

**CONSTITUTION AND BY-LAWS  
OF THE  
NEW MEXICO MUSIC EDUCATORS ASSOCIATION  
A NON-PROFIT CORPORATION  
ADOPTED AT THE ORGANIZATIONAL MEETING OF  
BOARD OF DIRECTORS AND INCORPORATORS**

**ARTICLE I  
NAME AND LOCATION**

SECTION 1. The name of this corporation is New Mexico Music Educators Association, Incorporated, a Non-Profit Corporation.

SECTION 2. The registered office of the Corporation shall be at 93 Mimbres Drive, Los Alamos, NM 87544-3716.

SECTION 3. The registered agent in charge of said office shall be Donald E. Gerheart, and the agent upon whom process against the Corporation may be served is Donald E. Gerheart, 93 Mimbres Drive, Los Alamos, New Mexico 87544-3716.

**ARTICLE II  
CLASSIFICATION OF MEMBERSHIP**

SECTION 1. Membership: The members of the Corporation shall consist of those persons who are members in good standing of the New Mexico Music Educators Association (NMMEA), on January 12, 1979, and whose dues have been paid; and who shall hereafter join this association, and receive a membership certificate or card.

Active Membership: Active membership shall be open to all persons engaged in music teaching or other music education work. Payment of the prescribed dues entitles one to all the privileges of active membership in the Music Educators National Conference (MENC) and the New Mexico Music Educators Association including voting and holding office, admission to meetings upon member's compliance with registration requirements. Membership includes subscription to "Music Educators Journal", the "New Mexico Musician", and all bulletins.

Active Research Membership: Active Research Membership includes all the rights and privileges of active membership and, in addition, provides for an annual subscription to the MENC "Journal of Research in Music Education".

Collegiate Chapter MENC Membership: MENC Collegiate Chapter Membership (CMENC) shall be open to students of music education at the college level who are not employed full time as teachers. Annual dues for student MENC membership shall be set by MENC, plus any dues established by the local student chapter. CMENC membership entitles the member to all privileges except that of voting and holding office in the Corporation.

Honorary Membership: Upon the recommendations of the Executive Committee, Honorary Membership may be conferred in recognition of distinctive service to music education. Honorary members will be exempt from any dues in the Corporation. Such membership does not carry the privilege of voting or holding office.

Life Membership: Life Membership shall be open to individuals who are eligible for active membership, and should contribute an amount established by MENC to an endowment fund for the Music Educators National Conference. Life members shall have all the privileges of active members without paying further dues.

**Retired Membership:** Retired membership shall be open to former professional music educators who have retired from teaching, administrative, or research positions in music education. Annual national dues shall be set by the MENC National Executive Board to which shall be added the amount of retired membership dues, if any, of the Federated State Association to which the member belongs. The full amount of the national dues collected shall be for the retired members annual subscription to the “Music Educators Journal”. Annual national dues for retired members, who wish to receive the “Journal of Research in Music Education”, as well as the “Music Educators Journal”, shall pay an amount set by the MENC National Executive Board. Retired members shall have all the privileges of active members.

**Sustaining and Music Industry Council Membership:** Any individual form or institution desiring to contribute to the support of, or to take part in the music activities of the Association, may become a sustaining member upon the payment of prescribed dues, and have all the rights and privileges of active members except that of voting and holding office. The dues for Sustaining and Music Industry Council membership shall be set by the NMMEA Executive Committee.

**Dues:** Dues for various membership categories will be established by the Board of Directors, based upon the MENC dues structure. Any increase in State dues shall be voted by the membership.

### **ARTICLE III** **MEETINGS**

SECTION 1. The annual business meeting of the Corporation shall be held during the New Mexico Music Educators In-Service Meeting.

SECTION 2. **Board of Directors Meetings:** There shall be at least two meetings of the NMMEA Board of Directors annually: The first to be held between July 1 and October 1; the second in conjunction with the All-State Music Festival and In-Service Conference. Special meetings may be called at the discretion of the President upon the approval of a majority of the Board of Directors; or upon written request of a majority of the Board of Directors.

SECTION 3. **Special Meetings** of the membership other than those regulated by statute may be called at any time by the President or by a majority of the Board of Directors, and must be called by the President, or the Executive Director upon written request of one-third (1/3) of the members of the Board of Directors.

SECTION 4. **Notice of Special Meetings:** Notice of special meetings stating the time, place and purpose thereof shall be served personally, or mailed to each member residing with the State of New Mexico, not less than five (5) nor more than forty (40) days before such meetings. If notice is mailed, such notice shall be directed to each member in good standing at his address as shown by the records of the Corporation, unless he shall have filed a change of address with the Executive Director of the Corporation.

SECTION 5: **Quorum:** At any meeting of the members of the Corporation, the presence of one-tenth (1/10) of the members, in person, shall be necessary to constitute a quorum for all purposes, and an act of the majority of members present at any meeting in which there is a quorum shall be the act of the full membership. With the absence of the quorum, or when a quorum is present, a meeting may be adjourned from time to time by a vote of a majority of the members present without notice other than by announcement and without further notice to absent members. At any adjourned meeting at which a quorum shall be present, any business may be transacted in the meeting as originally notified.

SECTION 6: Voting: At every meeting of members, each member shall be entitled to vote in person on each and every matter of business coming before the meeting. Members of the Corporation shall be entitled to one vote, which shall be orally unless one-third (1/3) thereof demands a written ballot. Upon such demand and vote, all voting thereafter on any question shall be by written ballot unless waived. All elections shall be had and all questions decided by majority vote of persons present. No voting by proxy shall be allowed.

SECTION 7: Voting by Mail: Where officers are to be elected by members, such elections may be conducted by mail in such manner as determined the NMMEA Board of Directors.

Section 8. Salaried Employees: Salaried employees do not have a vote during the Executive Committee and the Board of Directors Meetings. They are allowed to participate in discussions taking place during those meetings.

#### **ARTICLE IV** **DISTRICT ORGANIZATION**

SECTION 1: The State shall be divided into seven districts as follows:

- District 1: Southwest - Otero, Sierra, Dona Anna, Luna, Hidalgo, Grants
- District 2: Southeast - Eddy, Lea, Chaves, Roosevelt, Curry, DeBaca, Lincoln, Guadalupe
- District 3: Northwest - San Juan, McKinley, North Sandoval
- District 4: North Central - Taos, Santa Fe, Rio Arriba, Los Alamos, San Miguel, Mora
- District 5: Northeast - Colfax, Harding, Union, Quay (Inactive)
- District 6: Central - South Sandoval, Bernalillo (except City of Albuquerque) Valencia, Cibola, Torrance
- District 7: City of Albuquerque

SECTION 2. Each NMMEA district Organization shall function to promote the objectives of the State Organization, and to promote Music Education through District Music Clinics and Festivals.

SECTION 3. Each district shall have its own president, who shall be elected by district members at their annual business meeting. Other officers may be elected or appointed at the discretion of the district organization. The district president or his/her representative shall be a member of the NMMEA Board of Directors.

SECTION 4: Annual meetings of the District Organization shall be held no later than October 15 of each school year.

SECTION 5: In the event any district organization shall fail to elect a president or chairman, the State NMMEA President shall appoint an acting President or Chairman for the District until an election can be held.

**ARTICLE V**  
**NOMINATIONS, ELECTIONS, INSTALLATION OF OFFICERS**

SECTION 1. Nomination of Officers:

**A.** Prior to the election year (even calendar year) the NMMEA President shall appoint a nominating committee of six members, one from each of the NMMEA District Organizations. The nominating committee shall be chaired by the current Past President.

**B.** The Nominating Committee Report to the Membership shall present a slate of two names for each of the various offices:

President

Vice-President, Band

Vice-President, Vocal

Vice-President, Orchestra

Vice-President, General Music

Vice-President, College/University Music

**C.** Nominations for the President's office must come from the membership of the present or past Executive Committee.

**D.** Any officer may be nominated for re-election for a succeeding term. Officers other than the President may be nominated from the general membership.

**E.** The Nominating Committee will make its report at the business meeting of the general membership during the annual New Mexico Music Educators Association All-State Music Festival and In-Service Conference meeting. Following the report of the Nominating Committee, the NMMEA President shall call for nominations from the floor for the several offices. Nominees must have given consent for their names to be placed on the ballot, are qualified for the office, and are prepared to serve, if elected.

SECTION 2. Voting for Officers: Election of officers shall be by a mail vote. Ballots shall be prepared and mailed to dues paid members. Election shall be by a majority count of the ballots returned. Marked ballots shall be returned to the election chairman not later than fifteen (15) days after the mailing postmark date. The election chairman will appoint two other persons to serve with him as a canvassing committee. Such committee will file a fully signed and certified report with the Executive Director of the Association for publication in the NEW MEXICO MUSICIAN.

SECTION 3. Installation of Officers: The newly elected officers shall take office immediately following the close of the NMMEA All-State Music Festival and In-Service Conference for that year, which will be the odd numbered year.

SECTION 4. Vacancies in Office: Vacancies in any NMMEA State Office are to be filled by the Executive Committee upon the recommendation of the President.

**ARTICLE VI**  
**ORDER OF BUSINESS**

SECTION 1. The order of business at all meetings of this Corporation, whether members, directors, or committees, shall be governed by the parliamentary rules laid down in "Roberts Rules of Order", latest revision.

SECTION 2. Each meeting shall be conducted as follows:

- A. Call to order
- B. Roll Call
- C. Reading of minutes of previous meeting
- D. Reading of communications
- E. Report of Officers
- F. Report of committees
- G. Unfinished Business
- H. New business
- I. Anything for the good of the Association
- J. Adjournment

SECTION 3. Each chairman of a meeting may, prior to a meeting, formulate an agenda for the meeting, and in which case the written agenda shall have priority.

## **ARTICLE VII** **BOARD OF DIRECTORS**

SECTION 1. General Powers: The affairs of the Corporation shall be managed by its Board of Directors. Board members must be residents of the State of New Mexico and members in good standing of the Corporation.

SECTION 2. Number, Tenure and Qualifications: The number of directors shall not be less than three (3) nor more than nineteen (19). Each director shall hold office for a term of two (2) years and until his successor shall have been elected and qualified.

SECTION 3. Regular Meetings: A regular annual meeting of the Board of Directors shall be held between August 1 and October 1 of each school year; a second regular meeting of the Board of Directors shall be held in conjunction with the All-State Music Festival and In-Service conference.

SECTION 4. Special Meetings: Special meetings may be called at the discretion of the President upon the approval of a majority of the board of Directors, or upon the request of the majority of the board of Directors.

SECTION 5. Notice: Notice of any special meeting of the board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail or telegram to each director at their address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so address, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting.

SECTION 6. Quorum: A quorum of the Board of Directors shall consist of eight (8) including three elected officers of the Corporation, and representation from at least (4) of the NMMEA District organizations and the Executive Director.

SECTION 7. Manner of Acting: The Act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

SECTION 8. Vacancies: Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall serve for the unexpired term of the predecessor in office.

SECTION 9. Compensation: Directors as such shall not receive any stated salary for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any may be allowed for attendance at such regular or special meetings of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

## **ARTICLE VIII** **OFFICERS**

SECTION 1. Officers: The officers of this organization shall be a President, Vice-President, Band Division; Vice-President, Choral Division; Vice-President, Orchestra Division; Vice-President, General Music Division; Vice-President, College/University Music Division; and an Executive Director, who shall be appointed by the Executive Committee of the Corporation. All officers of the Corporation shall be residents of and reside in New Mexico, be members of NMMEA and MENC in good standing for the term of their office.

SECTION 2. Term of Office: The officers shall serve a term of two (2) years to coincide with Divisional offices of MENC.

SECTION 3. Management: The general management of the Corporation shall be invested in a Board of Directors composed as follows: the NMMEA President, the five Vice-Presidents, the Executive Director, the immediate Past President, the Editor of the NEW MEXICO MUSICIAN magazine, the President of each of the NMMEA District Organizations and the Executive Director of the New Mexico Activities Association.

SECTION 4. Executive Committee: The Executive Committee shall consist of the NMMEA President, the five Vice-Presidents, Band, Chorus, Orchestra, General Music, College/University Music, the NMMEA Executive Secretary/Treasurer, the immediate Past President, the Editor of the NEW MEXICO MUSICIAN, and a representative of the New Mexico Activities Association. The Executive Committee shall be responsible for planning and operation of the All-State Music Festival and In-Service Conference; and any other music activities not directly prohibited by the Articles of Incorporation and By-Laws. The Executive Committee shall meet at the discretion of the President or a majority of the Executive Committee may call an emergency meeting. The Executive Committee cannot function as the NMMEA Board of Directors.

SECTION 5. Past Presidents Council: The Past Presidents Council shall be composed of all the past Presidents of NMMEA, and shall be chaired by the immediate Past President. The Council shall act in an advisory capacity to the NMMEA Board of Directors. Meetings shall be convened at the discretion of the Council.

**ARTICLE IX**  
**DUTIES OF OFFICERS**

SECTION 1. The President shall preside at all the meetings of the NMMEA Executive Committee, Board of Directors, and at all the NMMEA meetings of the Corporation. He/she shall be responsible for the general administration of affairs of the Corporation. In the event of his incapacity or absence, his duties shall be performed by one of the Vice-Presidents. Priority of responsibility for functioning under such circumstances shall be in the following order: (1) Vice-President, Band Division; (2) Vice-President, Choral Division; (3) Vice-President, Orchestra Division; (4) Vice-President, General Music Division; (5) Vice President, College/University Music Division.

SECTION 2. The President represents the Association as a member of the Board of Directors of the Southwest Division of the Music Educators National Conference as prescribed in the Constitution of the Music Educators National Conference. The President and/or his designated representative shall act as an advisory to the New Mexico Activities Association.

SECTION 3. Duties of Vice-Presidents: Band, Chorus, Orchestra, Elementary/Junior High School Music, College/University Music.

1. Represent membership, respective Section on NMMEA Board of Directors
  - A. Promote specific music programs statewide
    - (1) Attend NMMEA Board of Directors and Executive Committee meetings. Help formulate policy and planning for the advancement of the total music education program for the Association and the statewide respective programs. Report problems and planning of the respective Sections to the Board of Directors for action, if needed.
    - (2) Provide leadership in formulating and developing program for All-State Music Festival and In-Service Conference:
      - a. Chair respective section meeting
      - b. Determine agenda
      - c. Determine workshops, techniques, materials, etc.
      - d. Clinics, speakers, demonstration, etc.
      - e. Secure recommendation for guest conductors/clinicians. A committee should be appointed to present a list of guest conductors/clinicians, and others could be added from the floor. Membership should vote on preference from five nominees.
      - f. Make arrangement for guest conductors/clinician. The final contract will be sent to clinician by NMMEA President when guest conductor/clinician and music program is secured which should be by March 1.
      - g. Prepare equipment needs list for All-State performing groups. Send to host chairman by early November.
      - h. Appoint the chair(s) for each performing group.
      - i. Provide section column or article for NMMEA magazine.

SECTION 4. The Executive Director shall be custodian of all funds of the Corporation. He/she shall keep an accurate record of members and shall present at the first annual meeting of the Board of Directors, an audited account of all money received and disbursed. He/she shall deposit the funds of the Association in a depository approved by the President and Vice-presidents.

SECTION 5. The Executive authority for the administration of the affairs of NMMEA shall be vested in the Executive Committee, it being understood, however, that all actions of these officers not specifically authorized by the Articles of Incorporation and By-Laws of the Corporation shall be subject to the approval of the Board of Directors.

SECTION 6. Bonding: The Board of Directors by resolution shall be entitled to require any office or employee receiving or disbursing funds of the Corporation to execute a bond with a corporate security company authorized to do business in the State of New Mexico in an amount which the Board of Directors deems suitable for the protection of the Corporation. NMMEA will pay for the bond.

SECTION 7. Insurance: The Board of Directors may provide public liability or other insurance to be carried on any officer or employee performing duties of a nature and character in which a liability may be imposed against the Corporation, such as an injury to such officer or employee, or where such officer or employee may be liable for injuries to a third person. It will be a standard policy of the Corporation to require that insurance be provided on any of its members who may participate in a parade, music festival, or any other type of program which the Association or its members may participate, either by purchasing such insurance itself or requiring such insurance to be provided by the individual or sponsoring organization.

## **ARTICLE X** **COMMITTEES**

SECTION 1. Committee of Directors: The Board of Directors, by resolution, adopted by a majority of the Board of Directors, may designate one or more committees, each of which shall consist of two (2) or more directors. Such committee(s) to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, the designation of such committee(s) and delegation there to of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon him or it by law.

SECTION 2. Other Committees: Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present to carry out such duties as directed by the appointing authority.

SECTION 3. Term of Office: Each member of a committee shall continue to serve at the pleasure of the President or until his successor is appointed.

SECTION 4. Chairperson: One member of each committee shall be appointed chairperson by the President.

SECTION 5. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the original appointments.

SECTION 6. Quorum: Unless otherwise provided in the resolution of the Board of Directors designating the committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. Rules: Each committee may adopt rules for its own government not inconsistent with the By-Laws of rules adopted by the Board of Directors.

**ARTICLE XI**  
**CONTRACT, CHECKS, DEPOSITS AND FUNDS**

SECTION 1. Contracts: The Board of Directors may authorize any officer or officers, agents, or agents of the Corporation, in addition to the officers so authorized by these By-Laws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. such authority may be general or confined to specific instances.

SECTION 2. Checks, drafts, etc.: All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by an officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Executive Director who shall be bonded.

SECTION 3. Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.

SECTION 4. Gifts: The Board of Directors may accept on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

**ARTICLE XII**  
**CERTIFICATES OF MEMBERSHIP**

SECTION 1. Certificates of Membership: The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice-President and by the Executive Director and shall be sealed with the seal of the Corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued upon such terms and conditions as the Board of Directors may determine.

SECTION 2. Issuance of Certificates: When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership may be issued in his name and delivered to him by the Executive Director, if the Board of Directors shall have provided for issuance of certificates of membership, under the provisions of Section 1 of this Article.

**ARTICLE XIII**  
**BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its meetings, Board of Directors, and Committees having any authority of the Board of Directors, and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent, attorney, or authorized authority for any proper purpose at any reasonable time.

**ARTICLE XIV**  
**FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June each year.

**ARTICLE XV**  
**DUES**

Dues for the various membership categories will be established by the Board of Directors based upon the MENC dues structure. Any increase in NMMEA State dues shall be voted by the membership.

**ARTICLE XVI**  
**SEAL**

The Board of Directors shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal of New Mexico Music Educators, A Non-Profit Corporation."

**ARTICLE XVII**  
**WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of New Mexico, or under the provisions of Articles of Incorporation or By-Laws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving such notice.

**ARTICLE XVIII**  
**APPEAL PROCEDURE**

SECTION 1. Right of Appeal: Any decision of the New Mexico Music Educators Association, and/or the Board of Directors, meeting officially, by which a student, and/or a school feels it is aggrieved, must first be appealed to the NMMEA Board of Directors before being appealed to the Review Board of the New Mexico Activities Association. If appealed, such appeal shall be heard de novo.

SECTION 2. Appeal Procedures: If aggrieved by the determination of the New Mexico Music Educators Association, the student, and/or school have a right to appeal that decision to the Review Board of the New Mexico Activities Association. Such appeal shall be initiated by a letter from the school to the New Mexico Activities Association Executive Director requesting the Review Board of the New Mexico Activities Association to review the decision of the New Mexico Music Educators Association Board of Directors. Such a letter of request for appeal must be postmarked within five (5) days of notification of the decision from NMMEA to be deemed timely. Failure to appeal within the time specified is a waiver of any right of appeal.

SECTION 3. New Evidence: New evidence will not be allowed unless not in existence at the time of the decision by the NMMEA Board of Directors, or which, although in existence at the time was not discovered, although due diligence was exercised.

**ARTICLE XIX**  
**AMENDMENTS TO BY-LAWS**  
**(Adopted by Membership, January 6, 1984)**

SECTION 1. These By-Laws may be amended by a two-thirds (2/3) majority vote of the members present at any regular meeting of the Corporation, provided the proposed amendment(s) has (have) been previously presented to and approved by a majority of the NMMEA Board of Directors at a regular or special meeting of the NMMEA Board of Directors.

SECTION 2. The altering or amending of the By-Laws of the Corporation may be initiated by a majority of the Board of Directors of the Corporation, or by a petition signed by no less than twenty percent (20%) of the membership of each of four (4) NMMEA District Associations. The petition with appropriate signatures of paid members is then to be presented to the NMMEA Board of Directors for approval. If an amendment is approved by the majority of the Board of Directors, it may be presented to the membership at a regular meeting for approval or rejection.

SECTION 3. These By-Laws may be altered, amended, or repealed by a referendum vote of the membership conducted in the following manner: The proposed amendment or alteration having been approved by a majority of the NMMEA Board of Directors at a regular or special meeting, may be submitted by mail to the paid members, NMMEA Record by the NMMEA Executive Director as directed by the Board of Directors. If such amendment(s) be approved by not less than two-thirds (2/3) majority of the members returning a ballot marked for the amendment(s) on or before the time limit which shall be not less than fifteen (15) days after the postmark of the ballots to the members, the amendment(s) shall be considered adopted.

SECTION 4. Any conflict between the provisions contained in the Articles of Incorporation, or the By-Laws of the NMMEA Corporation with the New Mexico Non-Profit Act as now enacted or which may be enacted by an act of the New Mexico Legislature will in all respects be deemed to be controlling.

**ARTICLE XX**  
**LOBBYING**

No substantial part of the activities of the Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislators. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

**KNOWN ALL MEN BY THESE PRESENTS:**

That the undersigned Corporation's Chief Officer of the New Mexico Music Educators Association, Inc., a Non-Profit Corporation, and by the Executive Director of said Corporation do hereby certify the above and foregoing By-Laws were duly adopted by the Board of Directors and membership at a regular meeting of said Corporation on the 12<sup>th</sup> day of January, 1979, and that they now constitute the By-Laws of the said Corporation.

Attest:

/S/ Donald M. Hardisty, President

/S/ Rollie V. Heltman, Executive Secretary

Amended January 9, 2009