

## **Bylaws National New Deal Preservation Association**

BY LAWS of the NATIONAL NEW DEAL PRESERVATION ASSOCIATION  
Amended April 6, 2006

### ARTICLE I – NAME

The name of this non-profit corporation shall be the National New Deal Preservation Association henceforth referred as the Association.

### ARTICLE II – PURPOSE

The purpose for which the Association is organized is to identify, document and preserve the New Deal visual and performing arts, literature, crafts, structures and environmental projects and to educate people about these important legacies.

### ARTICLE III – MEMBERS

Membership in the Association shall be open to any person or organization subscribing to the purposes of the Association. Members shall have the right to participate in all activities of the Association.

A. Membership Types: Individual, Family, Lifetime, Group, Affiliate, Honorary

B. Membership Dues: Individual dues are Twenty-Five Dollars (\$35.00) per year. Family dues are Forty-Five Dollars (\$60.00) per year. Lifetime dues are Three Hundred Dollars (\$300.00). Group dues (national organizations, governmental agencies, and business groups) are One Hundred Dollars (\$100.00) per calendar year. Affiliates (groups with related purposes) dues are One Hundred Dollars (\$100.00) per year if their members total 1-50 and One Hundred Fifty Dollars (\$150.00) per year if their membership is more than 50 persons. Honorary to be bestowed on those who have been so designated by the Board of Trustees.

C. Chapters: The Association encourages the creation of affiliated chapters and shall provide assistance as possible to accomplish this goal. Each chapter will submit a request to the Association to be chartered under the NNDPA auspices. If board approves, NNDPA will provide the chapter with their first charter, renewable annually after submission of chapter program and financial reports.

1. Chapters can establish their own dues structure, but each member of the chapter will be expected to pay the National Dues of \$25.00 in addition to the Chapter dues. The Association collects dues for both national and local chapters, allocating the chapter its portion.

2. Chapters have the option of using the NNDPA IRS non-profit status or applying for their own.

#### ARTICLE IV – ANNUAL MEETING OF MEMBERSHIP

A. Meeting Date and Agenda: There shall be an Annual Meeting of the membership to be held sometime during the fourth quarter of the calendar year. The time and place of the meeting will be determined by the Board of Trustees, who shall be expected to attend. Written notice of the meeting shall be given to all members sixty (60) days prior to the meeting. All members shall have the right to recommend items to be included in the agenda of the Annual Meeting and these recommendations must be received by the Board forty-five (45) days prior to the meeting date.

B. Elections and Quorum: All individual members have equal voting while group members will all be encouraged to attend, but only two voting members will be allowed per group. Election of Trustees will be held at the Annual Meeting, voting to include those present and also by written and signed proxy. A quorum will consist of a simple majority plus one.

#### ARTICLE V – BOARD OF TRUSTEES

A. Purpose, Number, Qualification, Removal, Resignation, Vacancies: The purpose of the Board of Trustees is to govern and direct activities of the Association and to exercise the lawful powers of the Association. The Board will consist of no more than seventeen (17) elected Trustees from the membership and the immediate past President of the Association. There shall never be less than five (5) Trustees on the Board. The first Board will consist of those participants at the initial meeting of the organization Dec. 3-4, 1999 in Santa Fe, New Mexico. Future boards will be elected by the members as set forth in the Articles of Incorporation. All Trustees will serve by accepting the responsibility for chairing and/or serving on at least one committee. All Trustees will accept the honor of serving by donating One Hundred Dollars (\$100.00) annually. Each Trustee must attend the Annual Meeting to be held during the fourth quarter of the year. A Trustee will serve until the Trustee's successor has been elected and qualified. A Trustee may be removed with or without cause by a majority of the other Trustees, or may resign by giving thirty (30) days written notice to the Board. Vacancies will be filled by a majority of the remaining Trustees, even if less than a quorum. This individual will fill the vacancy on the Board for the remainder of the term of that position, and can then choose to be re-elected or retire from the position.

B. Classification, Terms, Tenure: At the first meeting of Trustees following election of the Board of Trustees by the initial members, the elected Trustees will by lot divide themselves into three classes as nearly equal in size as possible. Trustees will serve terms of three years, with the exception that the Trustees in Class 1 will

have an initial term of one year, and the Trustees in class 2 will have an initial term of two years. The appropriate class of Trustees will, before the expiration of the term of that class of Trustees, be elected by all of the Members at the Annual Meeting for a three -year term. No Trustee will serve more than two consecutive full terms or six (6) years but after being off the Board for a one year interval, may be re-elected to two new consecutive terms. The Retiring President will, however, automatically be retained as a Trustee following the Retiring President's term of office regardless of the number of terms the Retiring President previously has served as Trustee, and will continue to serve as a Trustee until the President's successor becomes an automatic Trustee. Trustees serve as Directors of the Association, and all reference to "Trustee or Trustees" will be deemed to refer to "Director or Directors" when required by law.

C. Election: The Board will determine an appropriate number of Trustee positions to be filled at the Member's Annual Meeting. The Nominating Committee will nominate persons to fill the Trusteeships in accordance with the procedures set forth in these Bylaws. All nominees must have agreed to serve prior to their nomination. Nomination by the Nominating Committee will be made upon presentation of a petition listing the nominees to the President at least sixty (60) days prior to the Member's Annual Meeting, together with the nominees' acceptance of the nomination. The nominees who receive the most votes will constitute the new class of Trustees.

D. Meetings: The Annual Meeting of the Board of Trustees will be held immediately following the Annual Meeting of the membership during the fourth quarter of the year. The time and place will be fixed by the President. Regular meetings will be held not less than annually. Other meetings may be called as needed. The Executive Committee shall determine the number and place or subsequent meetings. Special Meetings of the Board of Trustees may be called by five Trustees or the President, with consent of the Executive Committee.

E. Notice: Written notice stating the time, place, purpose, and if a Special Meeting, will be delivered within fifteen (15) days before the meeting date either personally or by mail at the direction of the President, the Secretary or the persons calling the meeting.

F. Quorum, Voting: A majority of the Trustees then in office will constitute a quorum at Board Meetings. A quorum one attained continues until adjournment despite a voluntary withdrawal of Trustees which leaves less than a quorum. The Trustees will act only as a Board with each Trustee having one vote.

#### ARTICLE VI – OFFICERS OF THE BOARD OF TRUSTEES

A. Number, Tenure, Qualification, Election: The Officers of the Board of Trustees will be President, Vice President, Secretary and Treasurer, and such other officers as the Board may decide. Officers will be selected as appropriate by the newly constituted Board at its first Regular Meeting, and shall serve two year terms and/or until their successors are elected and qualified. Officers cannot serve more than two

consecutive terms Officers must be Trustees when they serve their terms as officers; however, the Nominating Committee may nominate persons for officer positions who are not then Trustees but who may have also been nominated as Trustees. If the nominees are not elected as Trustees, the nominees' names will be removed from the ballots for election of officers before the election of officers. An Officer may be removed with or without cause by two-thirds of the Trustees, or may resign. Vacancies and newly created offices will be filled by the Board of Trustees. If necessary, one person may hold more than one office, except the Treasurer position.

B. President and Vice President: The President, or the Vice President during the absence, disability or failure to act of the President, will be the Chief Officer of the Association, and will be an ex-officio member of all committees, will preside at all Association meetings and, when authorized, will execute and deliver documents in the name of the Association.

C. Secretary and Assistants: The Secretary, or any Assistant Secretary during the absence disability or failure to act of the Secretary, will keep current, or monitor the keeping of all corporate records of the Association and take and present the minutes of all meetings. When authorized, will execute, attest, seal and deliver documents of the Association.

D. Treasurer and Assistants: The Treasurer, or any Assistant Treasurer during the absence, disability or failure to act of the Treasurer, will assist management in keeping correct and complete books and records of accounts for the Association.

#### ARTICLE VII – EXECUTIVE DIRECTOR

The Board of Trustees may appoint an Executive Director, upon such terms and conditions as it deems proper, who will be responsible for the conduct of the Association's business within the prescribed policies of the Board. If the position is filled, the Executive Director will be the chief administrative officer and will, within the Board's policies, hire, assign, supervise and terminate employees of the Association. An Associate (or Deputy) Executive Director may be added to assist in carrying out these duties. Neither of the positions will have voting privileges on the Board.

#### ARTICLE VIII – EXECUTIVE COMMITTEE

A. Number, Tenure, Qualification, Election: the newly constituted Board of Trustees will appoint an Executive Committee at the Board's first regular meeting. The Executive Committee will consist of the President, Vice President, Secretary, Treasurer and one Trustee at large appointed by the Board. An Executive Committee member may be removed with or without cause by two-thirds of the Trustees, or may resign. Vacancies may be filled by a majority of the Trustees.

B. Meetings: Meetings may be called by the President or Vice President of the Board of Trustees and will be held at the time and place fixed by the person calling the meeting on written or oral notice given to each Executive Committee member at least two weeks before the meeting. The Executive Committee meetings may be held by telephone conference calls.

C. Authority, Quorum, Voting: Except for the power to allocate and/or receive grant funds, amend the Bylaws, appoint the Nominating Committee, remove and elect Trustees and Officers, and as may otherwise be provided by these Bylaws or by the Board of Trustees, the Executive Committee will, during the intervals between the meeting of the Board, possess and may exercise all of the powers of the Board of Trustees. Any action by the Executive Committee will be reported to the board in writing and such action will be subject to revision by the Board. A majority of the Executive Committee will constitute a quorum at meetings. A quorum once attained continues until adjournment despite a voluntary withdrawal of members which leaves less than a quorum. The Executive committee will act only as a Committee with each member having one vote. The act of a majority of members present at which a quorum is present will be the act of the Executive Committee.

#### ARTICLE IX – COMMITTEES OF THE BOARD

The Board of Trustees shall designate standing committees such as a Budget and Finance Committee, Bylaws Committee and Nominating Committee. These committees will consist of three Trustee members appointed by the newly constituted Board of Trustees at its first regular meeting. The president will appoint the chairperson of these committees. Ad hoc or temporary committees may also be established by the President on an as needed basis.

These committees will carry out their duties in a timely manner and report their actions to the Board of Trustees within thirty (30) days of any upcoming meeting as necessary. No committee can expend funds or set policy for the organization. Any action of a committee will be subject to revision by the Board although no rights of third parties will be affected by any such revision. The designation and appointment of any committee or the delegation thereto of authority will not relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon the Board or a Trustee.

#### ARTICLE X – ADVISORY BOARD

The Board of Trustees may select and appoint an unlimited number of members to an Advisory Board and related advisory groups to provide a broad spectrum of specialized skill and experience from which the Trustees, Officers, and personnel may seek advice and guidance. Advisory Board members will serve three year terms, may serve two consecutive terms, may resign upon notice to the President, and may be removed by the Board. Upon completion of two consecutive terms and a one year interval, an Advisory Board member may be reappointed by the Board. The

Advisory Board members may attend the Board of Trustees Annual Meeting and regular meetings and may meet more often if deemed necessary.

Each year at the first regular meeting of the Board of Trustees, the President will appoint a member of the Board of Trustees to serve as the Advisory Board's Chairperson. If the individual so chooses, the Immediate Past President may be appointed to serve as the Advisory Board Chairperson and as such serve as a liaison between the Board of Trustees and the Advisory Board.

#### ARTICLE XI – ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Trustees or the Executive Committee may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Trustees entitled to vote with respect to the subject matter thereof or by all of the Executive Committee members as the case may be.

#### ARTICLE XII – WAIVER OF NOTICE

Whenever any notice is required to be given to any Trustee, a Waiver thereof in writing signed by the person entitled to the notice is equivalent to the giving of the notice. The attendance of a Trustee in person at a meeting constitutes a waiver of notice of the meeting except when attendance is for the sole purpose of objecting because the meeting is not lawfully called or convened.

#### ARTICLE XIII – MONETARY MATTERS

A. Funds, Borrowing and Bonding: The FDIC depository for corporate funds, the persons entitled to draw against these funds, the persons entitled to borrow on behalf of the Association, and the manner of accomplishing these matters will be determined by the Board of Trustees. The Treasurer shall be bonded.

B. Compensation and Pecuniary Benefit: No Trustee or Officer will receive directly, or indirectly, any income, profit, compensation or pecuniary benefit from the Association except that the Association may reimburse them from Association funds upon proper documentation for expenses incurred on behalf of the Association, and may reasonably compensate them for services rendered in furtherance of the Association purposes.

C. Provision Against Sharing Association Earnings: No Trustee or Officer will receive at any time a portion of the net earnings of the Association, or share in any of the Association assets upon dissolution of the Association.

#### ARTICLE XIV – INDEMNITY

The Association will indemnify each Trustee and Officer of the Association, and their heirs, legal representatives and assigns, against expenses, costs and attorney's fees actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which the Trustee or Officer is made a party by reason of being or having been an Officer or Trustee. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Trustee or Officer will be not indemnified if he is adjudged to have been guilty of actual negligence or misconduct in the performance or duty to the Association. Advance indemnification may be allowed to a Trustee or Officer for expenses to be incurred in connection with the defense of the action, suit or proceeding, provided that the Trustee or Officer agrees to reimburse the Association if it is subsequently determined that the Trustee or Officer was not entitled to indemnification by reason of negligence or misconduct in the performance of duty to the Association.

#### ARTICLE XV – INTERESTED PARTIES

No transaction of the Association will be affected because a Trustee or Officer of the Association is interested in the transaction unless the transaction is in violation of the proscriptions in the Articles of Incorporation and these Bylaws against encumbrance of monetary benefit. Such interested parties will be counted for quorum purposes and may vote when the Association considers the transaction. Such interested parties will not be liable to the Association for the party's profits, or the Association's losses, from the transactions.

#### ARTICLE XVI – AMENDMENTS

Amendments to these Bylaws may be proposed by the Board of Trustees. Proposed amendments will be sent to all members sixty (60) days prior to a meeting where amendments are to be considered. These proposed amendments will be acted upon at any Annual Meeting or at a Special Meeting called for that purpose. Approval will require a one-third (1/3) vote of the members including signed proxies, providing the amendment(s) have been submitted in writing to all the members sixty (60) days prior to the meeting.

#### ARTICLE XVII – OFFICERS' CERTIFICATE

We certify the foregoing to be a true copy of the Bylaws of the National New Deal Preservation Association adopted on May 15, 1999 and amended on April 6, 2006.

Signed:

Glory Southwind, President  
Charles Nuckolls, Secretary