

**SCIPIO A. JONES HIGH SCHOOL NATIONAL ALUMNI ASSOCIATION, INC. DRAFT
CONSTITUTION and CORPORATE BYLAWS**

July, 6, 2002

ARTICLE 1: NAME

The name of the Corporation shall be the Scipio A. Jones High School Alumni Association, Incorporated, also referred to as the Corporation in these Bylaws.

ARTICLE 2: TERM OF EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved or disincorporated in a manner required by law.

ARTICLE 3: FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and end on the following December 31.

ARTICLE 4: OFFICES

1. Except as prohibited by law, the Corporation may conduct its business at any location designated by the Corporation's Board of Directors.
2. The principal executive office and post office address of the Corporation are hereby fixed and located at 1400 North Pine Street, North Little Rock, Pulaski, Arkansas, 72114-4332, P.O. Box 5445, North Little Rock, Arkansas 72119-5445.
3. Branch or subordinate offices (affiliate chapters) may at any time be established by the Corporation's Board of Directors at any place or places.

ARTICLE 5: PURPOSES AND POWERS

1. Section 1. Purposes

The Corporation shall operate exclusively for educational, charitable, social and scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 as amended (or corresponding provision of any future United States Internal Revenue law).

The purposes of the Corporation shall be:

- a. To identify the former students and employees of Scipio A. Jones High School and its predecessor institutions, Hickory Street School and Argenta Colored School.
- b. To promote and facilitate fellowship and communication between and among former students, former faculty, and former staff members of Argenta Colored School, Hickory Street School and Argenta Colored School, to develop an alumni network of colleagues.

- c. To engage in historical research, including the history of the cities of Argenta, Arkansas and North Little Rock, Arkansas and the history of African-American residents of those cities.
- d. To document role of Scipio A. Jones High School, Hickory Street School and Argenta Colored School, and the contributions of the former students and employees of the schools to the history, growth and development of the City of North Little Rock, Arkansas.
- e. To collect and preserve records and artifacts evidencing the existence of Scipio A. Jones High School, Hickory Street School and Argenta Colored School.
- f. To foster the knowledge of, and respect for, the history, heritage and traditions of Scipio A. Jones High School, Hickory Street School and Argenta Colored School utilizing informational and educational activities.
- g. To identify and publicize the achievements of the alumni and former employees of Scipio A. Jones High School, Hickory Street School and Argenta Colored School.
- h. To encourage the highest moral integrity of the family and aid in the educational development of young men and women through scholarships and other educational programs.
- i. To promote interaction between the community and the Corporation, including charitable, historical, humanitarian, social, and educational projects.
- j. To serve as the official representative of the former students and employees of Scipio A. Jones High School and its predecessor institutions communicating with organizations, including other alumni groups.

Section 2. Powers

The powers of the Corporation shall be as follows:

- a. To solicit, accept and collect donations and contributions in cash or property, real, personal or mixed.
- b. To acquire by purchase, lease, contract or otherwise, any property, real, personal or mixed.
- c. To do any and all such further acts and to exercise any and all such further powers as may be necessary, incidental, conducive, appropriate or desirable for the accomplishment or carrying on or attainment of all or any of the objectives or purposes enumerated in these Bylaws and to have and to exercise all the powers conferred by the Section 501(c)(3) of the Internal Revenue Code 1986 as amended, and the laws of the State of Arkansas upon charitable organizations, as such laws are now in effect or may at any time hereafter be enacted or amended.

ARTICLE 6: GENERAL PROVISIONS

1. The Corporation shall be a nonprofit entity according to Act 176 of 1963 of the General Assembly of the State of Arkansas.
2. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
3. Only members in good standing of the Corporation shall be eligible to serve in elective or appointive positions.
4. There shall be Standing Rules, which shall be policies, procedures and guidelines for the day-to-day operation of the Corporation. Standing Rules shall be consistent with these Bylaws and the statutes and regulations governing the Corporation.
5. The Corporation may have a seal, which may be used by causing it, or a facsimile of it, to be impressed or affixed or otherwise reproduced.
6. The name of the Corporation and variants of the name, the Corporation's logo, the Corporation's seal, or the names of any members in their official capacities, shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the Purposes of the Corporation.
7. The Corporation shall not - directly or indirectly - participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
8. The Corporation shall not enter into membership with other organizations except those organizations approved by the Corporation's Board of Directors.
9. No part of the income of the Corporation shall inure to the benefit of or be distributed to any of its Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its stated purpose. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on, (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or corresponding provision of any future United States internal revenue law); or; (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1986 as amended (or the corresponding provision of any future United States internal revenue law).
10. To the extent permitted by law, the Corporation shall indemnify any one or more of its officers or former officers against the liabilities and expenses actually and necessarily incurred in connection with any threatened, pending, or completed action, suit, or proceeding, or any appeal in such an action, suit, or proceeding, or any inquiry or

investigation, or if one or more officers was, is, or is threatened to be made a defendant or a respondent by reason of his serving as an officer of the Corporation.

11. ***The Corporation shall reimburse, to the extent possible, to any officer named a defendant or a respondent in any proceeding by reason of his holding office, reasonable expenses of a suitor proceeding if the officer has been wholly successful, on the merits, or otherwise, in defense of such a proceeding or if, upon a majority vote of the directors not involved in the proceedings or upon any other determination permitted by the Arkansas Nonprofit Corporation Act and any related statutes, it is determined that the officer or former officer,***
 - a. ***Conducted him or her in good faith.***
 - b. ***Reasonably believed, in the case of conduct in his official capacity that his conduct was in the Corporation's best interest.***
 - c. ***Reasonably believed, in all other cases, that his conduct was at least not opposed to the Corporation's best interest.***
 - d. ***In the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.***
 - e. ***By use of any masculine, feminine, or neuter term in these Bylaws, construction of this document shall use the masculine, feminine, and neuter terms interchangeably.***
 - f. ***The members, officers, directors, committee members, employees and persons served by the . Corporation shall be selected entirely on a nondiscriminatory basis without respect to age, gender, race, religion, national origin, color, gender, ethnic or social background, class standing, or sexual preference. It shall further be the policy of this Corporation to promote a policy of non-discrimination within the Corporation's Board of Directors, all standing committees, and any sub-committees of the Corporation.***

ARTICLE 7: MEMBERSHIP

1. The Corporation's National Board of Directors (the Board) shall establish classifications of Corporation memberships and to establish the rights, privileges, services, and obligations of each classification.
2. All members shall pay membership dues in the amounts and payable at the times as the Board of Directors may require by resolution.
3. Payment of membership dues shall secure membership for the membership year, which coincides with the fiscal year of the Corporation. Membership dues cover membership for one (1) fiscal year regardless when they are paid during the year.

4. Life members shall be except from membership dues.
5. There shall be seven classifications of members of the Corporation whose voting and other rights and interests shall be as follows:
 - a. Regular Member. Any person who attended Argenta Colored School, Hickory Street School or Scipio A. Jones High School as a student regardless whether or not that person graduated, has paid Scipio A. Jones High School Alumni Association membership dues for the current year, and remains a member in good standing of the Corporation. A Regular Member shall be entitled to all rights, privileges and services of Corporation membership.
 - b. Associate Member. Any person who was employed at Argenta Colored School, Hickory Street School or Scipio A. Jones High School, has paid Scipio A. Jones High School Alumni Association membership dues for the current year, and remains a member in good standing of the Corporation. An Associate Member shall be entitled to all rights, privileges and services of Corporation membership.
 - c. Sustaining Member Any person with an interest in supporting the Scipio A. Jones High School Alumni Association, who is not an alumnus or former employee of Jones High or its predecessor schools, and has paid the Scipio A. Jones High School Alumni Association membership dues for the current year, and remains a member in good standing of the Association. A Sustaining Member shall be entitled to all rights, privileges and services of Corporation membership.
 - d. SAJAA Member. Any person who is a member in good standing of the Jr. SAJAAs Auxiliary or the SAJAA Auxiliary, and remains a member in good standing of the Corporation. A dues-exempt Auxiliary Membership shall be open to any member in good standing of the Jr. SAJAAs who is 18 years of age or younger. At the age of 19, a Jr. SAJAA shall be reclassified as Sustaining Member of the Corporation, and his or her Jr. SAJAA membership shall be transferred to the SAJAA Auxiliary or a Sustaining Membership. A SAJAA Member shall be entitled to all rights, privileges and services of Corporation membership.
 - e. Life Member. A person may be designated a Life Member by a majority vote of the Corporation's Board of Directors, in recognition of his or her cash contribution of one thousand dollars (\$1,000.00) or more (designated by him or her as a Life Member contribution) in support the Scipio A. Jones High School Alumni Association, and remains a member in good standing of the Association. The Board of Directors shall designate the programs and activities to receive Life membership donations, and the terms and conditions of payment. A Life Member shall be exempt from paying dues and shall be entitled to all rights, privileges and services of Corporation membership.
 - f. Honorary Membership. Any person with an interest in supporting the Scipio A. Jones High School Alumni Association, who is not an alumnus or former, employee of Jones High or its predecessor schools, and who is not a member of the Scipio A. Jones High School Alumni Association, may be designated an Honorary Membership

by a majority vote of the Corporation's Board of Directors, in recognition of a substantial contribution of skills, knowledge or other resources in support of the Association. Honorary Members shall be exempt from paying dues. Except for courtesies and a ceremonial award provided by the Corporation, an Honorary Member shall have no rights, privileges or services of Corporation membership.

- g. Special Membership. A person may be designated an Honorary Membership by a majority vote of the Corporation's Board of Directors. Special Memberships shall be awarded on a case-by-case basis when the Board of Directors determines that other membership classifications are not appropriate. Except for courtesies and a ceremonial award, provided by the Corporation, a Special Member shall have no rights, privileges or services of Corporation membership.

The membership of a member, and all rights associated with the membership, shall occur upon the occurrence of any of the following events:

- a. Expiration of membership dues.
- b. The death of a member.
- c. Upon his or her written notice of resignation delivered to the President of the Corporation's Board of Directors personally or by mail, the membership to terminate upon the receipt of the notice by the Board of Directors.
- d. Upon a determination by the Board of Directors that the member has engaged in conduct prejudicial or detrimental to the interests or purposes of the Corporation.
- e. The attempted transfer of the membership or any right relating to the membership.

ARTICLE 8: DIRECTORS AND OFFICERS

1. The business and affairs of the Corporation shall be managed by a Board of Directors (the Board) consisting of volunteer members in good standing of the Corporation. The Board may exercise all powers and do all lawful acts and things as are not prohibited by statute or by these Bylaws. Continuing and exclusive authority to fix, supervises, and controls the professional, business, and other affairs of the Corporation shall be wholly vested in the Board.
2. Board members shall each be a member in good standing of the Corporation.
3. Board members shall be elected by the Corporation members at a General Membership meeting (General Session) at a Reunion of the Classes. Each board member shall serve a term of four (4) years or until his or her successor is elected. A board member may serve successive terms.
4. The Nominating Committee shall nominate a slate of candidates willing to run for election. Nomination from the floor of persons ageing to fulfill an office if elected

may also be made at this General Membership meeting. The reorganization meeting shall be first board meeting following the election of a board member.

Section 1: Number

The Board shall consist of officers of the Corporation as specified in these Bylaws. The number of officers may be increased or decreased by resolution of the Board. No decrease in the number of officers shall shorten the term of any incumbent officer. Except as may be expressly provided otherwise in these Bylaws, the term of each officer shall be four (4) years

Section 2. Officers

The officers of the Corporation shall each be a director of the Corporation. At a minimum, the officers of the Board shall be as follows:

- a. President (nonvoting, unless to break tie)
- b. President-Elect
- c. First Vice President
- d. Secretary
- e. Treasurer
- f. Member-at-Large Representatives
- g. Parliamentarian
- h. Historian
- i. Immediate Past President (Non Voting, advisor)

Section 3. Other Directors

In addition to the named Officers of the Corporation, the Board of Directors may include other officers as designated by a majority vote of the Board.

ARTICLE 9: DUTIES OF THE OFFICERS

The duties of the Officers shall be determined by the Board of Directors and will include the following:

Section 1. President

The President is the Chief Executive Officer of the Corporation and has general and active supervision and direction over the business and affairs of the Corporation and over the Corporation's officers, subject to the direction and control of the Board of Directors. In general, the President shall perform all duties that pertain to that office, and other duties that may from time to time be assigned by these Bylaws or by the Board of Directors.

The President shall:

- j. Provide leadership to the Corporation.

- k. Preside at all scheduled and special meetings of the Corporation and the Executive Committee.
- l. Execute legal documents on behalf of the Corporation, or designate and authorize board members to act in his or her absence.
- m. Serve as principal representative of the Corporation at all functions where a Corporation representative is needed.
- n. Appoint committee members as authorized.
- o. Prepare the written agenda for Board and Membership Meetings.
- p. Countersign checks in the absence of the Secretary or Treasurer.
- q. Serve as a non-voting advisor to all committees except the Nominating Committee.
- r. In the event of a tie vote of the Board of Directors or the Executive Committee, cast the vote to determine which side shall prevail.
- s. Perform other duties assigned by the Bylaws or by the Board of Directors.

Section 2. President-Elect

In general, the President-Elect shall perform all duties that pertain to that office, and other duties that may from time to time be assigned by the President, by these Bylaws or by the Board of Directors.

The President-Elect will:

- a. Act in the absence of the President except as limited by the Board of Directors.
- b. Automatically succeed to the presidency at the conclusion of the President's term of office or if the President's become unable to serve.

Section 3. First Vice President

In general, the first Vice President shall perform all duties that pertain to that office, and other duties that may from time to time be assigned by the President, by these Bylaws or by the Board of Directors.

The First Vice President will:

- a. Act in the absence of the President and the President-Elect except as limited by the Board of Directors.

Section 4. Secretary

In general, the Secretary shall perform all duties that pertain to that office and other duties that may from time to time be assigned by the President, by these Bylaws or by the Board of Directors.

The Secretary will:

- a. Record or maintain the minutes of any and all Membership and Board and Executive Committee meetings.
- b. Present the most recent Meeting minutes at each Board Meeting.
- c. Present the most recent Membership Meeting minutes at each Membership Meeting.
- d. Prepare a permanent record copy of all minutes including the regularly prepared Treasurer's report for delivery to the appropriate officer on a routine basis for archive purposes.
- e. Be responsible for and oversight of all mailings of the Corporation, and publicity notices.
- f. Be authorized to countersign checks.
- g. Perform other duties as may from time to time be designated by the Board.

Section 5. Chief Financial Officer

In general, the Chief Financial Officer shall perform all duties that pertain to that office and other duties that may from time to time be assigned by the President, by these Bylaws or by the Board of Directors.

The Treasurer will:

- a. Serve as Treasurer of the Corporation.
- b. Serve as Chairman of the Budget Committee and as such will present the annual budget to the Board and to the Membership at meetings.
- c. Have custody of all of the funds of the Corporation;
- d. Keep the books for the Corporation; account for all monies;
- e. Present any unapproved bills or charges to the Board at the next Board Meeting;
- f. Pay all approved accounts and bills as they come due;
- g. Keep a running list of all money appropriated but not yet paid out; present a current Treasurer's report at each regularly scheduled Board Meeting and read a current Treasurer's report at each regularly scheduled Membership Meeting and Board of Directors meeting.
- h. Prepare a permanent record copy of each Treasurer's report for delivery to the Secretary;
- i. Maintain the working budget;
- j. Prepare the Corporation's books for audit or review prior to the first day of April of each year.
- k. Prepare and cause to be filed any tax returns.

Section 6: Member-at-Large Representatives

The Member-at-Large Representatives shall represent the interests of Corporation members who are not members of an Affiliate Chapter.

The Member-at-Large Representatives shall be also Members-at-Large of the Corporation.

Section 7. Parliamentarian

In general, the Parliamentarian shall perform all duties that pertain to that office and other duties that may from time to time be assigned by the President, by these Bylaws or by the Board of Directors. The duties shall include advising the Board of the proper conduct of any meetings or activities of the Board.

Section 8: Historian

In general, the Historian shall perform all duties that pertain to that office and other duties that may from time to time be assigned by the President, by these Bylaws or by the Board of Directors. The duties shall include assisting in historical research relating to the Purposes of the Corporation.

Section 9. Immediate Past President

The immediate Past President will serve as a non-voting advisor to the Current Board of Directors and the Executive Committee.

ARTICLE 10: MEETINGS

Section 1: Parliamentary Authority

At any meeting of the Board of Directors, members, or any committee of the Corporation, Roberts Rules Of Orders, Newly Revised shall be followed.

Section 2. Place of Meetings

Meetings of the members shall be held at a place selected by the Board of Directors.

Section 3. Board of Directors Meetings

Regular meetings of the Board of Directors shall be held at least once per year. Notice of the meeting(s), including the agenda, shall be provided to the members of the Corporation.

Section 4. Biennial Meetings of the Corporation

Each biennial meeting of the members of the Corporation shall be held for the election of Officers and Directors and for the transaction of other business as may properly come before the meeting. The meeting shall be held as designated by the Board of Directors by written notice as provided in these Bylaws.

If an annual meeting is not called and held on the designated day for any reason, the meeting may be held at any time thereafter at a special meeting called for that purpose.

Section 5. Special Meetings

Special meetings of the members, unless otherwise provided by law, may be called by the President or by a majority of the Board of Directors and shall be called and notice given by the President or the Secretary (or other designated Board member) at the request (which is in writing and which states the purpose or purposes of the meeting) of at least ten percent (20%) of the members of the Corporation who are entitled to vote on the business proposed to be transacted at the special meeting. A meeting of the Board, of committees, and of the members (parts thereof) may be closed to the general public or other members if confidential information (including but not limited to financial criteria of an applicant for assistance or personnel issues) is expected to be discussed.

Section 6. Notice of Meetings

Reasonable notice of meetings of the Board of Directors, Executive Committee, or other committee of the Corporation Board shall be given. Notice of meetings shall be in writing. The notice shall state the purpose or purposes for which the meeting is called, the day and hour when, and the place where the meeting is to be held, and a copy of the notice must be served, either personally or by mail, charges prepaid, upon each member entitled to vote at the meeting, at least ten (10) days before the meeting. U.S. Mail, facsimile, electronic mail, or other similar method, which produces, or may produce a written document, shall transmit notice.

If mailed, the notice must be directed to the address of any member or members as it appears on the membership list, unless the member has filed with the Secretary a written request that notices intended for the member be mailed to the address designated in the request. The notice is not required to be given to any member who waives notice of the meeting. Notice of any adjourned meeting will not be required, except when expressly required by law.

Section 7. Quorum for Meetings

A majority of the officers shall constitute a quorum at any properly convened meeting. The act of the majority of the officers present at any properly convened meeting shall be the official action of the Executive Committee, except for modification of these Bylaws which shall always require a majority of the actual Board of Directors members and at least ten day written notice to all Board members of any proposed Bylaws modifications.

Actions taken at a board or committee meeting at which a quorum is not present shall require a majority vote of at the next meeting at which a quorum is present.

The act of a properly constituted quorum shall be the official action of the Board or committee, unless there a greater number is specified by resolution of the Board of Directors or these Bylaws.

Section 8. Organization of Meetings

At each meeting of the members, the President, or in the President's absence the President-Elect or First Vice-President shall preside. In their absence a Chairman chosen by a majority vote of the members present and entitled to vote at the meeting, shall act as Chairman of the meeting. The Secretary shall act as Secretary at each meeting of members, or in absence of the Secretary, the President or an elected Chairman may appoint any person present to act as Secretary of the meeting.

Section 9. Order of Business at Meetings

The order of business at all meetings of the members shall be as determined by the presiding officers or a Chairman at the meeting, but the order of business to be followed at any meeting may be changed by a majority of the members present in person and entitled to vote at the meeting. All meetings of the Board of Directors and the membership shall include minutes of a prior meeting, a Treasurer's report, reports from any committees and

projects, and an opportunity shall be given to report on old business and to propose new business. The next meeting date shall also be set or otherwise confirmed.

Section 10. Voting at Meetings

Unless otherwise provided by law or in the Corporation's Bylaws, at all meetings of members, all matters shall be decided by the affirmative vote of at least a majority of the members in attendance and entitled to vote at the meeting. Except as otherwise provided by law, or in these Bylaws, or unless demanded by at least ten members present, voting may be viva voce and need not be by ballot. Upon a demand by at least ten members for a vote by ballot on any question or at the direction of the Chairman of the meeting that a vote by ballot is taken on any question or issue, the vote must be taken. On a vote by ballot, the member voting must sign each ballot.

Section 11. Participating in Meetings By Electronic Device

Members of the Board of Directors, the Executive Committee, or other committees of the Corporation may participate in a meeting by means of telephone or similar communications equipment. This participation shall constitute presence in person at the meeting. Electronic mail and other uses of technology shall be encouraged to conduct the business of the Corporation.

Section 12. Action Without Meeting

Any action permitted to be taken at a meeting of the Board of Directors, any committee, including the Executive Committee may be taken without a meeting if a consent in writing, describing the action to be taken without a meeting, shall be signed by a majority of the members and delivered to the Secretary of the Board of Directors for inclusion in the minutes. Facsimile and electronic mail signatures shall be acceptable. The consent shall have the same force and effect as a vote, and may be stated as such in any document. Action taken under this Section is effective when a majority of all persons entitled to vote have signed the consent, unless the consent specifies a different effective date. The record date for determining persons entitled to take action without a meeting is the date the first person signs the consent.

ARTICLE 11: COMMITTEES

1. The authority to form committees and appoint or elect their members and officers shall rest with the Board of Directors.
2. The Board of Directors may create any standing and ad hoc committees, as the Board determines are necessary to promote the Purposes of the Corporation and carry on the work of the Corporation.
3. The chair of each committee shall present a plan of work to the Board of Directors for approval. Committee work shall be undertaken without the approval of the Board of Directors.

4. The duties of the Committee Chairman and of the Committees shall be as designated by the Board and may be changed from time to time.

ARTICLE 12: EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, President-Elect, Secretary and Treasurer. The Duties of the Executive Committee shall be:

1. To transact necessary business in intervals between meetings of the Board and to transact other business that be referred to it by the Corporation;
2. To create standing and ad hoc committees as directed by the Board, and approve plans of work of the committees.
3. To prepare and submit to the Corporation for adoption biennial budgets.
4. To approve routine bills within the limits of the budget.
5. To have the Corporation's accounts audited by auditors approved by the Board of Directors or by an auditing committee.
6. To present reports at meetings of the Board and, and when directed by the Board, meetings of the General Membership.
7. Other duties that may from time to time be assigned by these Bylaws or by the Board of Directors.

ARTICLE 13: RESIGNATION/REMOVAL

Section 1: Resignation

Any Director or officer may resign from elective or appointive office or from the Corporation at any time by giving written notice of his resignation to the President or the Secretary of the Corporation. The resignation shall take effect at the time specified in the written notice or, if no time is specified in the notice, at the time the Corporation President receives the notice.

Section 2: Removal.

Any Director may be removed, with cause, at any time by the affirmative vote of a majority of the members of the Board of Directors at a special meeting of the Board of Directors called for that purpose. Further, any Director may be removed, without notice, by the affirmative vote of 2/3 of the members of the Board of Directors if said Director has failed to attend two (3) prior, consecutive regular meetings of the Board of Directors without justification or cause. The removal shall be accomplished by notice of the removal given by

the remaining Directors to the one so removed. The removal to be effective upon mailing the notice Certified Mail, Return Receipt Requested.

Section 3: Return of Corporation Property

Upon expiration his or her term of office, or in case of removal or resignation, each member shall turn over the Board President, without delay, all records, books, materials, and other property of the Corporation pertaining to the office and/or committee assignment, and shall return to the Treasurer, without delay, all funds of the Corporation disbursed to him or her.

ARTICLE 14: CONTRACTS AND BANKING

Section 1: Authorization of and Execution of Contracts.

Unless otherwise provided by law or in the Articles of Incorporation or in these Bylaws or by the Board of Directors, no officer, agent, or employee has any power of authority to bind the Corporation by any contract or engagement or to pledge the Corporation's credit or to render it financially liable for any purpose or to any amount.

Section 2: President's Authority

The Corporation's President shall have the authority to enter into contracts, incur expenses and obligations on behalf of the Corporation, and obligate the Corporation. However, if the contracts expenses and obligations are in excess of %500.00 for any particular item that is not in the program of work for the year, the President shall obtain approval of the Board of Directors.

Section 3: Indebtedness.

No loans may be contracted on behalf of the Corporation and no negotiable paper may be issued in the Corporation's name unless authorized by resolution of the Board of Directors.

Section 4: Checks, Drafts, Similar Payment Orders, and Notes.

All checks, drafts, and other orders for the payment of monies out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation must be signed on behalf of the Corporation by the Treasurer and either the President or Secretary in manner as be determined by a resolution of the Board.

Section 5: Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in the banks, trust companies, or other depositories as the Board may select.

Section 6: Honors, Awards and Loans

All honors, awards and loans made in the name of the Corporation or involving use of Corporation funds shall require prior approval of the Executive Committee.

ARTICLE 15: DISSOLUTION

1. If, in the opinion of two thirds (2/3) of the Board it becomes necessary or desirable to dissolve the Corporation, the assets of the Corporation shall be applied and distributed as follows:
2. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made thereof.
3. Assets held by the Corporation under conditions requiring return, transfer or conveyance, because of the dissolution shall be returned, transferred or conveyed according to the requirements that apply.
5. All assets of the Corporation shall be transferred to (and only to) corporations, groups or organizations engaged in activities which substantially carry out the purposes of the Corporation as then stated in their charters and bylaws, and which are exempt from taxation under Section 501 (c) (3) of the Internal Revenue Service Code of 1986 as amended (or corresponding provision of any future United States Internal Revenue law). The corporate assets shall be disposed of by the Probate Court of Pulaski County, Arkansas, in which the principal office of the Corporation is now located, or in a sort of similar jurisdiction in which the Corporation may be located if not so located as now, and the distribution by that Court shall be exclusively for the purposes as hereinbefore enumerated or to such corporations, groups and organizations as the Court shall determine will comply with the type of organizations as proposed in this Section.. None of the Corporation's assets shall be distributed in the name of any private individual.

ARTICLE 16: AMENDMENTS

1. Unless provided otherwise by law, The Corporation's Constitution and Bylaws may be altered or amended or repealed by a two-thirds (2/3) vote of the Board at a regular or special meeting called for that purpose, provided notice in writing of the wording of the proposed change(s) have been submitted to each member of the Board at least ten (10) days prior to the meeting at which the Constitution and Bylaws are to be altered, amended or repealed; provided, however, that no notice shall be required id all members of the Board are present and vote in favor of the resolution to alter, amend or repeal.