

**Amended and Restated
Piedmont Craftsmen, Inc.
Bylaws
September 22, 2011**

ARTICLE I

Name and Offices

Section 1. Name. The name of the organization shall be Piedmont Craftsmen, Inc., hereinafter called the “Corporation”.

Section 2. Offices. The principal office and registered agent of the Corporation shall be located in Forsyth County, North Carolina. The Corporation may have such other offices, within or outside the city of Winston-Salem, North Carolina as may be designated by the Board of Trustees, or as shall be appropriate or necessary for the conduct of the affairs of the Corporation.

ARTICLE II

Purpose and Mission

Purpose. The Corporation is a non-profit 501(c)(3) promotes the value of fine craft. We champion the work of exhibiting members, provide education and create connections among artists, collectors, and the community. The Corporation shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) or successor provisions of the Internal Revenue Code.

ARTICLE III

Membership

Section 1. General Rights and Powers. Subject to the categories delineated below and except as otherwise provided by law, the Articles of Incorporation, or by these Bylaws, the number, classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension and expulsion of members shall be determined by the Board of Trustees. Except as may be otherwise required by law, the Articles of Incorporation, or these Bylaws, any right of members to vote and any right, title or interest in or to the Corporation, its properties and franchises, shall cease and divest upon termination of membership, except that liability of a member for any sum due the Corporation shall survive such termination unless otherwise expressly provided by the Board of Trustees.

Section 2. Qualifications for Membership. Membership is comprised of the following categories:

A. Exhibiting Members and Exhibiting Team Members. Membership is granted upon application to the Corporation, successful completion of the jury process, the

1 | Approved by Piedmont Craftsmen’s Board of Trustees 9/22/11. Approved by Piedmont Craftsmen’s Membership at the Annual Meeting on November 20, 2011. New missions approved by the Board of Trustees January 31, 2016.

recommendation of the Corporation's Standards Committee and subsequent approval by the Board of Trustees.

Transferability of Exhibiting Membership. Such membership, once received, cannot be sold, assigned, conveyed, assumed, deeded or otherwise transferred to another individual, team/team member or entity. Membership is conferred only to the individual or original team having successfully completed the application process, jury selection and Board approval.

Exhibiting Member Leave of Absence. An Exhibiting Member can request a leave of absence by submitting such request in writing to the Executive Committee. Such leave may be for a maximum of three (3) years at a reduced membership fee, such fee, or the waiver thereof, to be determined at the discretion of the Executive Committee. If the Exhibiting Member has not resumed full membership status at the end of three (3) years, he or she will be required to re-jury as a returning Exhibiting Member. While on such leave of absence, the Exhibiting Member is in a non-voting status and is not entitled to Exhibiting Member benefits. Exhibiting Members on approved leave of absence will not be considered as members for purposes of determining presence of a quorum or number of votes cast.

B. Supporting Members. Membership is granted to individuals interested in the work of the Corporation, upon registration and payment of annual membership contribution. Supporting membership status shall extend to the immediate family members (spouse and minor children of the household) of all individual Supporting and of all Exhibiting Members, provided that each family unit shall be considered a single member for voting purposes.

C. Life Members. Membership is granted to: (i) founding members for their contribution to the organization of the Corporation; and (ii) individuals for their extraordinary contribution to the Corporation. No annual membership contribution is required.

Section 3. Voting Privileges. All members in good standing shall have voting privileges at the Annual Meeting or at any general membership meeting of the Corporation. Members who are not in good standing (have not paid the annual membership contribution as set forth below), and Exhibiting Members on approved leave shall not have voting privileges.

Section 4. Annual Membership Contribution. Unless specifically exempted, all members shall pay an annual membership contribution. Membership and its privileges shall continue for the year in which a member has remitted the annual membership contribution and the member shall be considered to be in good standing for that year. In the event of the death of a member in good standing during the year, such member's estate shall be entitled to all benefits of membership for the remainder of that year.

Membership and its privileges shall lapse for any Exhibiting Member who fails to remit the annual membership contribution by June 30th of each year, or such earlier date as may be established by the Executive Committee from time to time. Any member whose membership has lapsed will be required to re-jury as a returning Exhibiting Member.

ARTICLE IV

Meetings of Members

Section 1. Place of Meetings. All meetings of the members shall be held at the principal office of the Corporation, or at such other place, either within or without the State of North Carolina, as shall be designated by the Board of Trustees.

Section 2. Annual Meetings. The Annual Meeting of the members shall be held each year at such date, time and place as shall be designated by the Board of Trustees, for the purpose of electing trustees of the Corporation and for the transaction of such other business as may be properly brought before the meeting.

Section 3. Special Meetings. Special Meetings of the members may be called at any time by resolution adopted by the Board of Trustees or upon receipt of written demand(s) of at least ten percent (10%) of all members entitled to vote on any issue proposed to be considered at such meeting pursuant to such demand(s), provided such demand(s) describe the purpose(s) for which said special meeting is to be held and are signed, dated and delivered to the Secretary of the Corporation. Notice of a special meeting called by resolution of the Board of Trustees shall be given as specified in the resolution and shall set forth the date, time, place and purpose of the special meeting. Notice of a special meeting called at the demand of members shall be given within thirty (30) days after the date of receipt by the Secretary of the demand(s) requiring the call of such special meeting and shall set forth the date, time, place and purpose of the special meeting.

Section 4. Notice. Written or printed notice of all meetings of the members stating the date, time and place of the meeting shall be given not less than ten (10) nor more than sixty (60) days before the date thereof, either by electronic means; by mail or by any other method permitted by North Carolina law, at the direction of the person(s) calling the meeting, to each member entitled to vote at such meeting.

In the case of a special meeting, the notice of meeting shall specifically state the purpose(s) for which the meeting is called. In the case of an annual meeting, the notice of meeting shall include a description of any matter(s) that shall be approved at the meeting.

If a meeting is adjourned for more than 120 days after the date fixed for the original meeting, or if a new record date is fixed for the adjourned meeting, or if the date, time and place for the adjourned meeting is not announced prior to adjournment, then notice of the adjourned meeting shall be given as in the case of an original meeting; otherwise, it is not necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

A member's attendance at a meeting constitutes a waiver by such member of (a) objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) objection to consideration of a particular matter at the meeting that is not within the purpose(s) described in the notice of the meeting, unless the member objects to considering the matter before it is voted upon.

Section 5. Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any proper purpose, the Board of Trustees may fix in advance a date as the record date for such determination of members, such record date in any case to be not more than seventy (70) days immediately preceding the date of the meeting or the date on which the particular action, requiring such determination of members, is to be taken.

If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the close of business on the day before the date on which notice of the meeting is first given to members shall be the record date for such determination of members.

A determination of members entitled to notice of or to vote at a members' meeting is effective for any adjournment of the meeting unless the Board of Trustees fixes a new record date for the adjourned meeting, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

Section 6. Members List. Not later than two (2) business days after the date notice of a meeting of members is first given, the Secretary or other officer or person having charge of the membership books of the Corporation shall prepare an alphabetical list of the members entitled to notice of such meeting, including the electronic or mailing address of each member, which list shall be kept on file at the principal office of the Corporation (or such other place in the city where the meeting is to be held as may be identified in the notice of the meeting) for the period commencing two (2) business days after notice of the meeting is first given and continuing through such meeting, and which list shall be available for inspection by any member upon his/her demand, at any time during regular business hours. This list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member during the whole time of the meeting and any adjournment thereof.

Section 7. Quorum. Ten percent (10%) of the voting membership in good standing shall constitute a quorum for the transaction of business at any meeting of the members. Any member present at the meeting in person or by written ballot shall be counted in determining the presence of a quorum. If there is no quorum at the opening of a meeting of the members, such meeting may be adjourned from time to time by the vote of a majority of the members voting on the motion to adjourn; and, at any adjourned meeting which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

Once a member is counted for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment thereof unless a new record date is or must be set for that adjourned meeting.

ARTICLE V

Trustees

Section 1. General Powers. All corporate powers of the Corporation shall be exercised by or under the authority of, and the purpose, mission and affairs of the Corporation shall be managed under the direction of, the Board of Trustees.

Section 2. Number, Term and Qualification. There shall be a minimum of nine (9) trustees serving on the Board of the Corporation at least five (5) of whom shall be Exhibiting Members. The term of each trustee will be from one (1) to three (3) years. Subject to the foregoing limitations with respect to the minimum size and the terms of trustees, the Board of Trustees by resolution shall set the number of trustees and the prospective term of each prior to the Annual Meeting of members to be effective for the immediately following calendar year. No trustee shall serve for more than two (2) consecutive elected terms. The Immediate Past Chairperson shall serve as a trustee for one (1) year following his/her term as Chairperson.

No resolution reducing the number of trustees below the number of trustees then in office shall of itself have the effect of removing any trustee prior to the expiration of such trustee's term of office. Any positions on the Board of Trustees created by an increase in the number of trustees pursuant to such a resolution and not filled by the members shall be treated as vacancies to be filled by and in the discretion of the Board of Trustees. The number of trustees fixed pursuant to such a resolution shall be deemed to be the number of trustees prescribed by these Bylaws until such time as modified by a subsequent resolution of the Board of Trustees.

Unless provided otherwise at the time of election, the term of each trustee shall be the period from the effective date of his/her election to the next annual meeting of members. The effective date of trustees elected at the Annual Meeting of members shall commence on January 1st of the immediately following year unless expressly provided otherwise at the time of election. Notwithstanding the stated terms of trustees, a trustee shall continue to serve after expiration of his/her stated term until his/her successor is elected and qualifies or there is a decrease in the number of trustees eliminating his/her position, and a trustee shall cease to serve as such and his/her position shall be deemed vacant upon his/her death, resignation, removal or disqualification.

All trustees must be members in good standing with the Corporation.

Section 3. Election of Trustees. Except as provided in Section 6 below, trustees, other than the Immediate Past Chairperson, shall be elected at the Annual Meeting of members.

Section 4. Voting for Trustees. Trustees shall be elected by a plurality of the votes cast by the members entitled to vote in the election of trustees at a meeting at which a quorum is present.

Section 5. Removal. If any trustee is absent from four (4) Board Meetings during any period of six (6) months without due cause, the position may be declared vacant and filled according to Section 6 below.

Section 6. Vacancies. A vacancy occurring in the Board of Trustees, including positions not filled by the members or those resulting from an increase in the number of trustees, may be filled by resolution of the Board.

ARTICLE VI

Meetings of Trustees

Section 1. Regular Meetings. A regular annual meeting of the Board of Trustees shall be held immediately after, and at the same place as, the annual meeting or substitute annual meeting of members. In addition, the Board of Trustees may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings.

Section 2. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the Chief Executive Officer or any two (2) trustees. Such meetings may be held either within or without the State of North Carolina.

Section 3. Notice of Meetings. Regular meetings of the Board of Trustees may be held without notice.

The person or persons calling a special meeting of the Board of Trustees shall, at least two (2) weeks before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

A trustee's attendance at or participation in a meeting shall constitute a waiver by such trustee of notice of such meeting, unless the trustee at the beginning of the meeting (or promptly upon his/her arrival) objects to holding the meeting or to the transaction of business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 4. Quorum. One-third ($\frac{1}{3}$) of the number of trustees fixed or prescribed by these Bylaws shall be required for, and shall constitute, a quorum for the transaction of business at any meeting of the Board of Trustees. However, in the event of vacancies on the Board of Trustees, then a quorum shall consist of one-third ($\frac{1}{3}$) of the trustees in office.

Section 5. Manner of Acting. Except as otherwise provided in these Bylaws or required by applicable law, the affirmative vote of a majority of the trustees present at a meeting of the Board of Trustees shall be the act of the Board of Trustees, if a quorum is present when the vote is taken.

Section 6. Organization. Each meeting of the Board of Trustees shall be presided over by the Chairperson, and in his/her absence or at his/her request, by the Vice-Chair, or in the absence of the Chairperson and the Vice-Chair, by the Chief Executive Officer or any person selected to preside by vote of a majority of the trustees present. The Secretary, or in the absence or at the request of the Secretary, any person designated by the person presiding at the meeting, shall act as secretary of the meeting.

Section 7. Action without Meeting. Action required or permitted to be taken by the Board of Trustees at a meeting may be taken without a meeting if one (1) or more written consents describing the action taken are signed by each of the trustees whether before or after the action so taken, and filed with corporate records or the minutes of the proceedings of the Board. Such action shall be by unanimous consent or by such lesser vote as may be permitted by law. Action so taken is effective when the last trustee signs such consent, unless the consent specifies a different effective date. Such consent has the effect of a meeting vote and may be described as such in any document.

Section 8. Participation by Conference Telephone. Any one (1) or more trustees may participate in a meeting of the Board of Trustees by means of a conference telephone or similar communications device that allows all persons participating in the meeting to simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE VII

Officers

Section 1. General. The officers of the Corporation shall consist of a Chairperson, Vice-Chair, Second Vice-Chair, Chief Executive Officer/President, a Secretary and a Treasurer, and may also include any other officers as may be appointed by the Board of Trustees. The title of any officer may include any additional designation descriptive of such officer's duties as the Board of Trustees may prescribe.

Section 2. Appointment and Term. The officers of the Corporation shall be elected from time to time by the Board of Trustees. Each officer shall serve for a period of one (1) year or until his/her successor is duly elected by the Board of Trustees.

Section 3. Removal. Any officer may be removed by the Board of Trustees at any time with or without cause; but such removal shall not itself affect the contract rights, if any, of the person so removed.

Section 4. Chairperson. Subject to the direction and control of the Board of Trustees, the Chairperson shall supervise and control the meetings of the Board of Trustees, shall facilitate the implementation of all Board policies and shall have such duties and authority as are normally incident to the position of chairperson of a corporation and such other duties and authority as may be prescribed from time to time by the Board of Trustees or as are provided for elsewhere in these Bylaws.

Section 5. Chief Executive Officer/President. Subject to the direction and control of the Board of Trustees, the Chief Executive Officer shall supervise and control the management and operations of the Corporation, shall have such duties and authority as are normally incident to the position of chief executive officer of a corporation and such other duties as may be prescribed from time to time by the Board of Trustees, or as are provided for elsewhere in these Bylaws.

Section 6. Vice-Chair. The Vice-Chair shall, in the absence or disability of the Chairperson, have the authority and perform the duties of said office. In addition, the Vice-Chair shall perform such other duties and have such other powers as are normally incident to the office of Vice-Chair or as shall be prescribed by the Board of Trustees. Serving as Vice-Chair shall prepare the person so serving to serve as Chairperson at the discretion of the Board of Trustees.

Section 7. Second Vice-Chair. The Second Vice-Chair shall, in the absence or disability of the Chairperson and Vice-Chair, have the authority and perform the duties of said office. In addition, the Second Vice-Chair shall perform such other duties and have such other powers as are normally incident to the office of Second Vice-Chair or as shall be prescribed by the Board of Trustees. Serving as Second Vice-Chair shall prepare the person so serving to serve as Vice-Chair and Chairperson at the discretion of the Board of Trustees.

Section 8. Secretary. The Secretary shall have the responsibility and authority to maintain and authenticate the records of the Corporation; shall keep, or cause to be kept, accurate records of the acts and proceedings of all meetings of members and trustees; shall give, or cause to be given, all notices required by law and by these Bylaws; shall have general charge of the corporate books and records and of the corporate seal, and shall affix the corporate seal to any lawfully executed instrument requiring it; shall have general charge of the membership books of the Corporation and shall keep, or cause to be kept, all records of members as are required by applicable law or these Bylaws; shall sign such instruments as may require the signature of the Secretary; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her from time to time by the Chairperson, the Chief Executive Officer, or the Board of Trustees.

Section 9. Treasurer. The Treasurer shall serve as the Chair of the Finance Committee, shall verify the proper use of all grant monies received, shall review the monthly financial statements of the Corporation, shall present periodic reports on the finances of the corporation to the Board of Trustees and shall generally perform all other duties incident to the office of Treasurer and such other duties as may be assigned to him or her from time to time by the Chairperson, the Chief Executive Officer, or the Board of Trustees.

ARTICLE VIII

Committees

The work of the Corporation shall be shared and shall draw upon the skills of its members through the use of committees and Task Forces established by the Board of Trustees. Committees and Task Forces shall be charged with the conduct of corporate business and the formulation of goals, objectives and programs. The Chairperson shall appoint members to serve on all committees except the Standards and the Board Development Committees.

Standing committees shall be: Board Development, Education, Executive, Finance, Membership and Standards.

Ad hoc committees shall be: Development/Fundraising, Exhibitions, Shop, Fair, Governance, Marketing, Personnel, Strategic Planning and Technology.

Section 1. Board Development. The Board Development Committee shall review current and anticipated board needs annually, provide an opportunity for members to recommend prospective nominees for trustees and prepare a slate of nominees willing to serve.

Section 2. Education Committee. The Education Committee shall maintain, expand and develop new educational programs that respond to the needs of the community and beyond and shall promote the educational purpose of the Corporation.

Section 3. Executive Committee. The Executive Committee shall be composed of the Chairperson, the Chief Executive Officer, the Vice-Chair, the Second Vice-Chair, the Treasurer, and in the discretion of the committee, up to two (2) additional trustees designated by the committee at its first meeting of the year. The Executive Committee shall implement policies as established by the Board of Trustees and shall assure all activities of the Corporation meet the charitable objectives of the Corporation.

Section 4. Finance Committee. The Finance Committee shall be composed of the Treasurer; the Chairperson; the Chief Executive Officer and a minimum of two (2) additional members. The Treasurer shall serve as Chair of the committee.

The duties of the Finance Committee shall be to review the budget, evaluate the financial status of the organization and interface with the auditors.

Section 5. Membership Committee. The Membership Committee shall develop and implement strategies to increase and retain Supporting Members. The committee shall work with Exhibiting Members to identify prospective new members and shall develop/implement support programs and events for both Supporting and Exhibiting Members.

Section 6. Standards Committee. The Standards Committee shall be composed of thirteen (13) members, none of whom can be a current member of the Board of Trustees, one (1) of whom shall serve as Chair and shall only vote in the case of a tie. Nine (9) committee members shall be Exhibiting Members roughly reflecting the discipline proportions of all Exhibiting Members. Two (2) members shall be from an art or craft related field and one (1) member shall be a Supporting Member. The term of service shall be for one (1) year with the exception that one (1) Exhibiting Member shall serve as a voting Vice-Chair one (1) year and become the non-voting Chair the following year.

The making, altering, amending and rescinding of approved policies, standards and procedures of the Standards Committee requires approval of the Board of Trustees and a majority vote of the votes cast by Exhibiting Members. All such approved actions will become effective for the jurying and re-jurying process during the next calendar year following approval.

Section 7. Ad Hoc Committees. The Corporation shall have the following ad hoc committees as determined by the Board of Trustees from time to time. In addition, the Board by resolution may establish such other committees and task forces as deemed appropriate to further the objectives of the Corporation. Members of ad hoc committees need not be trustees.

Development/Fundraising Committee – Develops and implements fundraising strategies, solicits contributions and event sponsorships and organizes special event fundraisers as needed.

Exhibition Committee – Works with and supports staff to develop and implement all exhibitions.

Fair Committee – Works with and supports staff to organize sub-committees and key volunteer positions for the successful execution of the annual Piedmont Crafts Fair and helps identify and solicit sponsors.

Governance/Bylaws Committee – Maintains and updates the Bylaws and other corporate documents and assists other committees of the Board and staff with compliance issues.

Marketing Committee – Develops a marketing plan to support and promote the programs, exhibitions, gallery, crafts fair and special events, and works with and supports staff in all areas of marketing and branding.

Personnel Committee – Oversees the performance appraisal and salary review process for the Chief Executive Officer, recommends salary adjustments for the annual budget, provides support for staffing issues, and assures compliance with employee policies, practices and procedures.

Shop Committee – Works with and supports staff to set shop policies, reviews targeted goals and performance metrics and makes recommendations to the Board of Trustees as needed.

Strategic Planning Committee – Develops a strategic three (3) to five (5) year plan for the organization, including goals, timeline and responsibilities.

Technology Committee – Provides strategic planning for upgrading, maintaining and utilizing technology related hardware, software and services.

ARTICLE IX

Amendments to the Bylaws

Section 1. Notice to Amend Bylaws. The voting members of the Corporation by a majority vote of the votes cast, shall have the power to amend the Bylaws of the Corporation, provided the intent of such action be stated in notice ten (10) days prior to the date of the meeting.

Section 2. Amendment by Board. The Board of Trustees may also amend the Bylaws by two-thirds ($\frac{2}{3}$) vote of the Board at a regular or special meeting.

ARTICLE X

Indemnification

Section 1. General. To the fullest extent permitted by applicable law, as it now exists or may hereafter be amended, the Corporation shall indemnify all persons serving as trustees of the Corporation against all liability and litigation expense, including but not limited to reasonable attorneys' fees, arising out of their status as such or their activities in the foregoing capacity, regardless of when such status existed or activity occurred and regardless of whether or not they are trustees of the Corporation at the time such indemnification is sought or obtained. Without limiting the generality of the foregoing indemnity, such persons may also recover from the Corporation all reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights to indemnification granted by this section. The provisions of this section are in addition to and not in limitation of the power of the Corporation with respect to, and the rights of any trustee of the Corporation to receive the benefits of, any other or further indemnification, insurance, elimination of liability or other right or benefit which is either required by the NORTH CAROLINA NONPROFIT CORPORATION ACT or permitted thereby and duly adopted by the Corporation in accordance therewith.

Section 2. No Persona Liability. To the fullest extent permitted by applicable law, as it now exists or may hereafter be amended, no trustee of the Corporation shall have any personal liability arising out of any action, whether by or in the right of the Corporation or otherwise, for monetary damages for breach of his or her duty as a trustee. This section shall not impair any right to receive indemnity or insurance from the Corporation or any third party which any trustee may now or hereafter have. Any repeal or modification of this section shall not impair or otherwise adversely affect any limitation on, or elimination of, the personal liability of a trustee affected hereby with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE XI

Audits

The Corporation's accounts shall be audited annually by a reputable certified accountant, whose report shall be submitted to the Board of Trustees for acceptance.

ARTICLE XII

Contracts, Loans and Deposits

Section 1. Contracts. The Board of Trustees may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any document or instrument on behalf of the Corporation, and such authority may be general or confined to specific instances. Any resolution of the Board of Trustees authorizing the execution of documents by the proper officers of the Corporation or by the officers generally and not specifying particular officers shall be deemed to authorize such execution by the Chairperson, the Chief Executive Officer, the Vice-Chair, or

Second Vice-Chair, or by any other officer if such execution is within the scope of the duties of such other officer. The Board of Trustees may by resolution authorize such execution by means of one or more facsimile signatures.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Trustees. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Trustees.

Section 4. Deposits. All funds of the Corporation not otherwise employed or invested shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Trustees direct.

ARTICLE XIII

Records and Reports

Section 1. General. The Corporation shall keep all records and submit and file all reports and filings as are required by applicable law. Unless the Board of Trustees otherwise directs, the Treasurer shall be responsible for keeping, or causing to be kept, all financial and accounting records of the Corporation and for submitting or filing, or causing to be submitted or filed, all reports and filings of a financial or accounting nature, and the Secretary shall be responsible for keeping, or causing to be kept, all other records and for submitting or filing, or causing to be submitted or filed, all other reports and filings.

The Corporation shall keep as permanent records minutes of all meetings of its incorporators, members and Board of Trustees, a record of all actions taken by the members or Board of Trustees without a meeting, and a record of all formal action taken by committees of the Board of Trustees not subsequently approved and included in Board minutes. The Corporation shall maintain appropriate accounting records. The Corporation or its agent shall maintain a record of its members. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 2. Records at Principal Office. The Corporation shall keep a copy of the following records at the Corporation's principal office:

- (a) Its Articles or restated Articles of Incorporation and all amendments to them currently in effect;
- (b) Its Bylaws or restated Bylaws and all amendments to them currently in effect;

- (c) The minutes of all meetings of Board of Trustees, and records of all action taken by the Board without a meeting;
- (d) The minutes of all meetings of members, and records of all action taken by Members without a meeting, for the past three (3) years;
- (e) All written communications to members generally within the past three (3) years and the financial statements required by law to be made available to the members for the past three (3) years; and
- (f) A list of the names and addresses of its current trustees and officers.

ARTICLE XIV

General Provisions

Section 1. Corporate Fiscal Year. The Corporate Fiscal Year shall run from January 1 until the following December 31.

Section 2. Annual and Financial Reports. The Board of Trustees shall make available to the membership, an Annual Report of its actions, a financial statement and recommendations for the future.

Section 3. Seal. The seal impressed on the margin of this page shall be the corporate seal of the Corporation or such other seal including the name of the corporation and its state of organization as may be adopted by the Board of Trustees from time to time. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, stamped or reproduced by any means. Any officer of the Corporation authorized to execute or attest a document on behalf of the Corporation may affix or reproduce on such document, as and for the corporate seal of the Corporation, a seal in any other form sufficient to evidence that it is intended by such officer to represent the corporate seal of the Corporation, in which case such seal shall be as effective as the corporate seal in the form herein prescribed.