

**THE CONSTITUTION  
AND BY-LAWS OF  
  
THE  
BROTHERS OF  
JOHN THE  
STEADFAST**

**ADOPTED MAY 26, 2009**

## **Preface**

This document employs the concept of directive word usage. These words are as follows:

<b>Word</b>	<b>Meaning defined</b>
<b>Shall</b>	<b>Mandatory</b>
<b>Should</b>	<b>Recommended</b>
<b>May</b>	<b>Guidance</b>
<b>Can</b>	<b>Physically feasible</b>
<b>Will</b>	<b>Future Event</b>
<b>Must</b>	<b>Compulsory</b>

Any words used in this document that are affected by this concept will be *italicized*.

## **PREAMBLE**

Whereas, the Word of God requires that in the Church all things be done decently and in order, therefore we, the members of The Brothers of John the Steadfast, subscribe to this constitution in conducting all affairs both spiritual and material.

## **ARTICLE I – NAME**

- I.I The name of the organization *shall* be THE BROTHERS OF JOHN THE STEADFAST FOUNDATION (BJS) (the “CORPORATION”).
- I.II The Corporation *shall* be incorporated in the State of Illinois as a non-profit Corporation.

## **ARTICLE II - CONFESSION OF FAITH**

- II.I Every member of the Brothers of John the Steadfast accepts without condition:
  - II.I.I All the canonical books of the Old and New Testament as the written, inspired, and inerrant Word of God and the only rule and norm of faith and practice;
  - II.I.II All the symbolical books of the Evangelical Lutheran Church contained in the Book of Concord (1580 A.D.) as a true and unadulterated exposition of Christian doctrine taken from and in full agreement with the Holy Scriptures. Therefore, no doctrine shall be taught or tolerated which is at variance with the following symbols of the Evangelical Lutheran Church: the three Ecumenical Creeds (the Apostles’ Creed, the Nicene Creed, the Athanasian Creed), the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, the Large Catechism of Luther, the Small Catechism of Luther, and the Formula of Concord;
  - II.I.III That any doctrinal controversies that may arise shall be settled according to this confessional standard as this article contains the basis in which all members and affiliated groups are united.

## **ARTICLE III – MISSION AND OBJECTIVES**

- III.I The mission of the Brothers of John the Steadfast is as follows:
  - III.I.I The Brothers of John the Steadfast, bring together Lutheran Pastors and laymen to:
    - a) Defend and promote the orthodox Christian faith taught in the Lutheran Confessions,
    - b) Provide financial support for Christian new media, and

- c) Support the endeavors selected by its membership that defend and promote the cause of confessional Lutheranism.

III.I.II The objective of the organization is as stated in the By-Laws.

## **ARTICLE IV – ORGANIZATIONAL STRUCTURE**

IV.I The Brothers of John the Steadfast shall be a publicly incorporated non-profit religious organization.

IV.II The Brothers of John the Steadfast may have regional and local offices/groups.

IV.III The Brother of John the Steadfast recognizes the formation of their sister group; SISTERS OF KATIE VON BORA. (SKVB)

IV.III.I The Sister of Katie Von Bora will have separate By-Laws subject to this Constitution. SKVB will maintain their own membership and set their own rules of membership and dues requirements

IV.III.II The SKVB By-Laws *will* never override nor make the articles of this Constitution subordinate. A copy of SKVB By-Laws and any changes there to must be filed with BJS within 5 business days of said making.

IV.IV General Powers of the Officers/Board members.

The business and affairs of the Corporation shall be conducted by the Officers/Board members and all power and authority is hereby granted.

IV.V The officers and the Board of Directors of this organization shall serve as volunteer and *shall* be elected by the Voting membership.

IV.VI The core officers of this Corporation *shall* include:

IVI.V.I an Executive Director,

IVI.V.II a Secretary, and

IVI.V.III a Treasurer.

IV.VII The core offices must be held by separate individuals however core officers may concurrently serve in other positions of the BJS.

IV.VIII The core officers are the corporate officers.

IV.IX The Corporation *shall* be managed by the core officers under the direction of the Board of Directors.

IV.IX.I The number of directors shall be at least five.

IV.IX.II Each director *will* hold office until his or her successor have been elected and qualified.

IV.IX.III Officers/Directors need not be residents of Illinois

IV.IX.IV The number of directors may be increased or decreased from time to time by agreement of the Board of Directors,

IV.IX.V The board *shall* never consist of an even number of members.

IV.IX.VI No decrease in the number of directors *will* have the effect of shortening the term of any incumbent director.

IV.IX.VII A regular meeting of the Board of Directors *must* be held once a year.

## **ARTICLE V – MEMBERSHIP**

V.I The Brothers of John the Steadfast *shall* have:

V.I.I One class of membership consisting of two kinds of members:

- a) Members at Large
- b) Chapter Members.

V.II Provisions for Membership - By the grace and mercy of Our Steadfast Lord and Savior Jesus Christ all members of the Brothers of John the Steadfast *shall* accept fully Article II of this constitution and comply with membership provisions as specified in the by-Laws.

## **ARTICLE VI – AMENDMENTS/BY-LAWS**

- VI.I The articles of this constitution contain the core principles of The Brothers of John the Steadfast. Changes in the BJS Constitution *must* not conflict with the provisions in Article II or Article VI.II of the BJS Constitution.
- VI.II Changes to this Constitution shall be made with a consent vote of 66% of the voting membership.
- VI.III The By-Laws contain provisions for the regulation and management of the affairs of BJS and *will* not supersede or conflict with the Articles of this constitution.
- VI.IV Changes to the By-Laws shall be made with consent of a simple majority of the voting membership.

## **ARTICLE VII - DISSOLUTION**

- VII.I Upon the Dissolution of the Corporation, the Board *shall* after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, as the Board *shall* determine.
- VII.II Any such assets not so disposed of *shall* be disposed of by a court of competent jurisdiction of the court of the state in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court *shall* determine which are organized and operated exclusively for such purposes.

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(Secretary, BJS)

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Date

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(Executive Director, BJS)

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Date

# BY-LAWS

## **SECTION 1 – NAME**

- 1.1 The name of this Organization is The Brothers of John the Steadfast, here after referred to as BJS.
- 1.2 BJS shall continuously maintain a registered office in the State of Illinois. The registered office address is 306 Westbury Ct., Naperville, IL 60565. The registered agent is as listed on record at this address.
- 1.3 The registered office and registered agents can change but the registered office must not be located outside of the state of Illinois. BJS satellite offices can be established where needed in or out of the state of Illinois.

## **SECTION 2 - CONFESSION OF FAITH**

- 2.1 Every member of the Brothers of John the Steadfast must accept without condition Article II of the constitution.
- 2.2 Article II of the constitution is a statement of our principles and beliefs and shall not be changed or altered in any way.

## **SECTION 3 – MISSION AND OBJECTIVES**

- 3.1 The mission of the Brothers of John the Steadfast is:
  - 3.1.1 As listed in the Missions and Objectives list in the Constitution Article III. In addition;
  - 3.1.2 The objective of the organization is to increase knowledge of the scriptures and Lutheran Confessions among Pastors and laymen so that they can:
    - a) Support confessional Lutheran media.

- b) Support the Pastors of their Church in the cause of defending the truth of God's word.
- c) Support the historic liturgy as a means of conserving the truth of God's word.
- d) Encourage and equip husbands to be the spiritual heads of their households.

## **SECTION 4 – ORGANIZATIONAL STRUCTURE/DUTIES**

- 4.1 The Brothers of John the Steadfast shall be a publicly incorporated non-profit religious organization in order to accomplish the objectives described in Article III (Mission and Objectives).
- 4.2 The Brother of John the Steadfast encourages the formation of local Chapters. BJS Chapters are addressed in Section 12 of these By-Laws
- 4.3 The Brothers of John the Steadfast recognizes the formation of their sister group; THE SISTERS OF KATIE VON BORA. (SKVB) or (Sisters)
  - 4.3.1 BJS membership will provide any assistance requested (within reason) by the SKVB.
  - 4.3.2 BJS membership will never be subject to The SKVB By-Laws.
- 4.4 (Reserved)
- 4.5. Officers/Board of Directors is normally selected by the voting membership. (Section 8 Elections) The exception is the filling the untimely or unexpected vacated positions. (Section 4.12 refers)
- 4.6 The Officers positions shall be filled by members of The Brothers of John the Steadfast. These officers are Executive Director, Secretary, and Treasurer.
  - 4.6.1 \*EXECUTIVE DIRECTOR – The Executive Director *shall* be the principal executive officer of the Corporation subject to the discretion and control of the Board of Directors He shall perform the duties as described in Section 12.1.
  - 4.6.2 \*SECRETARY – The Secretary shall perform the duties prescribed by the By-Laws and any items that are not covered in these By-Laws but are discovered as needed. He shall perform the duties as described in Section 12.2.



- 4.6.3 \*TREASURER – The Treasurer shall be the principal accounting and financial officer of the Corporation. The treasurer is responsible for the accurate collection, accounting and distribution of all funds held by the corporation. He shall perform the duties as described in Section 12.3.
- 4.7 Core Officer Positions are individual positions.
- 4.7.1 The Executive Director, the Secretary and the Treasurer must be filled by three separate individuals and cannot be related to each other. (Example; Blood brother, brother in-law, etc.)
- 4.7.2 The Executive Director, the Secretary and the Treasurer may fill other positions on the board concurrently
- 4.8 (Reserved)
- 4.9 The core officers are the managers of the corporation and shall be under the direction of the Board of Directors.
- 4.9.1 THROUGH 4.9.7 (RESERVED)
- 4.10 The Board of Directors are: \***President** (the man serving as Executive Director), \***Secretary** (the man serving as the officer position of Secretary) \***Treasurer** (the man serving as the officer position of Treasurer), and seven directors at large.
- \* Shall serve as both officer and director

The Board of Directors (other than the President, Secretary and Treasurer) may be filled by members of either The Brothers of John the Steadfast or The Sisters of Katie Von Bora.

All members of the Board of Directors shall be governed by the Constitution and these by-Laws regardless of affiliation. (BJS, SKVB)

- 4.10.1 \*PRESIDENT – The President shall preside at all meetings of the organization and any called special meetings of designated committees, and shall perform all duties incident to this office.
- 4.10.2 \*SECRETARY – It shall be the duty of the secretary to conduct the official correspondence, preserve all documents and maintain accurate records of the proceedings of the Organization

- 4.10.3 \*TREASURER – It shall be the responsibility of the Treasurer to receive, deposit and be accountable for all funds of the Organization, and at each meeting shall make a report covering any receipts and disbursements occurring since the previous meeting. He is responsible for filling the yearend financial report. He shall disburse funds as authorized. The Treasurer shall appoint a Donations Treasurer and supervise his/her work. The donations treasurer shall keep a separate bank account for gifts donated to BJS that are intended for direct pass through to our designated projects such as Issues, Etc. This will insure members that gifts given specifically for our projects are not mixed in with the operating funds of BJS.
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- 4.11 Officers/Board of Directors qualification and position requirements
- 4.11.1 All Officers must be elected to the respective position by a plurality of votes.
- 4.11.3 Candidates for all positions of corporate officers or board member position must be members in good standing and
- a) agree to serve in the position for the entire term of office (2 Years),
  - b) agree to attend meetings called by the President or by the Board of Directors and
  - c) agree to keep all board members informed of any issues that might affect the smooth operation of the organization.
- 4.12 Appointments
- 4.12.1 The President may appoint such special committees as may be necessary from time to time. (example; Nominations committee, Financial Review committee, etc.)
- 4.12.2 All officers and board members may appoint assistants to their respective position.
- 4.13 Vacating an Officer/Board position
- 4.13.1 Officers and Members of the Board of Directors may step down for any unforeseen reason. (Death, Illness, End of term, etc.)
- 4.13.2 Officers and Members of the Board of Directors may be involuntarily relieved for the following reasons:

- a) Poor performance,
- b) Change of Faith,
- c) Acts of unrepentant publically known sin and,
- d) Acts bringing discredit on this organization or any church of the LCMS or other confessional Lutheran churches.

4.13.3 The President of the Board of Directors shall appoint a duly qualified person to fill board positions that are vacated in an untimely manor.

4.13.4 In the event an office is vacated, all materials must be turned over to the Secretary for inventory and distribution to the person who is to assume the position.

#### 4.14 Officer/Board Member compensation.

All positions of the Officers and Members of the Board of Directors are filled by people who perform their duties on a voluntary basis. However, they must be compensated for all out of pocket expenses as funds are available.

4.14.1 A special Officer/Board Member Compensation Form must be filled out and presented to the Treasurer for action. No approval process is necessary however; honesty is a virtue of a Christian although each expense submitted should be accompanied with documentation such as a receipt.

4.14.2 Compensation to Officers/Board members should not be delayed for any reason. (As long as operating funds are available)

## **SECTION 5 – MEMBERSHIP**

5.1 The Brothers of John the Steadfast *shall* have one class of membership consisting of two kinds of members:

- a) Members at Large
- b) Chapter Members (addressed in Section 12)

#### 5.2 Provisions for Membership

By the grace and mercy of Our Steadfast Lord and Savior Jesus Christ all members of the Brothers of John the Steadfast *shall*:

5.2.1 Be a Baptized and Confirmed male member in a LCMS Church or other confessional churches;

- 5.2.2 Be in agreement with Article II of this Constitution;
  - 5.2.3 Be growing in the knowledge of Holy Scripture and the Lutheran Confessions and in faith toward their Lord;
  - 5.2.4 Be attending divine worship services faithfully and partake of the Lord's Supper frequently;
  - 5.2.5 Be a servant of their neighbor as Christ has first served them;
  - 5.2.6 Be leading a Christian life in thought, word and deed and not live in manifest works of the flesh (Gal. 5:19-21);
  - 5.2.7 Be not a member of any secret, oath-bound Lodge, or of an anti-Christian or unchristian religious organization.
- 5.3 A brother can be removed from the ranks of the BJS if he does not live up to the requirements in section 5.2.

## **SECTION 6 – AMENDMENTS/BY-LAWS**

6.0 (Reserved)

## **SECTION 7 – DISSOLUTION**

7.0 (Reserved)

## **SECTION 8 – ELECTIONS**

- 8.1 The election and installation of officers shall be made at the Annual meeting from a list presented by the nominating committee. Term of office shall be for a period of two (2) years. Newly elected officers will take office on July 1<sup>st</sup> of each year.
- 8.2 Voting on all matters shall be by written ballot. Elections shall be conducted by secret written ballot.
- 8.3 Eligible voters are all members of The Brother of John the Steadfast who are current in due and in good standing. A list of all eligible voters shall be maintained by the Secretary. The Secretary will screen all voters prior to election.

## **SECTION 9 – STANDARDS OF FINANCIAL PRACTICE**

- 9.1 The Brothers of John the Steadfast shall maintain two (2) separate and distinct funds:
  - 9.1.1 An operating fund account and
  - 9.1.2 A project fund account.
- 9.2 The operating fund account is replenished by membership dues.
  - 9.2.1 The operating fund shall be maintained in an amount sufficient to meet regular and usual business expenses.
  - 9.2.2 When the operating fund is in excess, the excess may be transferred to the project fund.
  - 9.2.3 Normal disbursements will be by check.
  - 9.2.4 A petty cash fund is authorized to be used for incidental disbursements.
- 9.3 The project fund shall be maintained for the purpose of funding any approved projects. No disbursements from this fund shall be made unless approved and ordered by the Board of Directors. These funds are to be maintained in an Interest Bearing Account.
- 9.4 The books of accounts shall be open at all times to the inspection by the members providing sufficient time is provided for preparation.
- 9.5 Financial Review: The President must appoint three members to form a financial review committee. This committee must be maintained during the entire year; however, members may change as needed.

- 9.5.1 A review of all books of the accounts will be completed on an annual basis prior to the swearing in of new officers in July and prior to relieving the Treasurer.
- 9.6 The books of all accounts will be collected and a review will be performed immediately if the Treasurer:
  - 9.6.1 Formally announces that he intends to resign,
  - 9.6.2 Is relieved for disciplinary action or
  - 9.6.3 If he is physically unable to perform his duties (death, illness).
- 9.7 CONTRACTS, LOANS, CHECKS AND DEPOSITS
  - 9.7.1 Contracts.

The Board of Directors may authorize the Secretary to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, with such authority being either general or confined to specific instances.
  - 9.7.2 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 a resolution of the Board of Directors.
  - 9.7.3 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, if issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors.
  - 9.7.4 Deposits.

All funds of the Corporation not otherwise employed 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 select.

## **SECTION 10 – MEETINGS**

- 10.1 Annual Meeting – An annual meeting of the members shall be held once each year at a time that the Board of Directors designates for the purpose of electing directors and for the transaction of other business that comes before the meeting.

- 10.2 Special Meetings – Special meetings of the members may be called by
  - 10.2.1 Membership petition or
  - 10.2.2 Director of the Corporation or any two members of the Board of Directors.
  - 10.2.3 Business conducted at a special meeting will only be for the stated purpose(s) that is listed in the meeting call.
- 10.3 Place of Meeting – The Board of Directors may designate any place as the place of meeting for any annual or special meeting. If no designation is made, the place of meeting shall be Bethany Lutheran Church, Naperville, Illinois.
- 10.4 Notice of Meetings – Written notice shall be given to all members in good standing either by mail or by Web-Site posting, for any annual or special meeting.
  - 10.4.1 The notice for such annual or special meeting shall state the place, date, and hour of the meeting, and shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting.
  - 10.4.2 With respect to a special meeting, notice shall also state the purpose(s) for which the meeting is called.
  - 10.4.3 If any notice pursuant to this Section is by mail, it shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the records of the Corporation, with postage thereon prepaid

## **SECTION 11 – STARNDARDS OF MEMBERSHIP PROCESSING**

### **11.1 Membership Applications.**

Membership in this organization is open to all Men who meet the requirement of Section 5.2.

- 11.1.1 Any person or organization must submit a membership application.
- 11.1.2 Such application shall be in writing.
- 11.1.3 Applicant agrees to comply with and be bound by the Articles of Incorporation, the By-Laws, and any amendments thereto.
- 11.1.5 The application will provide a monetary amount for dues which is set at \$25.00.

### **11.2. Fixing of Record Date.**

- 11.2.1 Members are entitled to notice of, and to vote 30 Days after acceptance.
- 11.2.2 Members acceptance date is the date on the printed receipt.

### **11.3. Membership Voting Lists.**

- 11.3.1 The Secretary shall make a complete list of the members entitled to vote, twenty (20) days before scheduled meeting.
- 11.3.2 The Eligible voters list shall be arranged in alphabetical order including the address of each member, and shall be kept on file for a period of ten (10) days after such voting

### **11.4 Voting.**

Each member shall be entitled to one (1) vote on any such matter submitted to a vote by the members.

### **11.5 Quorum.**

- 11.5.1 All members present at a meeting plus, number of absentee ballots, shall equal at least 5 % of the total valid member is required to constitute a quorum at any meeting. In the absence of a quorum at any such meeting, a majority of the members present may adjourn the meeting. A new meeting time for the makeup meeting date will be established.



- 11.5.2 The rescheduled meeting must be completed within sixty (60) days of the date of the original meeting date.
  - 11.5.3 The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal during such meeting of that number of members whose absence would cause less than a quorum.
- 11.6 Manner of Acting.
- 11.6.1 The act of the majority of the members present at any meeting at which a quorum is present shall be considered the act of the members.
  - 11.6.2 Only current members listed on the Eligible voters list may vote for or consent to any matter and to have their vote or consent, as the case may be, counted in the determination of whether the matter was approved by the members.
- 11.7 Absentee Votes.
- 11.7.1 At any meeting of members, a member may vote in person or by Absentee ballot executed in writing by the member prior to the meeting.
  - 11.7.2 Absentee Ballots shall be filed with the Secretary in sufficient time prior to the meeting.
  - 11.7.3 Absentee Ballots shall be valid for a specific meeting only and the meeting must be designated on the Ballot.
- 11.8 Termination of Membership
- 11.8.1 The President must call a closed meeting for the discussion of individual member misconduct.
  - 11.8.2 The Board of Directors, by the affirmative vote of two-thirds (2/3) of the directors, may suspend or expel a member for cause after an appropriate hearing.
- 11.10 Resignation.
- Any member may resign by filing a written resignation with the Secretary. Such resignation shall not relieve any member from any obligation, monetary or otherwise, that has accrued.
- 11.11 Transfer of Membership Interests.
- Membership interests shall not be assignable or transferable.

## **SECTION 12 – SATELLITE CHAPTERS OF BJS**

### **12.1 Chapter definition**

The Brothers of John the Steadfast have two kinds of members: 1) individual members and 2) chapter members. Individual members have a sense of belonging limited to our website and national/regional gatherings. Chapter membership has the added advantage of a slap on the back from a fellow member after Bible class or the sharing of a cold drink at the local watering hole.

## 12.2 Chapter organization

Each chapter should have a Supportive Pastor, a Chapter Leader, a Chapter Communicator, a Defending the Faith Chair, a Service Activity Chair, and a Fundraising Chair. Note: In smaller chapters, individuals may be able to manage more than one of the duties.

12.2.1 The Supportive Pastor – The pastor needs to be supportive of the group. He will need to promote the group during congregational announcements, in the congregation's written publications and by his participation in various sub-groups. The most important thing a pastor can do is lead the Confessions reading group or the Men's Bible Breakfast (or any other study group the chapter sponsors).

12.2.2 The Chapter Leader – The Chapter Leader keeps everything going. This person needs to be a good organizer and a good delegator. He does not need to do everything but he needs to make sure that people are doing their jobs (e.g. communicator, fund-raising committee, etc.) to ensure the effectiveness of carrying out the mission of BJS.

12.2.3 Chapter Communicator – The Chapter Communicator makes sure that the work of Issues, Etc. and other endeavors sponsored by BJS are communicated to the members of the chapter and the congregation. The communicator will also serve as a link back to the international organization.

12.2.4 Defending the Faith Chair – The Defending the Faith Chair works with the pastor to schedule Bible and Confessions studies and makes sure that individual members are aware of the materials sent out by BJS for the defending of the faith.

12.2.5 Service Activity Chair – Each chapter is encouraged to adopt a service in the congregation that the members perform, e.g. cleaning and maintaining the grounds, ushering for all or some of the congregations services, establishing a transportation committee to help those in need get to church and do their daily errands, etc. The Service Activity Chair makes sure the members effectively carry out this duty.

- 12.2.6 Fund raising Chair – In addition to dues, other gifts and congregational offerings, the chapter is responsible for holding one congregation wide (community-wide?) fund-raiser to help BJS fulfill its mission. The Fundraising Chair develops a committee to assist in this important work.
- 12.3 Chapter formation – The membership secretary maintains a book explaining how to form a Chapter.
- 12.4 Summary  
The chapter needs to be keenly aware of the mission and objectives of BJS, enlist the support of the pastor and fill the key leadership positions and then review the program of BJS and decide what the local chapter will undertake.

## **SECTION 13 – ADDENDUM TO OFFICER’S DUTIES**

### 13.1. The Executive Director.

The Executive Director shall be the principal executive officer of the Corporation. Subject to the discretion and control of the Board of Directors, he shall

- 13.1.1 be in charge of the business of the Corporation, shall see that the resolutions and directions of the Board of Directors are carried into effect,
- 13.1.2 in general discharge all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors.
- 13.1.3 preside at all meetings of the members and of the Board of Directors
- 13.1.4 not vote on decisions that are brought forth at board meeting. The exception will be to break a tie vote
- 13.1.5 vote in the election of officers and for all items that are brought forth for the general membership vote.

### 13.2 The Secretary.

The Secretary shall:

- 13.2.1 record the minutes of the meetings of members and the Board of Directors in the books provided for that purpose;

- 13.2.2 see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;
- 13.2.3 be custodian of the corporate records and of the seal of the Corporation;
- 13.2.4 sign with the Executive Director or any other officer authorized by the Board of Directors, membership certificates of the Corporation, the issue of which shall have been authorized by the Board of Directors, and any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the Board of Directors or these By-Laws;
- 13.2.5 have general charge of the corporate record books;
- 13.2.6 execute for the Corporation any membership certificates, contracts, deeds mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed;
- 13.2.7 have authority to certify the By-Laws, resolutions of the members and Board of Directors and committees thereof, and other documents of the Corporation as true and correct copies thereof; and
- 13.2.8 perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Executive Director or by the Board of Directors.

### 13.3 The Treasurer.

The Treasurer shall be the principal accounting and financial officer of the Corporation. He shall follow the guidelines as established in Section 9 above and shall:

- 13.3.1 have charge of and be responsible for the maintenance of adequate books of account for the Corporation;
- 13.3.2 have charge and custody of all funds and securities of the Corporation, and be responsible therefore, and for the receipt and disbursement thereof; and
- 13.3.3 perform all the duties incident to the office of Treasurer and such other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Executive Director or by the Board of Directors.