

BYLAWS OF FRIENDS OF THE CRECHE

ARTICLE I--NAME

The whole and correct name of this organization shall be FRIENDS OF THE CRECHE. For purposes of these Bylaws, it shall be referred to as FOTC.

ARTICLE II--PURPOSE

The purpose of Friends of the Creche , a non-sectarian, non-political, and non-profit incorporation shall be:

- A. To promote greater appreciation of the tradition of the creche.
- B. To encourage creche exhibits as a means of increasing public understanding and appreciation of the creche.
- C. To increase knowledge of the history of the creche tradition and how it developed and is observed in different cultures.
- D. To stimulate artists/artisans to create creches through such means as encouraging crèche exhibits and publicizing the work of artists/artisans.
- E. To serve as a source of information about creches, including history, exhibitions, museums, and how and where to obtain them.
- F. To establish relationships with creche associations in other countries in order to obtain and exchange information about creches.
- G. To engage in other activities related to promoting better understanding and appreciation of the tradition of the creche.

ARTICLE III--MEMBERS

A. An active member shall be anyone interested in collecting, exchanging information and/or promoting a greater appreciation of the creche whose dues are paid in full. An active member may be either one individual who pays the annual dues or two or more individuals living in the same residence who pay one annual dues. Upon payment of annual dues all active members may serve on committees, make motions and vote on actions presented to the membership and at the Annual Membership Meeting.

ARTICLE IV—MEETINGS

A. An Annual Membership Meeting shall be held for the purpose of receiving reports from the officers and standing committees and presenting a program on creches. The time, place and date will be set by the BOD, but generally will be in the Fall of each year.

B. The Annual Membership Meeting will be called to order and presided over by the current BOD.

C. For the purpose of voting at the Annual Membership Meeting each active member in attendance may vote on any matter. One-tenth of the membership shall constitute a quorum for the

transaction of business at any meeting of the membership, provided that if less than a majority of total members are present at the said meeting, the members present may adjourn the meeting without further notice.

ARTICLE V - -- BOARD OF DIRECTORS- -ELECTIONS

A. The BOD shall be composed of not fewer than twelve nor more than fourteen elected members, no more than two members appointed by the Board, and the newsletter editor, *ex officio*.

B. Each elected member of the BOD shall serve a term of three years and shall exercise the power of one vote. The three-year terms will be staggered.

C. Each elected BOD member may serve no more than two consecutive full terms. After one year off the BOD, the member is then eligible for re-election.

D. A nominating committee shall be created and appointed.

E. A candidate for the BOD shall have been an active member of FOTC for at least one year prior to the November preceding the election.

F. The membership shall be notified in the summer issue of the newsletter that any member wishing to serve on the BOD shall declare his or her candidacy by submitting a statement of no more than 200 words describing his or her reasons and/or qualifications to serve in this capacity. A member may also be nominated with his or her consent by another member. The nominator shall then submit a statement of not more than 200 words describing the qualifications of the nominee. Statements shall be submitted to the Nominating Committee and postmarked by the deadline published in the newsletter.

G. A ballot shall be sent by special mailing to all active members. Ballots shall be returned to the Nominating Committee postmarked no later than the deadline published on the ballot.

H. The ballots shall be counted by the Nominating Committee and approved by a simple majority vote of the BOD. Candidates shall be notified of the results no later than October 1. Results of the election shall be published in the winter issue of the newsletter or by separate mailing.

I. Each appointed member shall serve for two years and may be re-appointed for additional two-year terms by the BOD.

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J. In the event of a vacancy on the BOD, the BOD shall appoint a member to fill the unexpired term.

ARTICLE VI -- BOARD OF DIRECTORS -- FUNCTIONS AND POWERS

A. The BOD shall have full power and authority over the affairs of FOTC and conduct the official business of FOTC. All business and/or activities that carries or implies to carry the official name of FOTC must have prior approval of the BOD.

B. The BOD shall faithfully carry out the spirit of FOTC Bylaws and shall make the final decisions in all questions that concern the interpretation of FOTC Bylaws.

C. The BOD shall schedule a minimum of three meetings a year, one of which shall be the Annual Membership Meeting. The other meetings at the discretion of the president may be telecommunications or electronic meetings. The president shall schedule and confirm the meetings at least two weeks prior to the announced date. Additional meetings may be called at the discretion of the president at a time agreed upon by simple majority of the BOD members.

D. A quorum for a BOD meeting will be a simple majority of the BOD.

E. To remove a BOD member, the vote shall be two-thirds of the BOD.

F. A summary of the decisions, conclusions, and/or policy recommendations reached at such meetings shall be made available to the membership.

G. The BOD shall be responsible for approving the budget and expenditures.

H. The BOD shall appoint a convention chairperson or co-chairpersons from among its members or from the membership at large. When the convention chairperson(s) is not a member of the BOD, that person may attend the BOD meetings, but will have no vote.

I. The BOD shall provide guidance for the convention to the convention chairperson(s).

J. The BOD shall establish an executive committee consisting of the elected officers who are empowered to act as the BOD between scheduled BOD meetings. A report of their decisions will be presented to the BOD at the next scheduled meeting of the full BOD.

K. BOD members shall receive no compensation.

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ARTICLE VII -- BOARD OF DIRECTORS OFFICERS

A. FOTC officers shall include a president, vice-president, secretary and treasurer. These officers shall be elected at a separate meeting of the new BOD held at the Annual Membership Meeting. The outgoing president, or vice-president in the president's absence, will preside at this meeting for the purpose of opening the meeting, seating of new members, and calling for nominations only. Once elected, the new officers will assume their duties.

B. Each officer shall serve in his or her elected capacity for a term of approximately one year and then may be elected again to that office.

ARTICLE VIII -- BOARD OF DIRECTORS -- DUTIES OF OFFICERS

A. The PRESIDENT shall:

1. preside at all BOD meetings up to and including the Annual Membership Meeting and the separate BOD meeting until the election of newly elected officers.
2. preside at all Annual Membership Meetings.
3. create and appoint any committee necessary to carry out functions of FOTC.
4. call meetings and direct notice to be given.
5. possess all powers necessary for the executive.

B. The VICE-PRESIDENT shall:

1. assist the president whenever possible.
2. preside at BOD and Annual Membership Meetings in the absence or request of the president.

C. The SECRETARY shall:

1. prepare and send an agenda to all BOD members to arrive at least four days prior to meetings.
2. keep a complete record of the minutes of all BOD and Annual Membership Meetings.
3. provide all members of the BOD with copies of the minutes.
4. be custodian of original or duplicates of incorporation papers, copyright information and any other important correspondence or documents relating to FOTC.
5. attest to the results of all votes by the membership.
6. preside at the BOD and Annual Membership Meeting in the absence or at the request of the president or vice-president.
7. provide all necessary meeting notices.

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D. The TREASURER shall:

1. have charge of all FOTC funds.
2. receive annual dues.
3. keep an accurate account of all FOTC receipts and expenditures.
4. pay all normal operating expenses. The treasurer shall seek BOD advice for out of the ordinary expenses over a prescribed dollar figure that shall be determined by the BOD.
5. report the current financial FOTC status at each BOD meeting. This report shall include FOTC debits and credits up to the last day of the previous month.
6. provide a full, written financial report at the Annual Membership Meeting. This report shall include, but not be limited to, a descriptive analysis of all FOTC moneys spent during the fiscal year.
7. prepare and present the budget for the fiscal year to the BOD no later than the Fall meeting.
8. maintain a current official FOTC mailing list with assistance from other FOTC members if necessary.

ARTICLE IX -- BUDGET

A. The budget shall be prepared by the treasurer and shall detail anticipated income and expenses, and shall be approved by the BOD.

B. The approved budget shall be presented at the Annual Membership Meeting.

ARTICLE X -- ANNUAL DUES

A. Annual dues shall be set by the BOD.

B. No member shall have the right to hold office, make motions, attend conventions or vote if his or her annual dues are not fully paid.

ARTICLE XI -- FINANCIAL REVIEW

A. The BOD shall be responsible for an annual financial review. This review may be undertaken by a Financial Review Committee appointed by the president, or other review mechanism.

B. A report of the Financial Review Committee or other review mechanism shall be presented in writing to the BOD.

ARTICLE XII -- PUBLICATIONS

A. FOTC shall publicize its decisions, policies, and events through a newsletter or other publications approved by the BOD.

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ARTICLE XIII -- DISSOLUTION OF ASSETS

If for any reason FOTC is dissolved, a committee of active members exclusive of the BOD shall be appointed by the president to ensure that all existing FOTC assets are first spent to satisfy any FOTC debts. Any remaining assets after paying the debits are to be donated to a worthy charity.

ARTICLE XIV - --AMENDMENTS TO BYLAWS

A. Any active member of FOTC may request an amendment to the Bylaws by submitting that change in writing to the BOD. The BOD will consider all requests, but all proposed amendments to the Bylaws must be approved by simple majority vote of the BOD before being submitted to the membership.

B. Notice of the intent to amend the Bylaws, along with the proposed Bylaw changes, must be printed in the newsletter or sent to all active members via a special mailing prior to voting by the general membership.

C. The Bylaws changes will normally be voted on at the Annual Membership Meeting unless the BOD chooses to present the amendment(s) to the membership via mail-in ballots. Each amendment will be voted on separately. Each amendment will be approved by a majority vote with at least ten percent of the membership voting. Those approved will become effective after the vote is completed.

ARTICLE XV -- PARLIAMENTARY AUTHORITY

Where procedure is not provided for by these Bylaws, *Robert's Rules of Order*, most current edition, shall control.

ARTICLE XVI -- INDEMNIFICATION

A. FOTC shall indemnify any Member or Officer of the organization who was or is an "authorized representative" of FOTC (which shall mean, for the purpose of this Article, Officers of FOTC or such a person serving at the request of FOTC as a director, officer, partner, fiduciary or trustee of another corporation, partnership, joint venture, trust employee benefit plan or other enterprise) and who was or is a "party" (which shall include for the purposes of this Article the giving of testimony or similar involvement) or is threatened to be made a party to any "proceeding" (which shall mean for the purposes of this Article any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative other than an action by or in the right of FOTC) by reason of the fact that such person was or is

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an authorized representative of FOTC against expenses (which shall include for the purposes of this Article attorney's fees and disbursements), damages, punitive damages, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of FOTC and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful. If an authorized representative is not entitled to indemnification in respect of a portion of any liabilities to which such person may be subject, FOTC shall nonetheless indemnify such person to the maximum extent for the remaining portion of the liabilities.

B. FOTC shall pay the expenses (including attorney's fees and disbursements) actually and reasonably incurred in defending any action or proceeding referred to in Subchapter V of Chapter 57 of the Pennsylvania Nonprofit Corporation Law of 1988 on behalf of any person entitled to indemnification under Section 1 in the advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by FOTC as authorized in this Article.

C. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, FOTC may purchase and maintain insurance on behalf of any or all such authorized representatives to the full extent permitted under Section 5747 of the Pennsylvania Nonprofit Corporation Law of 1988

FOTC Bylaws

Adopted November 2001
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Re-typed February 2006