

**BYLAWS
OF
MENTONE AREA PRESERVATION ASSOCIATION, INC.
ADOPTED AS AMENDED September 7, 1993
FINALLY ADOPTED AS AMENDED: November 18, 1993**

ARTICLE I: NAME

The name of the Corporation shall be: Mentone Area Preservation Association, Inc. (MAPA), and it is sometimes referred to in these Bylaws as the Corporation or MAPA.

ARTICLE II: BASIC POLICIES

The following are basic policies of the Corporation:

SECTION 1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.

SECTION 2. The name of the Corporation or names of any members in their official capacities shall not be used in any connection with any commercial concern or with any partisan interest for any purpose not appropriately related to the promotion of the objects of the Corporation.

SECTION 3. The Corporation may cooperate with other organizations and agencies concerned with or sharing its goals, but persons representing the Corporation in such matters shall make no commitments that bind the Corporation.

SECTION 4. MAPA's purpose is preserving and protecting the heritage, natural environment and other unique qualities of life in the Mentone area.

SECTION 5. All requests for donations and funds shall be submitted, in writing, to the Board of Directors.

ARTICLE III: MEMBERSHIP AND DUES

SECTION 1. Any individual who subscribes to the purposes and basic policies of the Corporation may become a member of the Corporation subject only to compliance with the provisions of the Bylaws. Membership in the Corporation shall be available without regard to race, color, creed, gender, or national origin.

SECTION 2. The Corporation shall conduct an annual enrollment of members, but persons may be admitted to membership at any time.

SECTION 3. Only members in good standing of the Corporation shall be eligible to participate in its business meetings or elections, or to serve in any of its elective or appointive positions.

SECTION 4. Dues must be paid at least 30 days prior to any meeting to establish voting eligibility.

SECTION 5. The annual dues shall be ten dollars (\$10.00) per person or fifteen dollars (\$15.00) for husband and wife, payable to the Corporation, and the Secretary will issue a membership card. Membership dues may be changed by the Board of Directors.

SECTION 6. The membership year shall run from July 1 to June 30.

SECTION 7. Membership dues are payable on July 1 and shall be paid to the Treasurer, but membership dues may be paid at any time. The Secretary will then issue a membership card.

ARTICLE IV: OFFICERS AND THEIR ELECTION

SECTION 1. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer and the Immediate Past President.

(a) A slate of officers, all of whom shall have been members of MAPA in good standing for one year prior to their nomination, shall be nominated by a nominating committee of three member's in good standing appointed by the President at the April meeting. The nominating committee shall give its report at the May meeting. Nominations from the floor will be in order at the June meeting (day of election). Nominees must be members of MAPA who have been in good standing for one year prior to their nomination. However, if there is only one nominee for an office, it shall be in order to move that the Secretary cast the elective ballot of the Corporation for the nominee.

(b) The person whose term as President expires shall assume the office of Immediate Past President.

SECTION 2. Only those persons who have signified their consent to serve if elected shall be nominated for office.

SECTION 3. Officers are elected by a majority vote of the membership at the June meeting.

SECTION 4. Officers shall be installed and assume their official duties immediately after the June meeting election and shall serve for a term of one year or until the election and qualification of their successors.

SECTION 5. VACANCY - A vacancy occurring in any office shall be filled for the unexpired term by a person elected by the remaining members of the Board of Directors; notice of such election having been given by the President (in his/her absence, the Vice President), in writing, to all members of the Board, at least seven (7) days before such election. Such election shall take place no more than 14 days after vacancy shall have occurred.

SECTION 6. Should a President resign or become incapacitated where he/she cannot continue to serve, he/she shall not assume the office of Immediate Past President. This office will revert to the last President serving a full term.

ARTICLE V: DUTIES OF THE OFFICERS

SECTION 1. The President shall preside at all meetings of the Corporation and of the Board of Directors when he/she is present. He/She shall perform such other duties as may be prescribed in these Bylaws or assigned to him/her by the Corporation or by the Board of Directors and shall coordinate the work of the officers and committees of the Corporation in order that the purposes stated in the Articles of Incorporation may be promoted.

SECTION 2. The Vice President shall act as an aide to the President and shall perform the duties of the President in the absence or incapacity of the President to act. The Vice President shall perform as program chairman and membership chairman and shall work with the Secretary and Treasurer to properly enroll members.

SECTION 3. The Secretary shall record the minutes of all general membership meetings and of the Board of Directors of the Corporation, and shall perform such other duties as may be assigned.

SECTION 4. The Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Corporation, the Board of Directors, or a special committee. The Treasurer shall present a financial statement at every meeting of the Corporation and at other times when requested by the Board of Directors and shall make a full report at the Annual Meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the Bylaws.

The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.

SECTION 5. The Immediate Past President shall perform such duties as assigned by the President, and shall act as Parliamentarian at all membership meetings and all board meetings.

SECTION 7. ALL OFFICERS SHALL:

- (a) Perform the duties prescribed in the Parliamentary authority in addition to those outlined in these Bylaws and assigned from time to time.
- (b) Deliver to their successors all official materials and documents not later than ten (10) days following an election of their successors.

ARTICLE VI: BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of the officers of the Corporation, together with two directors designated as Members-At-Large to be elected together with the corporation officers at the June membership meeting. The members of the Board of Directors shall serve until the election and qualification of their successors.

SECTION 2. The Duties of the Board of Directors shall be:

- (a) To transact necessary business in the intervals between meetings of the Corporation.
- (b) To create Standing Committees and to appoint chairs of said committees.
- (c) To approve plans of work submitted by the Standing Committees and to report on such plans at regular meetings of the Corporation.
- (d) To appoint an Auditing Committee at least two (2) weeks prior to the Annual Meeting for the purpose of auditing the Treasurer's accounts.
- (e) To prepare an annual budget and to submit it to the Corporation for approval at the first meeting of the new fiscal year (July).
- (f) To approve specific routine bills already approved within the limits of the budget.
- (g) To investigate each request received in writing for donations and funds to determine if it complies with MAPA's goals and policies: and, if so, submit it to the membership for approval.

- (h) To limit involvement in MAPA's monthly newspaper (The Groundhog), which is an arm of MAPA that is dedicated to the goals and policies of MAPA, as follows:
 - i. To provide that one of the Members-At-Large be responsible for overseeing, on at least a monthly basis, the editorial policy and content of The Groundhog to assure compliance with MAPA's basic policies and purpose.
 - ii. To provide supplementary operating funds when deemed to be in MAPA's best interest, and with voting approval of the membership of the Corporation after recommendation by the Board of Directors.
 - iii. To pay the monthly fee for mailing The Groundhog to Members of MAPA. Such fee shall include postage, labels, and a moderate payment for affixing labels (not to exceed a limit set by the Board of Directors).
 - iv. To provide for the continuance of The Groundhog in the event of an opening for an Editor by accepting applications for the position of editor and selecting an editor who will adhere to the guidelines for The Groundhog.
 - v. To allow the editor of The Groundhog to be responsible for all the financial records of publication. The editor shall, therefore, be responsible for all financial aspects and the fiscal health of The Groundhog. The editor shall also be responsible for making ongoing journalistic decisions and routine operational decisions.
 - vi. To appoint an Auditing Committee at least two (2) weeks prior to the Annual Meeting for the purpose of auditing The Groundhog's account.

SECTION 3. Regular meetings of the Board of Directors shall be held monthly prior to the monthly membership meeting. A majority of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board.

ARTICLE VII: MEETINGS

SECTION 1. Regular meetings of the Corporation shall be held on the first Tuesday of each month, at a place designated by the Board of Directors, at 6:30 p.m. Central Time, unless otherwise provided by the Corporation or by the Board of Directors. Ten (10) days' notice to the general membership shall be given of change of date or change of meeting location.

SECTION 2. Special meetings may be called by the Board of Directors, five (5) days' notice having been given.

SECTION 3. The annual meeting shall be the June monthly meeting.

SECTION 4. Ten (10) or more members shall constitute a quorum for the transaction of business at any general membership meeting.

ARTICLE VIII: STANDING AND SPECIAL COMMITTEES

SECTION 1. The Board of Directors may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term of each chairman shall be one (1) year or until the election and qualification of his successor.

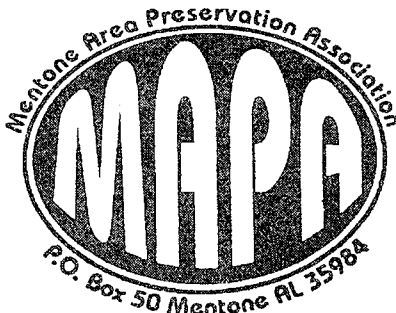
SECTION 2. The chairman of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

SECTION 3. The power to form special committees and appoint their members rests with the Corporation.

SECTION 4. The President shall be a member *ex officio* of all committees except the nominating committee.

ARTICLE IX: SEAL

The seal of the Corporation shall be more particularly shown in the following impression:



ARTICLE X: AMENDMENTS

These Bylaws may be amended, repealed, or altered in whole or in part by two-thirds (2/3) vote of those present or by proxy at any regular or special meeting of the members of the Corporation, with twenty-one (21) days written notice to all members of the Corporation.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules contained in the current issue of Robert's Rules of Order govern the procedures of the Corporation in all cases where they are not consistent with these Bylaws, and any special rules of order which the corporation may adopt.

ARTICLE XII: DISSOLUTION AND USE OF ASSETS

Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provisions for the payment of all of the liabilities of the Corporation disposes of all of the assets of the Corporation exclusively for the purpose of the Corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes which will at the time qualify as an exempt organization or organizations under Sections 501(c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law, as the directors of such Corporation will determined.