacant the Vice-President shall become President and the Vice Presidents position shall be filled by a special election at the next meeting of the National Board of Directors. If at any time the National Board of Directors shall determine that one of the other officers of the Association is unable or unwilling to complete the term to which they were elected or appointed, the National Board of Directors shall declare a vacancy, and, at the next meeting of the National Board of Directors, shall fill that vacancy by special election.

### Section 5. **Duties**

a) **President.** The president shall preside as chairperson at all meetings of members and the National Board of Directors, shall sign all official documents, and shall perform such other duties as usually pertain to the office of president. If the position of Alumni director is vacant, the president shall assume the responsibilities of the Alumni director, unless the National Board of Directors delegates the responsibilities of the Alumni director to other persons. The president shall have such other powers and perform such other duties as may be delegated to the President by the National Board of Directors.

b) **Vice President.** The vice president shall perform the duties of the president in the event of the latter's absence or disability, and shall perform such other duties as the National Board of Directors or the president shall direct.

**Secretary.** The secretary shall attend and keep the minutes of the meetings of members and the National Board of Directors. The secretary shall sign all documents requiring the signature of the secretary of the Association; the secretary shall have custody of the official records of the Association; plus shall keep a list of the current addresses and telephone numbers of each active, inactive, associate, and honorary member of this Association; and the secretary shall perform such other duties as usually pertain to the office of secretary.

c) **Treasurer.** The treasurer shall receive and have custody of all funds and securities of the Association which may come into the treasurers hands, and shall deposit same in such bank or depository as the National Board of Directors shall, by resolution, so direct; the treasurer shall sign all receipts and vouchers for payment made to the Association; the treasurer shall enter regularly, on the books of the Association to be kept by the treasurer for that purpose, a full and accurate account of all monies received and paid on account of the Association; the treasurer shall keep a complete and accurate inventory of all real and personal property owned by the Association; and the treasurer shall have such other duties as usually pertain to the office of the treasurer or such duties as may be assigned him by the National Board of Director.

d) **Alumni Director.** The Alumni director shall be responsible for the day-to-day administration of the Association, and shall execute the policies and programs established by the executive director of Father Flanagan's Boys' Home and the National Board of Directors in accordance with directives received therefrom. The Alumni Director shall perform such other duties and assume such other responsibilities as to include:

i) shall act as liaison between Father Flanagan's Boys' Home and the Association;

- ii) shall serve as advisor and consultant to the General Assembly and the National Board of Directors;
- iii) shall serve as an ex-officio and non-voting member of all committees established by the National Board of Directors;
- iv) shall assist in coordinating the activities of each such committee to the end that all available resources may be utilized to the fullest possible extent;
- v) shall recommend to the National Board of Directors proposals for programs which may be carried on by the Association, and ways and means of enhancing good public relations, and effective communications with the members of the Association;
- vi) shall aid and assist the secretary in maintaining a current and up-to-date membership list and the periodic publication of an Alumni directory;
- vii) shall project the best interests of Father Flanagan's Boys' Home and the Alumni in all matters;
- viii) shall attend all relevant meetings and conferences and direct publication of matters of interest to the Alumni in appropriate publications so that the Alumni are well informed of matters at Boys Town'
- ix) shall maintain an appropriate office with sufficient personnel and equipment so that the functions of this position are executed properly;
- x) shall perform any and all other duties and functions as assigned by Father Flanagan's Boys' Home, the Alumni President, the National Alumni Association Board of Directors, and the Association.

## **ARTICLE VI - HONORARY PRESIDENT**

Alumni chapters, Members, and the National Alumni Board of Directors, may nominate an Honorary President in the same manner as provided for in Article IV, Section (4) (b), and elect the same by a secret ballot of all active members as provided in Article IV, Section (4) (c), of these By-Laws. The term of office of the honorary president shall be two (2) years, beginning at the close of the General Assembly at which the election is announced and ending at the close of the next General Assembly. No person is entitled to be honorary president more than one time. Only those persons who possess the following qualities and characteristics shall be entitled to be honorary president:

- Evidence of good moral character in both public and private life;
- Evidence of a real love of children;
- Outstanding individual in the community;
- Erofess a faith in God and love of man;
- And whose election will bring honor to the Association and to Father Flanagan's Boys' Home.

## **ARTICLE VII - MEMBER RIGHTS**

**Section 1. Governing Authority.** The governing authority of the Association is vested in the National Board of Directors. The Alumni chapters and active members shall have only those powers, rights, and authority as are specifically reserved by these By-Laws, and all powers, rights, and authority not specifically reserved to the active members or to the officers are vested in the National Board of Directors.

**Section 2. Books and Records.** The Association shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of its members, National Board of Directors and committees having authority of the National Board of Directors, and shall keep at its registered office or principal place of business in Nebraska a record of the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his representative, for any proper purpose at any reasonable time.

**Section 3. Affairs of the Association.** The affairs of the Association shall be open to all persons eligible for membership, to associate and honorary members. The National Board of Directors shall also determine the terms and conditions upon which any person shall be allowed to attend affairs of the Association. All meetings of members, National Board of Directors, committees, and



any other group or body by whatever name, of the Association shall be open to all persons eligible for membership and to associate and honorary members.

Section 4. **Member.** The term "member" or "members" as used in the By-Laws means and refers to each and every person eligible for membership, unless the context clearly implies otherwise.

## **ARTICLE VIII - PROJECTS AND FINANCES**

Section 1. **Approval by National Board of Directors.** Before any project shall be adopted by the Association, it shall be approved by a resolution of the National Board of Directors. The application for approval shall be in writing, shall name a person to have charge of the project, and shall contain a detailed description of the purpose or purposes of the project and the actions required to effect the described result. If the National Board of Directors approves the project, the resolution of approval shall appoint a committee and a chairman of the committee, who shall be directly responsible for the project.

Section 2. **Reports.** At each meeting of the National Board of Directors and at the discretion of the president and the General Assembly, the president shall require an oral or written report from the chairman of each committee responsible for any project being carried on by the Association, which report shall include a detailed financial report.

Section 3. **Biennial Budget.** On or before December 31 immediately following each General Assembly, the treasurer shall prepare a proposed, itemized, and detailed budget for the biennium beginning June 1 immediately following said General Assembly. The National Board of Directors shall review said proposed budget and may make any amendments deemed necessary or appropriate, and shall adopt the proposed budget, as the same may be amended by the National Board of Directors, on or before June 1.

Section 4. **Expenditure of Funds.** No expenditure of funds of the Association, over and above the general operating expenses as shown in the approved biennial budget, shall be made except upon approval by the National Board of Directors. In addition, the treasurer shall expend no funds of the Association, unless the party to whom same are paid shall first present a written statement to the treasurer itemizing the amounts to be paid.

Section 5. **Restricted Funds.** No principal funds of the Life Time Membership Restricted Fund or Fathers Flanagan and Wegner Memorial Restricted Fund may be withdrawn without approval of a two-thirds (2/3rds) vote of the Board of Directors and three-fifths (3/5ths) General Assembly approval vote at the Biennial National Convention General Assembly meeting. Because of the nature of the Life Time Membership Restricted Fund or Fathers Flanagan and Wegner Memorial Restricted Fund, any Funds withdrawn are considered a loan and must be repaid. No funds of the Life Time Membership Restricted Fund or Fathers Flanagan and Wegner Memorial Restricted Fund may be withdrawn unless the Income Earned from the investment of the Life Time Membership Restricted Fund or Fathers Flanagan and Wegner Memorial Restricted Fund has been exhausted.

Section 6. **Investment of Restricted Funds.** No principal funds of the Life Time Membership Restricted Fund and Fathers Flanagan and Wegner Memorial Restricted Fund may be invested without approval of a two-thirds (2/3rds) vote of the Board of Directors. The principle funds of the Life Time Membership Restricted Fund and Fathers Flanagan and Wegner Memorial Restricted Fund may only be invested in FDIC-insured investments.

Section 7. **Income Earned from the investment of Restricted Funds.** No Income Earned from the investment of the Life Time Membership Restricted Fund and Fathers Flanagan and Wegner Memorial Restricted Fund may be withdrawn without approval of a two-thirds (2/3rds) vote of the Board of Directors. The maximum amount that can be withdrawn from the Income Earned from the investment of the Life Time Membership Restricted Fund and Fathers Flanagan and Wegner Memorial Restricted Fund is twenty-five percent (25%) of the Income Earned balance, at the time the withdrawal is sought. Repayment of funds withdrawn from the Income Earned from the investment of the Life Time Membership Restricted Fund and Fathers Flanagan and Wegner Memorial Restricted Fund is strongly encouraged.

Section 8. **Investment of Income Earned from the investment of Restricted Funds.** No principal funds of the Income Earned from the investment of the Life Time Membership Restricted Fund and Fathers Flanagan and Wegner Memorial Restricted Fund may be invested without approval of a two-thirds (2/3rds) vote of the Board of Directors. The principle funds of the Income Earned from the investment of the Life Time Membership Restricted Fund and Fathers Flanagan and Wegner Memorial Restricted Fund may be invested in securities such as registered investment companies and Mutual funds both equity and/or fixed income in either an open or closed end fund format. Funds may also be invested in Instruments issued or guaranteed by the US government and Instruments backed by the FDIC. Fund Investments in individual securities such as common stocks, preferred stocks, individual corporate investment grade bonds and individual corporate high yield bonds are not permitted. The use of leverage in the portfolios, either inside the funds or to margin the account directly, short sales, and investments in derivative securities are not permitted.

**Section 9. Transfer of Other Property.** No transfer of property owned by the Association, whether real, personal, or mixed, shall be effective unless approved by resolution adopted by the National Board of Directors.

**Section 10. Dues.** Dues are set by the National Board of Directors and are subject to ratification by a majority of active members during a General Assembly.

## **ARTICLE IX – COMMITTEES**

The National Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall be comprised of at least two (2) directors and such other persons as may be appointed by the National Board of Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the National Board of Directors in the management of the Association; provided, however, that no such committee shall have the authority to amend, alter, or repeal the By-Laws; to elect, appoint, or remove any member of any such committee or any director or officer of the Association; to amend the Articles of Incorporation; to adopt a plan of merger or to adopt a plan of consolidation with another corporation; to authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Association; to authorize the voluntary dissolution of the Association or to revoke proceedings therefor; to adopt a plan for the distribution of the assets of the Association; or to amend, alter, or repeal any resolution of the National Board of Directors, which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the National Board of Directors, or any individual director, of any responsibility imposed upon it or them by law.

## **ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION**

The right to amend the Articles of Incorporation is reserved exclusively to the National Board of Directors. The Articles of Incorporation may be amended only in the following manner: an application to amend the Articles of Incorporation must be in writing, signed by an active member, and directed to the National Board of Directors for consideration. The National Board of Directors must consider each such application not later than six (6) months after it is received in the national office, and must communicate whatever action it takes in response to each such application to the active member submitting same immediately following the action taken by the National Board of Directors. To be effective, any amendment to the Articles of Incorporation adopted by the National Board of Directors must be communicated to the members as soon as is reasonably possible following the adoption by the National Board of Directors, and any such amendment must be approved by the affirmative vote of at least two-thirds of all directors in office.

## **ARTICLE XI - AMENDMENT OF BY-LAWS**

The right to amend, alter, repeal and/or revise the By-Laws is reserved exclusively to the National Board of Directors. The By-Laws may be amended, altered, repealed, and/or revised only in the following manner: an application to amend, alter, repeal, and/or revise the By-Laws must be in writing, signed by an active member, and directed to the National Board of Directors for consideration. The National Board of Directors must consider each such application not later than six (6) months after it is received in the national office, and must communicate whatever action it takes in response to each such application to the active member submitting same immediately following the action taken by the National Board of Directors. To be effective, any amendment, alteration, repeal, and/or revision of the By-Laws must be approved by the affirmative vote of at least two-thirds of all the members of the National Board of Directors in office at the time. Any amendment, alteration, repeal, and/or revision of the By-Laws adopted by the National Board of Directors must be communicated to the members as soon as is reasonably possible following the adoption by the National Board of Directors.