

(AMENDED)

BYLAWS OF THE

ALFORD AMERICAN FAMILY ASSOCIATION, INCORPORATED

A NON-PROFIT MISSOURI CORPORATION

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 purposes.

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 and otherwise indicate interest in supporting the purposes of the organization. As a minimum, 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 be on an annual basis beginning in the month in which membership application is received by the association. Registration fees and dues from year to year shall be established by the Board of Directors. These shall be established on the basis of family units, which are defined as husband and wife (both need not be living) and their unmarried children under the age of 21 years, or single persons 21 years old or older. 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. Renewal of an inactive membership will not require another registration fee.

3.04 Contributions 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 Membership may be in Divisions based on family branch or geography or it may be membership at large. Division definitions will be decided by the membership, and will be subject to annual review and revision.

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

3.07 In addition to the memberships described in the Articles of Incorporation, the Board of Directors may designate persons as honorary members or lifetime honorary members.

3.08 Charter memberships will be offered through December 31, 1999. Charter Membership Certificates, suitable for framing, will be awarded to all Charter Members.

3.09 Founding Memberships were offered through the second year of the organization, ending December 31 1988. Founding Membership Certificates, suitable for framing, were awarded to all Founding Members.

3.10 Beginning January 1, 2000, new memberships will be considered regular

memberships. Regular Membership Certificates, suitable for framing, will be awarded to all Regular Members.

## ARTICLE FOUR

### 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 held the second weekend in October at a location approved by the membership at each annual meeting for the annual meeting three years hence, and will be open to all of the membership and the public. At this annual 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, (3) One-third or four newly-nominated members of the Board of Directors shall be elected for three-year terms.

4.02 In addition to the annual meeting, special meetings of The Board of Directors or the family as a whole can be called by The Board. Mailing of notices for special meetings must be not less than four weeks prior to the time the meeting is called.

4.03 Meetings of membership in branches or in local geographical areas will be encouraged. Where appropriate, social activities should accompany these meetings.

## ARTICLE FIVE

### OFFICERS

#### Roster of Officers

5.01 (a) 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.

5.01 (b) In most cases, Officers should be members of the Board of Directors, however, under certain circumstances, an active member who is not a member of the Board of Directors may be elected by the Board of Directors to serve as an Officer while not serving on the Board of Directors.

#### Selection of Officers

5.02 The officers of the Corporation shall be elected annually by the Board of Directors after the Board has been duly constituted at the regular annual meeting of the members. Each Officer shall hold office until his or her successor shall have been duly elected and qualified.

## Removal of Officers

5.03 For just cause any officer may be removed by the Board of Directors.

## Vacancies

5.04 A vacancy in any office, however caused, may be filled by the Board of Directors for a term ending at the next annual meeting. This may be accomplished by either a special called meeting, mail ballot or electronic mediums.

## 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, the Board of Directors 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 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 Board of Directors.

## Treasurer

5.08 The Treasurer will have charge and custody of all funds of this 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 Board of Directors.

## ARTICLE SIX

### BOARD OF DIRECTORS

#### General Powers

6.01(a) 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.

6.01(b) The Board of Directors shall encourage development of branch and local organizations and the furtherance of the Family wherever and however it may occur.

#### Number and Qualification

6.02(a) At each annual meeting, beginning in October, 1999, the members of the Association shall elect four new members of the Board of Directors who with eight incumbents shall be a duly constituted Board for the coming year. A nominations committee of three persons will be selected annually by the President to recommend candidates for those Board positions soon to be vacated. Additionally, nominations may be made from the floor by any active member.

6.02(b) The Board of Directors is hereby increased from eleven to twelve members of the Association. Beginning in October, 1999, one-third of the Directors will be elected for each of one-, two- and three-year terms. Thereafter, one-third of the total or four Directors shall be elected each year at the October meeting for three-year terms of office and there will be an orderly rotation whereby each new Board of Directors consists of four new members and eight incumbent members with one or two years left to serve. All Incumbent Directors are eligible for re-election annually as his or her term expires.

#### Regular Meetings

6.03 The regular annual meetings of the Board of Directors shall be held as follows:

(a) The Board of Directors will meet on the Friday evening preceding the annual members' meeting to discuss the prior year's business, the agenda for the annual members' meeting and such other business deemed necessary.

(b) The newly constituted Board of Directors will meet immediately after elections of new directors at the annual members' meeting on Saturday morning, for the purpose of electing officers. The new Board will then immediately adjourn to the annual members' meeting still in progress and introduce the newly elected officers for the coming year.

(c) The Board of Directors may provide by resolution the time and place for holding additional regular meetings of the Board.

## Special Called Meetings

6.04 A special called meeting of the Board of Directors may be called by any two officers or a majority of the Board of Directors.

## Quorum

6.05 Seven members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than six members are present at a meeting, a majority of those present may adjourn the meeting.

## Manner of Acting

6.06 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

## Vacancies

6.07 A vacancy occurring in the membership of the Board of Directors between annual meetings shall be filled by the Board. This may be accomplished by a special called meeting, mail ballot or electronic mediums. A director so elected shall serve for a term ending at the same time as that of the Director he or she replaced.

## 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 annual 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 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 October annual members' meeting in which the amendments will be considered. Should circumstances arise where a vote is required between annual meetings of the Association, the Board of Directors is duly authorized to conduct the balloting by the United States mail. 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.

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