

(AMENDED)

BYLAWS OF THE  
ALFORD AMERICAN FAMILY ASSOCIATION, INCORPORATED  
A NON-PROFIT MISSOURI CORPORATION

Version 2011 final

ARTICLE ONE  
INTRODUCTION

Definition of Bylaws

1.01 These Bylaws constitute the code of rules adopted by the Alford American Family Association, Incorporated for the regulation and management of its affairs.

Purposes and Powers

1.02 This corporation shall have the purposes and powers as are stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by law. The primary purposes of this corporation shall be genealogical, historical and social.

ARTICLE TWO

Principal and Branch Offices

2.01 The principal place of business of this corporation will be located at 1403 Kingsford Drive, Florissant, Missouri. In addition, the corporation may maintain other offices either within or without the State of Missouri as its business requires.

Location of Registered Office

2.02 The location of the registered office of this corporation is 1403 Kingsford Drive, Florissant, Missouri. Such office will be continuously maintained in the State of Missouri for the duration of this corporation. The board of directors may from time to time change the address of its registered office by duly adopted resolution and filing with the State.

ARTICLE THREE  
MEMBERSHIP

3.01 This organization shall be composed of any person interested in Alford genealogy and the many spelling variations thereof. Active members shall be those who pay dues. Members will be expected to provide their vital biographical statistical data, such as pedigree charts, ancestor tables and family group records, if that information is not already available to the association.

3.02 Membership will begin when the application is received by the association, and will be continued as long as there is an association. Dues from year to year shall be established by the

board of directors. Annual dues are to pay primarily for printing and mailing of the quarterly and will expire after four issues have been received. Membership shall be established on the basis of family units, which are defined as a person, his or her spouse (if living), and any unmarried dependent(s). Deceased members will retain their membership numbers and surviving spouses may continue their active membership.

3.03 Dues will be payable upon receipt of a renewal notice mailed by the association. A member whose dues are in arrears will be denied voting rights. If a member fails to pay dues within 30 days after receipt of the renewal notice he or she will be classified as an inactive member and shall not receive the quarterly newsletter.

3.04 Contributions (donations) may be called for in addition to the regular dues for purposes approved by the directors, and of course will be welcomed at any time for the general support of the organization or its activities.

3.05 Members will not be required to attend annual meetings. There are no minimum standards of participation that must be met for membership.

3.06 Categories of membership are: Founding (through December 31, 1988); Charter (January 1, 1988 through December 31, 1999); and Regular (January 1, 2000 forward). Certificates, suitable for framing, are awarded to each member.

3.07 In addition to the memberships described in the above, the board of directors may designate persons as honorary members or lifetime honorary members.

#### ARTICLE FOUR ASSOCIATION MEETINGS

4.01 Meetings shall be arranged to further most effectively the purposes of the organization. At least one annual meeting or reunion will be scheduled the second weekend in October at a location to be determined by the board of directors. At the annual membership meeting: (1) The officers, committees and other concerned persons will have an opportunity to report to the membership their activities for the preceding year, (2) Any member shall have the right to address any Association issue.

#### ARTICLE FIVE OFFICERS

5.01 The officers of the Association shall include president, vice-president, secretary and treasurer. Additional officer positions may be created as the board of directors deem necessary.

5.02 The board of directors may designate any officer to serve as an ex-officio member of the board as seen necessary for the occasion.

#### Selection of Officers

5.03 The officers of the corporation shall be elected annually by the members and serve a term of one year starting the first of the month following the meeting. Written mail ballots and

proxies may be used.

#### Removal of Officers

5.04 The board of directors may remove any officer for just cause.

#### Vacancies

5.05 A vacancy in any office, however caused, may be filled by the board of directors for the remainder of the officer's term.

#### President

5.05 The president shall be the principal executive officer of the corporation and shall, with the assistance of the executive committee and other persons willing to assist, administer the day-to-day affairs of the association. He or she shall preside as chairperson at all meetings of the members, and the executive committee.

#### Vice-President

5.06 In the absence of the president or in the event of the president's inability to act, the vice-president shall perform all duties of the president. The vice-president will perform such other duties as may be prescribed from time to time by the president or the board of directors.

#### Secretary

5.07 The secretary will keep minutes of all meetings of the members, officers, board of directors and executive committee, will be the custodian of the corporate records, will give all notices as required by law or these Bylaws, and generally, perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the president or the board of directors.

#### Treasurer

5.08 The treasurer will have charge and custody of all funds of the corporation, will deposit the funds as required by the board of directors, will keep and maintain adequate and correct accounts of the corporation's properties and business transactions, will render reports and accountings to the directors and to the members as required by the board of directors or members or by law, and will perform in general all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the president or the board of directors.

### ARTICLE SIX BOARD OF DIRECTORS

#### General Powers

6.01 The property and business affairs of the corporation shall be managed by or

under the direction of the board of directors, subject to the law, the Articles of Incorporation and these Bylaws.

#### Number and Qualification

6.02 There shall be three directors appointed initially by the president. Directors appointed initially will serve for an indefinite period. Upon resignation of a director the replacement will be appointed by the remaining directors. The board may appoint another person(s) an ex-officio board member(s) when deemed necessary.

6.03 The board will meet as necessary on the call of one of the directors or any member.

#### Quorum

6.04 Two members of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board.

#### Compensation

6.08 Directors shall not receive compensation for their services, but reimbursement may be made for expenses incurred on behalf of the business affairs of the association.

### ARTICLE SEVEN Executive Committee

7.01 The executive committee shall consist of the president, vice-president, secretary and treasurer. It shall be the duty of this committee to carry on the business affairs of the organization between association meetings, within the broad guidelines established by the board of directors, and to report its activities to the membership of the organization.

7.02 The executive committee will determine policy (except policy regarding fund raising), approve programs and plan activities to address the needs of the general membership and their families in agreement with the purposes of this organization, and within the broad guidelines established by the board of directors. The president or any two other executive committee members may decide about the referral of any matter to the board of directors.

### ARTICLE EIGHT Amendments and Voting

8.01 Amendments to the Articles of Incorporation or to the By-Laws shall be submitted to the active membership at least four weeks (28 days) prior to the annual members' meeting in which the amendments will be considered. Should circumstances arise where a vote is required between annual member meetings of the association, the board of directors is duly authorized to conduct the balloting by the United States mail or by electronic means.. For acceptance the amendment(s) will require a majority vote of those who cast their ballots.

8.02 Any other subject matter pertinent to the association may be submitted to the active membership for consideration and if voted upon will require a majority vote of those who cast their votes. Written ballots may be used and voting may be by proxy. A member may appoint a proxy in writing or by e-mail directed to the secretary.