

BYLAWS OF THE RICHARD III SOCIETY, INC., AMERICAN BRANCH

Article I. Purpose

1.1. Purposes: The aim and objectives of the Richard III Society, Inc., American Branch, hereafter called the American Branch, a nonprofit educational corporation operating under Section 501(c)(3) of the Internal Revenue Code of 1954 and incorporated under the laws of the State of New York, are set forth in the Society's certificate of Incorporation. It is our purpose to:

1. Promote historical research into the life and times of King Richard III and to support the "parent" Society, Richard III Society, Inc., as appropriate.
2. Secure a reassessment of the historical material relating to this period and of the role in English history of this monarch.
3. Circulate relevant historical information to members of the American Branch, to the media, to libraries and to educational institutions.
4. Create scholarships for students working in areas of interest to the Richard III Society, Inc. and the American Branch.
5. Raise funds for these aims within the guidelines allowed of 501(c)(3) participation.

Article II. Scope

2.1. Scope of the Bylaws: It is intended that all powers of the American Branch conferred upon it by virtue of its incorporation, shall be executed in accordance with the provisions of these Bylaws.

Article III. Membership

3.1. Qualifications: Any person interested in and/or sympathetic to the aims and objectives of the Richard III Society, Inc. and to the American Branch of the Society may become a member in accordance with the provisions of this Article.

3.2. Application: Application for membership to the Richard III Society, Inc. and the American Branch shall be in writing or in such form as the Executive Board of Directors shall prescribe.

3.3. Fees and Dues:

3.3.1. Amount: The Annual membership dues of the American Branch shall be determined annually by the Executive Board of Directors, hereafter called the Executive Board. The dues include membership in both the Richard III Society, Inc. and the American Branch.

3.3.2. Membership Year: The membership year commences on the date when dues are received. Dues may also be payable in advance.

3.3.3. Tax Deductibility: Dues, grants, fees, and contributions are tax deductible as provided by Section 170 of the Internal Revenue Code.

Likewise, any bequests, legacies, devises, transfers, and gifts to or for the use of the American Branch are deductible for federal estate and gift tax purposes under the provisions of Sections 2055, 2106, and 2522 of the Internal Revenue Code.

3.3.4. Application for Membership: A written application for membership is to be accompanied by the appropriate dues. An electronic application is to be activated upon receipt of the appropriate dues.

3.3.5. Allocation: Dues are payable to the Richard III Society, Inc. and are mailed to the Membership Chairman.

3.4. Admission Procedure: It shall be the duty of the Membership Chairman to notify the Executive Board of new memberships and to notify the applicants of acceptance into the Richard III Society, Inc. and the American Branch. The Membership Chairman sends the Treasurer all funds received from Membership Applications.

3.5. Honorary Membership: The Executive Board shall have the power to confer Honorary Membership on any individual whose association with the Society may enhance the image of the American Branch or who has rendered special service or benefit to it. The Executive Board may confer the Honorary Membership for whatever time period deemed appropriate.

3.6. Good Standing: A member is in good standing if all dues and other financial indebtedness is paid.

3.6.1. Loss or Refusal of Membership Status: Any applicant may be refused membership or a member may lose their membership:

(a) If dues are not received as specified in Article 3.3.4.

(b) If a member uses the organization to his or her benefit.

(c) If a member espouses a cause or action in the name of the Society which is contrary to the purpose of the Richard III Society, Inc. (See 1.1.)

(d) If rented or borrowed materials are not returned in a timely manner, as determined by the caretaker of the materials and the Executive Board.

3.6.2. Nonpayment of Dues: A member is in arrears if payment of dues or other financial indebtedness to the American Branch is not received by the Membership Chairman by the date on which the membership expires. Appropriate notice of the dues date is sent both prior to and after this date. The member is then dropped from the membership rolls and loses all rights of membership. The Executive Board is notified of all lapses of membership. A member may be reinstated upon settlement of outstanding dues or obligations.

3.7. Resignation: Nonrenewal of dues within a reasonable period after notification by the Membership Chairman is considered a resignation. All rented or borrowed materials are to be returned to the American Branch.

3.8. Membership Lists: All members of the American Branch are given an opportunity to state whether they wish their names to be made available to other members or to local chapters. If they wish to be listed only on the official records of the Treasurer and the Membership Chairman, they may indicate their wishes in this respect on the application. Current members may indicate this preference on their renewal form.

3.9. Other Classes of Membership: Classifications to indicate other than an individual membership may be set as appropriate by the Executive Board. Examples: Family membership, Fotheringhay membership, etc.

Article IV. Meetings

4.1. General Membership Meeting:

4.1.1. Date: The General Membership Meeting, hereafter called the GMM, of the American Branch is held biennially on the Saturday which falls closest to October 2nd, the birthday of King Richard III, or such other date which, in the Board's opinion, furthers the aims of the Society. Care in scheduling should be taken to avoid conflict with the Jewish holidays.

4.1.2. Location: The GMM site should be rotated geographically around the continental United States in such fashion that it does not take place in the same area

more than once in every three (3) years, whenever possible. The Chapter Coordinator determines the date and location of the GMM and publishes the information in the *Ricardian Register* and/or other appropriate print or electronic media at least six (6) months in advance of the meeting. This announcement shall constitute the official call to the membership.

4.1.3. Function: The GMM shall:

- (a) Be held in conjunction with the efforts of the local chapters whenever possible.
- (b) Receive the reports of all officers and committees.
- (c) Adopt a budget for the forthcoming biennium.
- (d) Conduct the election of the Chairman, Vice Chairman, Secretary, Membership Chairman, and Treasurer, or whichever of those offices are to be filled.
- (e) Conduct such other business as may be brought before it.
- (f) Present proposed amendments or revisions of the Bylaws to membership for resolution. (See 10.1.)

4.1.4. Purpose: The GMM is planned to spread both knowledge and fellowship within the American Branch.

4.2. Quorum: In order to constitute a valid meeting of the members to conduct business, a quorum of not less than four (4) members of the Executive Board must be present. Members in good standing who are present constitute the voting body for the American Branch.

4.3. Voting: The transaction of all business at a valid meeting of the American Branch will be accomplished by a simple majority of the votes cast by members present. Abstentions shall not be counted in the number of votes cast.

4.3.1. Voting for Elections of Officers: A ballot containing the names of those nominated for officers will be sent to all members well in advance of the GMM by the Chairman of the Nominating Committee. Those ballots returned are counted as votes during the election process. (See 5.2.)

4.4. Reports and Resolutions: All reports of officers and committees, and all resolutions presented at any meeting, shall be in writing.

4.5. Rules of Order: All meetings of the American Branch will be conducted according to the most recent edition of *Robert's Rules of Order*.

Article V. Officers

5.1. Eligibility: Any member in good standing, who is eighteen (18) years of age or older, shall be eligible to hold any office in the American Branch or to serve on any committee. No prospective officer can be in arrears of membership dues or other financial obligations on February 1st of the year in which the elections are to be held.

5.1.1. A candidate for Chairman shall have been a member of the American Branch for at least three (3) years continuously prior to nomination and shall have served previously as at least one of the following:

- (a) An officer or member of the Executive Board.
- (b) The president of a chapter with at least ten (10) members.
- (c) Chairman of a standing committee.

5.2. Officers: The Chairman, the Vice-Chairman, the Secretary, the Membership Chairman, and the Treasurer of the Executive Board shall be elected by the membership by proxy ballots sent from the Chairman of the Nominating Committee to the members at least six (6) weeks prior to the GMM.

5.2.1. Officers shall serve for two (2) years from the date of their election.

5.2.2. No officer shall be eligible to serve in any one office for more than four (4) consecutive years. If, after an officer has served four (4) years consecutively, no candidate for that office is found, the incumbent may continue in office while the Board, at its discretion, decides whether to fill the office by appointment, reorganize, or dissolve the Society. Priority will be given to preserving the Society in some form as a 501(c)(3) tax-exempt organization.

5.2.3. Appointed Officers: The Chairman and the Executive Board appoint other officers and committee chairmen as needed or as appropriate. (See 7.1.)

5.3. Nomination: The Membership Chair shall send out a call for nominations to all members in good standing, advising of open positions and the requirements for each such position. Members may nominate themselves or someone else, with the prior approval of that person, by replying to the Membership Chairman with information about their interest in that position and suitability for that position. This call for nominations will go out at least twelve (12) weeks before the scheduled date of the GMM. All prospective nominees will be reviewed by the Executive Board and will appear on the ballot to go out to all members per Section 5.2, above.

5.4. Honorary Officers: The Executive Board shall have the power to appoint honorary officers for the American Branch.

5.5. Vacancies: A vacancy that occurs in any office following the GMM will be filled by appointment of the Executive Board.

5.6. Suspension from Office: Any elected or appointed officer may have his authority suspended by the Executive Board for cause, including (but not limited to) misconduct in office, neglect of or inattention to official duty or inability to perform the duties of the office. Suspension of an elected officer will require action as provided in Article 6.1.3.

Article VI. Duties of the Executive Board

6.1. The Executive Board:

6.1.1. Members: The Executive Board will consist of the Chairman, the Vice-Chairman, the Secretary, the Membership Chairman, the Treasurer, and the Immediate Past Chairman. The Executive Board shall have full power to manage the business and affairs of the American Branch unless otherwise provided in these Bylaws.

6.1.2. Meetings: The Executive Board shall hold at least four (4) meetings each year for the general transaction of business or for consideration of matters as may be specified in the agenda for the meeting. The Executive Board may meet more often as needed. The meetings may be in person, by telephone conference call, or by similar communications equipment that allows all persons participating in the meeting to hear each other at the same time. The Webmaster and the Editor of the *Register* are ex-officio members of the Executive Board and may attend meetings. Appointed Executive Board members and committee chairs may attend any meeting.

6.1.3. Voting: The Executive Board may act:

(a) When a quorum exists. (See 6.1.5.) A simple majority of the votes cast is required for approval of any motion. (Except as otherwise provided in Section 6.9.1. relating to the destruction of Society records.)

(b) By unanimous written consent of the members of the Executive Board without a meeting. Electronic message-mail is acceptable for written consent.

6.1.4. Records: The Secretary shall keep an accurate, complete, and permanent record of all proceedings of the Executive Board, which shall be permanently filed.

Distribution of these records to the general membership may be provided via the website.

6.1.5. Quorum: A simple majority of the number of members of the Executive Board that the American Branch would have if there were no vacancies [i.e., six (6) members] shall constitute a quorum for the conduct of business.

6.2. Chairman: The duties of the Chairman shall be as follows:

- (a) To preside at all meetings of the American Branch and the Executive Board.
- (b) To appoint appropriate officers and Standing Committee Chairpersons with the advice and consent of the Executive Board.
- (c) To execute all contracts, deeds, and other legal instruments on behalf of and in the name of the American Branch when authorized by the Executive Board.
- (d) To have general supervision over all officers and Standing Committees, and to be an ex-officio member of all committees.
- (e) To have other powers and authority as shall be vested in the Chairman by the Executive Board.
- (f) To appoint tellers to count ballots and to certify elections at the GMM.

6.3. Vice Chairman: The duties of the Vice Chairman shall be as follows:

- (a) To preside at meetings of the American Branch and the Executive Board in the absence or incapacity of the Chairman.
- (b) To prepare the agenda for all Executive Board Meetings and the GMM.
- (c) To act as Bylaws Committee Chairman.
- (d) To perform other duties as required by the Executive Board.

6.4. Secretary: The duties of the Secretary shall be as follows:

- (a) To record and keep all minutes of official meetings and to transfer records to the archives as appropriate.
- (b) To conduct all correspondence as directed by the Executive Board.
- (c) To be the official custodian and distributor of all records except those relating Membership and Finance.
- (d) To keep the American Branch's contact information current with the department that oversees charities in the state where the Society is incorporated.
- (e) To request the Annual Reports from all officers and committees in mid-August yearly, and to ensure that they are distributed to the membership in the *Ricardian Register* or on the website following the GMM.
- (f) To perform other duties as required by the Executive Board.
- (g) To send greetings yearly to the parent Society on the occasion of their Annual General Meeting.
- (h) To arrange the conference call for Executive Board Meetings.

6.5. Membership Chairman: The duties of the Membership Chairman shall be as follows:

- (a) To accept applications, dues, and donations from renewing and prospective members.
- (b) To update and maintain membership records, including the mailing of dues notices.
- (c) To forward all monies to the Treasurer in a timely manner, or on the request of the Treasurer, Chairman, or Executive Board.
- (d) To distribute all mailings and communications to the membership of the American Branch except as otherwise provided in these Bylaws.
- (e) To perform other duties as required by the Executive Board.

6.6. Treasurer: The duties of the Treasurer shall be as follows:

- (a) To receive all monies due to the American Branch.
- (b) To deposit all monies into the appropriate bank or other financial accounts.
- (c) To oversee and report on any investment accounts.
- (d) To maintain and have charge of all financial records.
- (e) To make digital scans of any paper documents for eventual transfer to the next Treasurer.
- (f) To identify any critical financial documents which should be passed on to the Richard III Society, Inc. archives in hardcopy format.
- (g) To pay all debts of the American Branch from the appropriate account.
- (h) To file the appropriate federal tax returns as required by the Internal Revenue Service in consultation with Society's bookkeeper and tax preparer.
- (i) To file state tax returns in the state where the American Branch is incorporated in consultation with Society's bookkeeper and tax preparer.
- (j) To consult Internal Revenue Service websites and publications to maintain compliance with regulations for tax-exempt organizations in consultation with Society's bookkeeper and tax preparer in consultation with Society's bookkeeper and tax preparer.
- (k) To prepare a budget yearly for the next fiscal year in consultation with Society's bookkeeper and tax preparer, to be presented and approved at the GMM.
- (l) To have on file an account of the balances for all funds established by the American Branch for its purposes in consultation with Society's bookkeeper and tax preparer.
- (m) To be willing and able to get a signature guarantee when necessary. A signature guarantee requires a good relationship with a bank or other financial institution where a specially qualified officer will compare the Treasurer's identification documents and witness the Treasurer's signature. Signature guarantees will be required at the end of the Treasurer's term when authority over financial accounts is passed on to the next Treasurer, and may be required on other financial transactions as well.
- (n) To assist the next Treasurer during the transition period.
- (o) To perform other financial duties as required by the Executive Board.

6.7. Immediate Past Chairman: The duties of the Past Chairman shall be as follows:

- (a) To act as a member of the Nominating Committee.
- (b) To perform other duties as required by the Executive Board.

6.8. Second Authorized Signer: This is not a separate officer, but a member of the Executive Board, other than the Treasurer, who will have authority with the Treasurer over financial accounts. A second signer must be willing and able to get a signature guarantee when necessary. (See 6.6., item m.) The second signer will have access to financial accounts so that, in the event the Treasurer is incapacitated, the second signer will be able to assume the Treasurer's most critical duties. In addition, some financial accounts, such as with a mutual fund company, require a second signer.

6.9. Official Records: Any officer or committee chair having charge or custody of records and/or property of the American Branch, upon the termination of his term of office or upon the appointment of a new officer or chair, shall deliver all records and/or properties either to the Chairman, to the new designate, or to the new officer or committee chair within one month of taking office.

6.9.1. No records or property belonging to the American Branch shall be destroyed without the unanimous approval of the Executive Board.

6.9.2. A permanent repository for records or archives may be established by the Executive Board.

Article VII. Standing Committees, Officers

7.1. Appointment: The Chairman shall appoint other officers and standing committee chairpersons as the Executive Board shall designate and approve. These officers and committee chairs may include (but are not limited to) the following:

7.1.1. Editor: The Editor is responsible for the assembly, publication, and mailing of the *Ricardian Register* and other publications of the parent Richard III Society, Inc., which are distributed quarterly to the membership.

7.1.2. Librarians:

(a) The Fiction Librarian is responsible for the assembly, storage and maintenance of the Fiction Library, and for making the contents available to members of the American Branch.

(b) The Non-Fiction Librarian is responsible for the assembly, storage and maintenance of the Non-Fiction Library and for making the contents available to members of the American Branch.

(c) The Audio-Visual Librarian is responsible for the assembly, storage and maintenance of the Audio-Visual Library and for making the contents available to members of the American Branch.

7.1.3. Archivist: The Archivist is responsible for the assembly and maintenance of the Archives of the American Branch, and for an up-to-date record of the contents.

7.1.4. Research Officer: The Research Officer is responsible for encouraging research consistent with the purposes of the American Branch as set forth in these Bylaws. The officer of this Committee will serve as an assistant to the Editor and shall review materials offered to the *Register* upon the request of the Editor.

7.1.5. Sales Officer: The Sales Officer is responsible for:

(a) Maintaining, stocking, storing, and selling of all products, pamphlets, books, souvenirs, jewelry, and other goods pertaining to the American Branch.

(b) Providing sales information in the *Ricardian Register*.

(c) Providing for the manning and stocking of the Sales booth at the GMM, or, if unable to attend, providing for others to man the booth, in which case the sales items are to be available at least one (1) week prior to the GMM.

(d) Sending all documentation of and proceeds from sales to the Treasurer at least quarterly, or upon demand of the Treasurer, and to provide an inventory of stock yearly.

(e) Initiating search and purchase of depleted items or new and different items for the sales catalog, as is deemed desirable for the Executive Branch. All purchases and expenses or postage borne by the Sales Office are to be repaid by the Treasurer.

7.1.6. Webmaster and Website: The Webmaster is responsible for:

(a) Disseminating information on American Branch programs, membership recruitment, fund-raising, and volunteer opportunities on the Internet.

(b) The maintaining of a website with issues related to the life and character of Richard III and of Yorkist history.

(c) Timely updating of existing materials on the website and adding content to further the aims of the Society.

(d) Expands the online archives of primary texts and learning resources, as well as secondary sources, to aid scholars at various levels.

(e) Seeking out new avenues for e-space use and opportunity.

7.1.7. Chapter Coordinator: The Chapter Coordinator is responsible for:

- (a) Assisting and advising members who wish to set up a chapter.
- (b) Ensuring the published chapter list is accurate and contact information is up to date.
- (c) Obtaining written reports of chapter activities each year which will be published in the *Ricardian Register* and may be included in the GMM information packet.
- (d) Serving as Chair of the General Membership Meeting Standing Committee, which is hereby established. The Chair, in consultation with the subcommittee heads, shall have the responsibility of setting the registration fee, bearing in mind that the fee is intended to be set at an affordable level that will also permit the GMM to be self-supporting. The Committee shall have, but not be limited to, the following subcommittees:

- (i) Venue/Location Subcommittee, which shall be responsible for selecting the meeting site and negotiating hotel room rates, meeting space, and all necessary catering arrangements. This subcommittee will also be responsible for creating and assembling attendee welcome packets and providing necessary pace for Sales and silent-auction tables. At least one of the members of this subcommittee will be in easy transportation distance of the selected site to be able to inspect it in person.

- (ii) Transportation Subcommittee, which shall be responsible for researching and disseminating to the membership information regarding transportation options to the GMM site, as well as making any transportation arrangements necessary for any GMM program activities.

- (iii) Entertainment and Catering Subcommittee, which shall be responsible for arranging Friday evening social hour and entertainment; Saturday breakfast/lunch buffets; break refreshments; Saturday evening social hour, banquet, and entertainment; and the Sunday morning fundraiser breakfast. The subcommittee will also be responsible for organizing the silent auction.

- (iv) Program Subcommittee, which shall be responsible for arranging for two scholarly presentations Saturday morning, a scholarly presentation Saturday afternoon (which may also be a site visit), and a scholarly presentation at the Sunday fundraiser breakfast. Honoraria of \$150 or such other amount as shall be approved by the Executive Board is authorized.

The Committee will report to the Executive Board on the status of the GMM planning and provide a final presentation of all subcommittee activities and projected attendance no later than two (2) months prior to the GMM.

7.2. Term: All appointed officers and committee chairs serve for a term of two (2) years. Further term(s) of office may be approved with the consent of the Executive Board, or until a successor is appointed.

7.3. Duties: The duties of the standing committee chairs or appointed officers, and the job descriptions and regulations governing their operation shall be those prescribed by the Executive Board, except as otherwise provided by these Bylaws. Additional responsibilities may be requested of these officers and chairpersons as the Executive Board requires for management of the American Branch.

7.4. The *Ricardian Register* and *Ricardian Chronicle*: The official publications of the American Branch are the *Ricardian Register* and *Ricardian Chronicle*. The major purpose of the *Register* is to present researched articles about Richard III and his allies, the Wars of the Roses, and 15th century English culture. An additional feature

are reviews of fiction and non-fiction books and other media about Richard III, et. al. It shall be distributed in print and digitally to the membership each March and September. The *Chronicle* is a newsletter for and about members of the Richard III Society and shall be distributed digitally each June and December.

7.5. Annual Report: The Annual Report will now be distributed yearly in print as a separate insertion with the March Register, and digitally on the American Branch website.

Article VIII. Chapters

8.1. Organization: Three (3) or more members of the American Branch may associate themselves together for the purpose of forming a chapter, and may make application for recognition.

8.1.1. Application: The application should state the chapter name, location or area covered by the chapter, names of members, names and titles of officers, and rules or bylaws of the proposed chapter.

8.1.2. Eligibility: No non-member of the American Branch may be a permanent member of a chapter. Members of local chapters of the American Branch should join the American Branch within six (6) months of joining the local chapter.

8.1.3. Membership: The Membership Chairman may provide any chapter with the names and addresses of American Branch members in the geographic area, except for those members who have chosen not to allow their name to be used. (See 3.8.)

8.1.4. Good Standing: A chapter in good standing shall have the right to name themselves publicly as a chapter of the Richard III Society, Inc., American Branch. To remain in good standing, a chapter must conform to the same principles set for members of the American Branch. (See 3.6.1.)

8.1.5. Inactive Chapters: If a chapter decides that it can no longer function, or when it votes to dissolve, the members of the chapter shall decide, by majority vote, what shall be done with any remaining funds after paying all of the chapter's outstanding debts.

8.2. Fees and Dues: Chapter members pay the same dues to the American Branch as all members. In addition, each chapter will pay a registration fee equivalent to an individual membership fee when the original application is made. Local chapter dues are set by each chapter.

8.3. Reports: Each chapter shall submit an annual status, summarizing activity to the Chapters Advisor by January 3rd. This status will be submitted to the GMM report unless voluntarily updated and submitted to the Chapters Advisor by August 31st.

8.4. Affiliation: A member of the American Branch need not be a member of a local chapter in order to continue membership.

Article IX. Finances

9.1. General Fund: All operating funds of the American Branch shall be disbursed as directed by the Executive Board according to a budget adopted at the GMM.

9.1.1. The Treasurer will prepare a proposed budget to provide for current operations of the American Branch and the needs of the officers and committee chairs for the ensuing biennium.

9.1.2. The budget will show estimated income and proposed expenditures, which will not exceed the estimated income.

9.1.3. Except as expressly authorized by the Executive Board, all expenditures of the American Branch shall be limited to the amounts authorized by this budget when approved at the GMM.

9.2. Special Funds: The Executive Board may, by resolution, designate the establishment of special funds to invest and accrue for scholarships, memorials, or other purposes as it deems appropriate. Written criteria for each special fund, containing its purpose, endowment specifics, and investment, are to be filed with the Treasurer. The Executive Board may appoint one or more members of the Society to advise it on the disposition of any money in the funds. The Treasurer will oversee the funds' finances and will report biennially at the GMM the level of support for each fund, and which funds should be discontinued for lack of support. The Executive Board will find an appropriate use for any remaining monies in a discontinued fund.

9.3. Fiscal Year: The fiscal year of the American Branch shall commence on January 1st of each calendar year.

9.4. Internal Audits: The accounts of the Treasurer, Sales Officer, and any other officers that handle funds of the American Branch will be examined biennially by an Audit Committee appointed by the Executive Board. A report by the Audit Committee will be published with the March *Ricardian Register* and on the American Branch website.

Article X. Amendments

10.1. Amendments: The Bylaws of the American Branch may be amended, revised, or repealed. The procedure for amendment may be generated by either of the following:

(a) The members of the American Branch.

(b) The Executive Board, as provided in Article IV of these Bylaws.

10.1.1. Any Bylaw changes or revisions originating from at least five members in good standing must be submitted in writing to the Executive Board at least ninety (90) days prior to the GMM.

10.1.2. Any Bylaw changes proposed by the Executive Board must be made far enough in advance of the GMM so that members will receive timely notice of the proposed amendments.

10.1.3. The Executive Board shall determine the best way to notify members of the proposed changes in advance of the GMM.

10.1.4. Any proposed Bylaw changes will be presented to the membership at the GMM, where members may debate their merits and vote to accept or reject them.

10.1.5. The Executive Board shall determine the best way to circulate to the membership a copy of any Bylaws that are adopted, amended, or repealed, together with a concise statement of the rationale for the changes. They may also be placed on the website.

Article XI. Prohibited Activities

11.1. No part of the net earnings of the American Branch shall inure to the benefit of, or be distributed to, the members, officers, or other private persons, except for authorization to make reasonable compensation of expenses for services rendered or to make payments and distributions in furtherance of the purposes set forth in Article I.

11.2. No substantial part of the activities of the American Branch shall be:

(a) The carrying on of political propaganda.

- (b) The attempt to influence legislation.
- (c) The participation in or attempt to intervene in any political campaign on behalf of any candidate for public office.
- (d) Any other activities not permitted an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.
- (e) Any activity not allowed to be carried on by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article XII. Dissolution

12.1. Upon the dissolution of the organization, the Executive Board shall, after paying or making provision for the payment of all liabilities of the organization, dispose of all of the assets of the organization for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Article XIII. Miscellaneous

13.1. Gender: The words "Chairman" and "Vice-Chairman" as used in the Bylaws are intended to include both the masculine and feminine genders.

~ End ~