

RISING PHOENIX JAYCEES
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RISING PHOENIX JAYCEES
BYLAWS

ARTICLE I – NAME AND OFFICE

Section 1-1. Name. This Corporation shall be known as the RISING PHOENIX JAYCEES, INC., hereinafter referred to as “Corporation”.

Section 1-2. Location. The office of the Corporation shall be located at such place in the City and County of Honolulu, State of Hawaii, as the Board of Directors shall from time to time determine.

ARTICLE II – PURPOSE

Section 2-1. Purpose. The Corporation shall be a non-profit corporation, organized for such educational and charitable purposes as will promote and foster the growth and development of young people’s organizations in the State of Hawaii designed to inculcate in the individual membership of such organization a spirit of genuine Americanism and civic interest, and as a supplemental educational institution to provide them with opportunity for personal development and achievement and an avenue for intelligent participation by young people in the affairs of their community, state and nation, and to develop true friendship and understanding among young people of all nations.

Section 2-2. Non-partisan. The Corporation shall be non-partisan, non-sectional and non-sectarian.

Section 2-3. Creed. The creed of the Corporation shall be:

WE BELIEVE:

That faith in God gives meaning and purpose to human life;

That the brotherhood of man transcends the sovereignty of nations;

That economic justice can best be won by free men through free enterprise;

That government should be of laws rather than of men;

That earth’s great treasure lies in human personality; and

That service to humanity is the best work of life.

ARTICLE III – AFFILIATIONS

Section 3-1. State. That the Corporation shall be and hereby is affiliated with the Hawaii Jaycees and is subject to their by-laws and policies.

Section 3-2. National. That the Corporation shall be and is hereby affiliated with the United States Junior Chamber and is subject to their by-laws and policies.

ARTICLE IV – MEMBERSHIP

Section 4-1. Classification. Membership in the Corporation shall include four (4) classes as follows:

- A Active Member
- B Life Member
- C Associate Member
- D Honorary Member

Section 4-1-1 Application. A written application for membership in the Corporation, stating the applicant's name, date of birth (month and year), mailing address, phone number, email address, and such other information as the Board of Directors may require, shall be submitted to the Board of Directors. In addition, the applicant shall agree to abide by the Articles of Incorporation, By-Laws and Policies of the Corporation, if applicable. The dues for the year shall accompany each application. The full amount of the dues are to be paid when the applicant applies for membership unless a prior arrangements are made with the approval of the Board of Directors.

Section 4-2. Active Member. An active member shall be an individual of good moral character between the ages of twenty-one (21) and the maximum age set forth by the U.S. Junior Chamber of Commerce in their By-Laws, who shall have proved an interest in the Corporation by fulfilling the requirements herein established and who has paid dues as provided by these By-Laws.

Section 4-3. Life Member. All Chairmen of the Board shall be granted life membership in the Corporation. The payment of dues to the Corporation shall be waived. It shall be left to the discretion of the Board of Directors whether or not a Life Member will be enrolled as a member of the Hawaii Jaycees and the U.S. Junior Chamber of Commerce until he/she reaches the maximum age set forth by the U.S. Junior Chamber of Commerce in their By-Laws, but, in any event, all Past Presidents will be a Life Member of the Corporation.

Section 4-4. Associate Member. There will be two categories of Associate membership: (1) All active members who join the Corporation before the maximum age set forth by the U.S. Junior Chamber of Commerce in their By-Laws, shall be eligible to be an associate member when they reach the maximum age set forth by the U.S. Junior Chamber of Commerce in their By-Laws; and (2) Any person over the maximum age set forth by the U.S. Junior Chamber of Commerce in their By-Laws, who wishes to participate in the projects and activities of the Corporation. Associate Members will have all rights and privileges of active members except voting and holding office. Annual dues shall be determined by the Board of Directors.

Section 4-5. Honorary Member. Honorary membership may be conferred only upon outstanding cause shown at the discretion of the Board of Directors.

Section 4-6. General Membership Meetings. Meetings of the general membership shall be held at least once a month at such time and place as the Board of Directors shall

determine. Written notice of such meeting shall be sent to the members at their last known address at least seven (7) days before the date of such meeting by the Corresponding Secretary or such other person as may be designated by the President.

Section 4-7. Special Membership Meetings. Special membership meetings may be called by the President at such time and place as the President may designate or upon written request of one-half (1/2) of the Board of Directors. Written notice of such meeting shall be given to the members not less than four (4) days in advance, stating the purpose of such meeting.

Section 4-8. Quorum. Twenty percent (20%) of the active membership must be present in person in order to constitute a quorum at any membership meeting.

ARTICLE V – DUES AND FINANCE

Section 5-1. Initiation Fee. (New Member Fee). The initiation fee of the Corporation shall be determined by the Board of Directors.

Section 5-2. Dues. The annual membership dues of the Corporation shall be determined by the Board of Directors. Said membership dues shall be paid annually. Dues may be raised by the dollar amount agreed to whenever there is a change in the National Dues billing amount.

Section 5-3. Delinquency. The annual membership dues shall be due and payable by the last day of a member's anniversary month. If such dues remain unpaid by any member of a period of two (2) months without good cause, and the Treasurer has advised such member of said delinquency in writing, such member shall automatically forfeit membership in the Corporation. (NOTE: Although a person may be enrolled by the U.S. Jaycees and the Hawaii Jaycees as a member of the Corporation, if they have not paid their dues, they will no longer be recognized as a member of the Corporation and shall not receive a newsletter.)

Section 5-4. Debts. Debts shall not be contracted or caused to be incurred in the name of the Corporation without first having received the approval of the Board of Directors, either by specific appropriation or by approval of a budget to cover estimated expenses, of which such debt is a part; except that in case of emergency, the Treasurer, with the approval of the President, may expend not more than Twenty-five Dollars (\$25.00). All contracts must be reviewed by the legal counsel. The Treasurer is to keep an account of each project and be an ex-officio member of each committee and project.

Section 5-5 State and National Dues. The Corporation must pay State and National dues on all of its Active Members.

Section 5-6 Nonrefundable Dues. The annual membership dues, once paid by the member and/or new member, are non-refundable.

ARTICLE VI - OFFICERS

Section 6-1. Classification. The officers of the Corporation shall be as follows:

- A. President
- B. 1st Vice President
- C. 2nd Vice President
- D. 3rd Vice President
- E. 4th Vice President
- F. 5th Vice President
- G. Recording Secretary
- H. Corresponding Secretary/Editor
- I. Treasurer
- J. Chairman of the Board
- K. Directors (with a minimum of 3)
- L. Legal Counsel (without vote)
- M. Chaplain (without vote)

Section 6-2. Qualification. All officers, except for the Chairman of the Board, shall be active members in the Corporation and shall not have reached forty (40) years of age on or before the commencement of their term.

Section 6-3. Tenure. All officers shall serve for a term of one (1) year from January 1 to December 31 of the succeeding year or until their successors are duly elected and qualified.

Section 6-4. Duties. The duties and powers of the officers of the Corporation shall be such as are by general usage indicated by the title of the respective office; except as may otherwise be specified in these By-Laws.

Section 6-5. President.

General Powers

- A. The corporation shall have a President who shall have been elected and served the previous annum as the Executive Vice President of the corporation and assume the President position in the current year. If, for any reason, the Executive Vice President cannot serve as the President, the President in the current year will be elected by a majority of the votes cast by the Active Members in attendance at the Annual Election Meeting.
- B. The President shall preside at all meetings of the Corporation and shall be an ex-officio member of all committees.
- C. The President may require officers and directors to make regular or special reports at such times as may be prescribed. Subject to the approval of the

Executive Committee, the President shall annually appoint the chairman for the standing and special committees or sub-committees of the Corporation.

D. The President shall be responsible for the affairs of the Corporation and shall execute and administer the policies of the Corporation as established by the membership, Board of Directors and Executive Committee.

Specific Administrative Duties

A. The President, as the chief executive officer of the Corporation, shall preside at all meetings of the Corporation. The President may appoint a member of the Board to preside in his/her place if he/she will be unavailable for a meeting.

B. The President shall rule on the merits of any motion in accordance with *Roberts Rules of Order*.

C. Shall be an ex-officio member of all committees.

D. Shall be responsible for the efficient operation of the Corporation and the welfare and best interests of the members.

E. Shall be responsible for the promotion of the public image and general demeanor of the Corporation and its members and shall represent the Corporation at official functions as a representative of the Corporation.

F. Shall delegate the actual supervisory administrative functions of the Corporation to all vice presidents and other appropriate executive officers of the Corporation.

G. Either President or Treasurer must countersign all disbursements of corporate funds.

Limitation on Powers of President.

A. The President shall not authorize any disbursements without the consent and approval of the Board of Directors, except that the President shall have full control and authority over the President's contingency fund as may be authorized in the approved budget.

B. The President shall always act for and in the best interest of the Corporation and shall not utilize the office or powers for personal benefit, or else be subject to impeachment in accordance with Section 6-14.

Section 6-6. Vice President.

A. The Corporation shall have at least two (2) and not more than five (5) Vice Presidents who shall be elected by the majority of the votes cast by the active members present at the annual meeting of the Corporation.

B. In the absence or disability of the President or if such office is vacant, the 1st Executive Vice President shall perform the duties of the President, or if both offices are vacant, the 2nd Vice President shall perform the duties of the President, and the 3rd and 4th Vice Presidents shall succeed to this office in order of descending position should it become vacant, or if all such officers are vacant, the Board of Directors shall designate a voting member of the Board to perform the duties of the President.

C. The Vice Presidents shall carry out the operations of the Corporation and shall carry out their respective projects in the best interests of the Corporation. The Vice Presidents are directly responsible to the President.

D. The office of Executive Vice President shall serve a one year term as Executive Vice President and shall assume the role of the President for a consecutive one year term.

Section 6-7. Recording Secretary.

A. The Corporation shall have a Recording Secretary who shall be elected by the majority of the votes cast by the active members at the annual election meeting of the Corporation.

B. The Recording Secretary shall be custodian of the records and Seal of the Corporation (if any) and see that the Seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal has been duly authorized. The Recording Secretary shall perform such other duties as may be prescribed.

Section 6-8. Corresponding Secretary/Editor.

A. The Corporation shall have a Corresponding Secretary who shall be elected by the majority of the votes cast by the active members at the annual election meeting of the Corporation.

B. The Corresponding Secretary/Editor shall see that all notices of special interest of the Corporation are given as prescribed by law or these By-Laws. The Corresponding Secretary/Editor shall perform such other duties as may be prescribed.

C. The Corresponding Secretary/Editor shall be in charge of all external correspondence and communications as devised by the President, the distribution

of notes of general interest, and all public relations for the Corporation unless otherwise so designated.

D. The Corresponding Secretary/Editor shall be the duly authorized Editor in Charge of the "Rising Phoenix", newsletter of the Corporation.

Section 6-9. Treasurer.

A. The Corporation shall have a Treasurer who shall be elected by a majority of the votes cast by the active members at the annual election meeting of the corporation.

B. The Treasurer shall:

- (1) supervise the fiscal operation of the Corporation;
- (2) be chairman of the finance committee;
- (3) periodically review the finances and the system and the procedures of the Corporation and make recommendations to the Board of Directors; and
- (4) be in charge of the collection of all delinquent accounts.

C. The Treasurer shall:

- (1) have charge and custody of and be responsible for all funds and securities of the Corporation and shall deposit same in a checking account at a bank;
- (2) keep full and accurate books of accounting of the Corporation's transactions and business;
- (3) deposit to the credit of the Corporation all funds of the Corporation in such banks or other depositories as shall be designated by the Board of Directors;
- (4) supervise and be responsible for the disbursement of the funds of the Corporation in accordance with the approved budget or as directed by proper receipts and vouchers;
- (5) see that all expenditures are duly authorized and are evidenced by proper receipts and vouchers;
- (6) receive all monies and funds paid to the Corporation and sign all receipts and vouchers and endorse for collection or deposit all notes, checks, drafts, and similar commercial instruments payable to the Corporation or its order;

(7) shall have full charge of the income and receipts of each project undertaken by the Corporation and shall give a full accounting of same to the Board of Directors at the completion thereof;

(8) prepare and submit a written quarterly report verifying the financial condition of the Corporation at the meetings of the Board of Directors and give an oral report at the meetings of the general membership and at such other time upon the request of the President or the Board of Directors;

(9) make and render to the proper governmental officials or agencies all exhibits, returns and reports required by law;

(10) perform such other duties as may be prescribed.

D. The books and accounts of the Corporation shall be open within 3 business days for inspection by any member of the Corporation, and may be subject to audit by an auditor selected by the Board of Directors.

E. The Treasurer may be required by the Board of Directors to be bonded in such amount as the Board of Directors may determine. The cost of the bond shall be paid by the Corporation.

Section 6-10. Chairman of the Board. The immediate Past President's title shall be Chairman of the Board. The Chairman shall be available for advice and counsel to the officers and directors of the Corporation.

Section 6-11. Director.

A. The Directors shall be responsible for the selection of the project chairman.

B. The Directors shall be responsible for the carrying out of the projects of the respective committees.

Section 6-12. Legal Counsel.

A. The Corporation may have a Legal Counsel who shall be appointed by the President with the approval of the Board of Directors.

B. The Legal Counsel shall render such legal advice and assistance and shall be in charge of all such legal work as the business of the Corporation may require. The Legal Counsel may, in addition, serve as Parliamentarian of the Corporation.

Section 6-13. Chaplain.

- A. The Corporation may have a chaplain who shall be appointed by the President with the approval of the Board of Directors.
- B. The Chaplain shall be in charge of all religious programs of the Corporation. The Chaplain shall formulate and promote religious programs and activities.

Section 6-14. Impeachment. The Board of Directors may remove any officer of the Corporation from office for good cause shown by a two-thirds (2/3) vote of a quorum of the Board; which vote shall be by secret ballot. Before such action shall be taken, notice containing a copy of the charges shall be served upon the officer in person or by registered or certified mail, at least twenty (20) days prior to the date the Board of Directors propose to appear upon such charges. The member shall be allowed to appear before the Board of Directors to defend themselves against any charges.

ARTICLE VII – BOARD OF DIRECTORS

Section 7-1. Composition. The control of the Corporation shall be vested in the Board of Directors which shall consist of :

- A President
- B Executive Vice President
- C 2nd Vice President
- D 3rd Vice President
- E 4th Vice President
- F 5th Vice President
- G Recording Secretary
- H Corresponding Secretary/Editor
- I Treasurer
- J Chairman of the Board
- K Directors
- L Legal Counsel (without vote)
- M Chaplain (without vote)

Section 7-2. Powers. The Board of Directors shall have general control and management of the property and business affairs of the Corporation. It shall have power to remove any officer for cause. It shall have power to remove any agent or employee at any time. In addition to the powers and authorities expressly conferred upon it by these By-Laws, the Board of Directors may exercise all powers of the Corporation and do all such lawful acts and things as are not by the Articles of Incorporation or by these By-Laws directed to be exercised by the members.

Section 7-3. Qualification. An elected Director shall be an active member of the Corporation and shall not have reached forty (40) years of age on or before the commencement of the term.

Section 7-4. Tenure. An elected Director shall serve for a term of one (1) year from January 1 to December 31 of the succeeding year or until a successor is duly elected and or appointed. The office of the Executive Vice President shall serve a one year term as the Executive Vice President and a consecutive one year term as President.

Section 7-5. Vacancy. In case of any vacancy occurring in the office of the Board of Directors, through death, resignation, disqualification, removal or other cause, the President may, with the approval of the remaining members of the Board of Directors, appoint a successor to hold the office vacant for the unexpired term thereof, upon ratification of the general membership. Said appointee shall have all the rights and powers of a duly elected member of the Board of Directors.

Section 7-6. Regular Board Meeting. Regular Board Meetings shall be held at least once a month at such time and place as the Board of Directors may determine. Notice of such meeting shall be given at least three (3) days before the date of such meeting by the Corresponding Secretary or such other person as may be designated by the President.

Section 7-7. Special Board Meetings. Special Board Meetings may be called by the President at such time and place as may be designated or upon written request of four (4) Board members.

Section 7-8. Quorum. Voting by alternates shall be permitted, but there shall be no voting by proxy. Fifty percent (50%) of the voting members of the Board of Directors shall constitute a quorum at all Board meetings.

Section 7-9. Inattendance at Board Meetings. Failure of a voting member of the Board of Directors to attend three (3) unexcused regular Board Meetings consecutively, or a total of five (5) unexcused regular Board Meetings during the fiscal year shall be dropped automatically as a member of the Board, unless said Board Member shall have missed said meeting for any of the following reasons:

- A Sickness
- B Absence from the Island of Oahu
- C Death in the immediate family
- D Any other valid reasons which the Board may approve from time to time.

ARTICLE VIII – EXECUTIVE COMMITTEE

Section 8-1. Composition: There shall be an Executive Committee which shall consist of the following members:

- A President

- B Executive Vice President
- C 2nd Vice President
- D 3rd Vice President
- E 4th Vice President
- F 5th Vice President
- G Recording Secretary
- H Corresponding Secretary/Editor
- I Treasurer
- J Chairman of the Board
- K Legal Counsel (without vote)
- L All past presidents (without vote)

Section 8-2. Powers. The Executive Committee shall serve as an advisor to the President and shall render such assistance to the President as may be necessary in matters concerning the administrative and political affairs of the Corporation. It may exercise all such powers of the management of the business affairs of the Corporation. It shall not, however, have the power to formulate public policy of the Corporation or over the fiscal affairs of the Corporation, except as such power that may be specifically delegated by the Board of Directors, and it shall be at all times subject to limitations upon its powers imposed by the Board of Directors.

Section 8-3. Meetings. The Executive Committee shall meet at such times and places upon call of the President or upon call by a majority of its voting members.

Section 8-4. Quorum. Fifty percent (50%) of the voting members of the Executive Committee shall constitute a quorum at all Executive meetings.

ARTICLE IX – COMMITTEES

Section 9-1. General. The Board of Directors may create such committees as may be deemed necessary or proper in the fulfillment of the objectives and purposes of the Corporation. Except as otherwise provided in these By-Laws, the President, with the consent of the Board of Directors, shall appoint, and may remove, the chairman and members of each committee.

Section 9-2. Finance Committee. There may be a Finance Committee with the treasurer as chairman. The Finance Committee shall prepare the budget for the Corporation and submit the same to the Board of Directors for adoption, revision or other necessary action. It shall, from time to time, review the budget and advise and make recommendations to the Board of Directors. The Finance Committee shall consist of the President, Treasurer, all the Vice-Presidents, and the Chairman of the Board.

ARTICLE X – ELECTIONS

Section 10-1. Nomination Meeting. The annual Nomination Meeting of the Corporation shall be held one month prior to the annual Election Meeting. Nominations for all offices shall be taken at this time. Nominations for the office of President shall be closed at the conclusion of this meeting.

Section 10-2. Election Meeting. The annual Election Meeting of the Corporation shall be held in the month of November each year.

Section 10-3. Nominating Committee. At least five (5) weeks prior to the annual Election Meeting, the President shall appoint a Nominating Chairman who shall in turn select two (2) additional active members to assist him/her. The Nominating Committee member shall not be a candidate for any office at the time of the appointment.

Section 10-4. Duties of the Nominating Committee.

Pre-qualification

A. The Nominating Committee shall not less than eighteen (18) days prior to the date of the election examine the qualifications and place in nomination the names of candidates for the elected offices

B. The Nominating Committee shall not less than eighteen (18) days prior to the date of the election, file with the Corresponding Secretary the names of the nominees and the office for which they have been nominated, together with the following information of each nominee:

- 1 Name of candidate;
- 2 Business, occupation and profession;
- 3 Length of time in the Corporation or other similar local Jaycee chapter;
- 4 Offices and directorships held;
- 5 Offices and positions held.

C. The Corresponding Secretary shall not less than ten (10) days prior to the day of election, mail to the members at their last known address the information of each nominee as filed by the Nominating Committee.

Section 10-5. Voting. Only active members in attendance shall be eligible to vote. Voting shall be by secret ballot. No proxy voting will be allowed.

Section 10-6. Election Committee. The President shall appoint an election committee of three (3) members who are not candidates for election to take charge of balloting and other matters at the time of election. The election committee shall have the duty of formulating and publishing election rules and regulations and shall have the power to enforce said rules and regulations.

Section 10-7. Order. The election shall be conducted in the following order:

- A President
- B Vice Presidents
- C Recording Secretary
- D Corresponding Secretary/Editor
- E Treasurer
- F Directors

Section 10-8. Results. Candidates receiving the highest majority of the votes cast shall be deemed elected. In case of a tie vote, a runoff election shall be held immediately.

ARTICLE XI – STATE CONVENTION

Section 11-1. Delegates. The outgoing President shall lead the delegation to the annual state convention. The outgoing and the incoming Presidents shall select all delegates, including alternates, to represent the Corporation at the annual state convention. The outgoing President, the incoming President, and the incoming Vice Presidents shall automatically be delegates. In selecting the remaining delegates, preference shall be given in this order: incoming chapter officers and those members who are competing in the state competition at the convention.

Section 11-2. Expense. The Corporation may pay the cost of the transportation and the registration fee of the duly qualified delegates to the annual state convention or the registration fee, whichever is higher, for the alternate delegates to the annual state convention.

ARTICLE XII – STATE BOARD MEETINGS

Section 12-1. Representation. The President and the Vice President shall represent the Corporation at all State Board of Directors Meetings. If one is unable to attend the State Board meeting, the President may appoint an alternate. Preference shall first be given to a member of the Board of Directors from the Corporation.

Section 12-2. Expenses. The Corporation may pay the cost of transportation and the registration fee of the registered delegates from the Corporation.

ARTICLE XIII – FISCAL YEAR

Section 13-1. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each year and end on December 31 of the calendar year.

Section 13-2. Fiscal Quarter. The fiscal year consists of quarters, a quarter being three (3) months, the first shall begin on January 1 and end on March 31; the second shall begin on April 1 and end on June 30, the third shall begin on July 1 and end on September 30; and the fourth shall begin on October 1 and end on December 31.

ARTICLE XIV – SEAL AND INSIGNIA

Section 14-1. Seal. The Corporation may have a corporate seal which shall be a circular impression of the name of the Corporation and the year of its incorporation. The seal shall be in the safe keeping of the Recording Secretary.

Section 14-2. Insignia. The Phoenix shall be the official insignia of the Corporation.

ARTICLE XV – AMENDMENTS

Section 15-1. Amendments. These By-Laws may be amended by a majority vote of the voting members of the Board of Directors, subject to approval of a majority vote of the present active membership, at any general membership meeting, providing that written notice of said amendment be given to all members within ten (10) days of said meeting.

Adopted 04/1985

Amended 09/1991, 07/20/2001, 06/2006, 11/2009