

ARTICLE I-Name, Boundaries, Mission Statement & Motto

Section 1. Name –

The name of the overall organization shall be the Olde Richmond Civic Association. Herein, it may also be referred to as ORCA or the Association. This document is adopted as the Constitution and By-Laws of the Association.

Section 2.

Overall Boundaries -The organization shall concern, cover, include and represent the interests of the area in the County of Philadelphia in the Commonwealth of Pennsylvania bounded on the East by the Delaware River, on the West by the East side of Trenton Avenue, on the North by the Conrail Railroad lines, and on the South along the River by the 1-95 interchange and by the North Side of York Street from Aramingo Avenue westward, to Trenton Ave.

Section 3.

Three Sections -There shall be three named geographic sections within the boundaries of the Association. The three Sections shall be once named by a vote of members living within the geographic boundaries of each section at a General Membership meeting. Such a vote would be conducted after the appointment of Special Committees comprised of members residing within each section for the purpose of formulating a list of possible names for each section and presenting such possible names to the membership for selection at a General Membership meeting. ..

The purpose of identifying the three geographic sections is to acknowledge the historic identity of areas within the Association's boundaries and to divide the overall area of the Association into sections for certain special committees and projects.

Example: Each section may chose to administer its own town watch committee in recognition of the fact that recruitment of participants will be easier if the area covered is the area which most affects the participating member or each section may wish to conduct its own annual special event

The three sections may be as follows:

(A) (name to be adopted) -Shall be bounded by the Delaware River on the East, the Conrail Railroad lines on the North, Aramingo Avenue on the West and the 1-95 interchange on the South;

(B) (name to be adopted) -Shall be bounded by Aramingo Avenue on the East, the Conrail Railroad lines on the North, Trenton Avenue on the West and Cumberland Street on the South; and

(C) (name to be adopted) -Shall be bounded by Aramingo Avenue on the East, Cumberland Street on the North, Trenton Avenue on the West and York Street on the South.

Section 4 Mission Statement.

ORCA is a nonpolitical civic association of resident citizens and resident businesses united for the purpose of maintaining and improving the quality of life for those who reside within its boundaries. ORCA is committed to maintaining a safe, stable and valued community by uniting neighbors for the purpose of furthering public safety, enhancing neighborhood cleanliness and beautification, maintaining property values and neighborhood stability, participating in development and making this community a great place to live.

Section 5. Non Profit Entity

The Association shall be an incorporated as a non-profit corporation in and by the Commonwealth of Pennsylvania "and shall seek to be and/or become a 501(c) corporation upon approval by the Internal Revenue Service.

Section 6. Motto

A great place to live!

ARTICLE II . Membership

Section 1. Eligibility

Only people (not corporations or other legal entities) are eligible for membership. To be eligible for membership, a person must:

(A) Be eighteen (18) years old; and

(B) Actually reside in a principal place of residence located within the boundaries of the Association as set forth in Art. I, Sec. 2. (Mere property ownership does not qualify a person for membership); or

(C) Be the principal owner of a business located within the boundaries of the Association which business has been in operation at its present location for three (3) years. If the business is a corporation, partnership or other entity, the person owning the majority of the stock and/or interest in the business is defined as the principal owner. A minority interest in such a resident business does not confer membership.

(i) One person may not have two memberships or dual voting privileges based on qualifying as both a resident and business owner.

Section 2. Membership Application" To apply for membership, a prospective member must:

- (A) Complete a membership application; and
- (B) Be known by the membership chairperson or committee to meet the relevant qualifications or must present acceptable documentation that he or she meets these qualifications; and
- (C) Have the application for membership granted by the membership committee.

Section 3. Membership Dues

There annual shall be dues for membership in the Association. Initially, the annual dues shall be as follows:

- (1) Members (ages: 18-64) -Five (\$5.00) dollars.
- (2) Members (age of and over) -No annual dues.
- (3) Business members -Five (\$5.00) dollars.

Membership dues for new members are due at the time that the new member's application for membership is granted. Thereafter, annual dues are due at the January General Membership Meeting.

Section 4. Membership Privileges

Only members may vote for officers and on other matters and serve on committees. Non members may attend . general membership meetings and participate in discussions at these meetings, but may not vote in elections of officers or vote on other matters or serve on committees.

Section 5. Voting Qualifications

- (A) In order to be eligible to vote in a regularly scheduled election of Association officers pursuant to Art. IIT, Sec. 3 below, a person must be a member in good standing and must have attended at least five (5) General Membership meetings in the period commencing with September of the year prior to the election (an odd-numbered year) and concluding with the meeting at which the election is held (June of an even-numbered year).
- (B) In order to be eligible to vote in an election of Association officer to fill vacancy pursuant to Art. III, Sec.5, Subsec. (B) below, a person must be a member in good standing and must have attended at least five (5) of the last ten (10) regularly scheduled General Membership meetings including the one during which the election is being held prior to the election to fill the vacancy.

ARTICLE III -Officers of the Association

Section 1. Officers & Titles

The officers of the Association shall be President, VicePresident, Secretary, Treasurer and Sergeant at Arms.

Section 2. Terms of Office

All officers shall be elected for two year terms of office with a limit of two consecutive terms in the same office before another member must occupy that office. The completion of the term of office of another person by succession or special election shall not count against such eligibility. (See examples immediately below). A previous two term officer is eligible to hold the same office again after another person has held that office for one full two year term. A person who is completing two consecutive terms in office is eligible to be elected to a different office. Newly elected officers shall be sworn in at the next General Membership Meeting following the election.

Section 3. Nomination and Election of Officers

The officers of the Association shall be nominated and elected as follows:

(A) Nominations -Candidates for the offices listed in Article III, Section 1 shall be nominated at the General Membership meeting held in the month of May in even numbered years.

(B) The opportunity to make such nominations shall be announced by the Secretary at the General Membership meeting held in the month of April of even numbered years. At this meeting, the Secretary shall read the qualifications for each office and shall announce the nomination and election procedure.

(C) Nominations must be made by a member of the Association and seconded by a member of the Association at the General Membership meeting held in the month of May in even numbered years. The nominee must be present at the meeting and must accept the nomination in order to be a candidate for an office. Alternatively, a person nominated for an office may submit, in advance, a letter to the Secretary indicating a willingness to accept a nomination if so nominated. Likewise, the nominee must meet all of the qualifications for office set forth herein in order to be a candidate for office. The president may elect to waive these qualifications should the board have vacancies that require election with no qualified, per by-law definition, candidates.

(D) Elections -Elections shall be held at the General Membership meeting held in the month of June in even numbered years. At this meeting, each candidate for office shall have the opportunity to address the General Membership.

(E) Elections shall be by anonymous written ballot using a ballot box and pre-printed ballots. The election shall be administered by the Membership Committee or a designated sub-committee thereof. The ballots shall be immediately counted twice during the June meeting by impartial and trustworthy parties selected by the Membership Committee or designated sub-committee thereof. The results shall be announced upon the completion of the counting of the votes.

Section 4. Resignation of Officers

An officer may resign at any time by giving written notice to the President or Secretary. Such resignation shall take effect on the date of receipt of the notice whether or not acceptance of the resignation is delivered to the resigning officer.

Section 5. Vacancies in Office

(A) Removal-Upon a recognized motion, by a two thirds vote of those present at a General Membership meeting, the Association may declare an office vacant if:

- (i) A newly elected officer does not attend the General Membership meeting at which he or she is scheduled to take the oath of office without appropriate notice and/or cause; or
- (ii) The subject officer does not have acceptable reasons for being absent from three consecutive General Membership meetings or Board of Directors meetings; or
- (iii) The subject officer no longer meets the criteria for membership in the Association as set forth in Article II, Sec. 1 of these by-laws; or
- (iv) The subject officer is declared mentally incapacitated by a court of competent jurisdiction; or
- (v) The subject officer is convicted of a felony or misdemeanor crime of dishonesty (see, Art. III, Sec II, Subsec. ,(D).

(B) Filling Vacancies -Any vacancy by removal, resignation, death, disqualification or fur other reason or cause shall be filled pursuant to any order of succession to such office as set forth herein. If there is no successor set forth herein or if the officer designated for succession declines succession, such vacancy shall be filled by a majority vote of members eligible to vote pursuant to Art. IT, Sec. V, Subsec. (B) at the first General Membership Meeting after the General Membership Meeting at which such vacancy is announced. Nominations and election shall take place at the same meeting in a format as close to that set forth in Art. III, Sec. 3 above, as is practicable.

Section 6. Duties of the President

The President shall:

- (A) Preside at General Membership Meetings and meetings of the Board of Directors;
- (B) Appoint members of committees, appoint all committee chairs and serve or appoint another officer as a member of all committees.
- (C) Represent the organization at public functions or meetings with other groups and organizations or choose other members to provide this representation;
- (D) Sign execute and acknowledge documents as authorized by the membership;
- (E) Supervise generally the activities of the Association subject to the control of the membership; and
- (F) Co-sign all Association checks or authorize another officer to do so if convenient..

Section 7. Duties of the Vice President

The duties of the Vice President are as follows:

- (A) The Vice President shall perform the duties of the President in the absence or incapacity of the President and perform such other duties as may from time to time be assigned by the President or the membership. The Vice President shall serve as member of the Board of Directors. The Vice President shall succeed to the office of the President, upon his or her choice, if at the time of the initial vacancy in the office of the President there is less than one year remaining in the vacating President's term of office. Otherwise, a special election shall be held to fill the office of President.

Example -President Smith dies with ten months remaining in her term of office. Vice President Jones succeeds to the Presidency pursuant to Art. III, Sec. 7, below. Immediately after completing President Smith's term of office, Vice President Jones is eligible to serve two consecutive two year terms of office immediately following the term of office which she completed for President Smith

Section 8. Duties of the Secretary

The duties of the Secretary are as follows:

- (A) The Secretary shall attend all General Membership meetings and Board of Directors meetings and record minutes of these meetings that summarize discussions, persons in attendance, and actions taken, including votes;
- (B) Present the minutes of each General Membership and Board of Directors meeting for amendment and approval by formal vote at the next regular meeting;

(C) Maintain records of minutes and other documents of the organization; (D)

Provide advance notice to members of upcoming meetings in a timely fashion;

(E) Recruit a qualified substitute to do so, if necessary, after notifying the President or another member of the Board as to his or her unavailability;

(F) Serve as member of the Membership Committees to develop procedures for record keeping, membership, voting eligibility, admission to and voting at General Meetings;

(G) Serve on the Communications committee;

(H) Serve as member of the Board of Directors; and

(I) Perform such other duties as may from time to time be assigned by the President or the membership.

Section 9. Duties of the Treasurer

The duties of the Treasurer are as follows:

(A) The Treasurer shall oversee the deposit of all funds in the banks or other places of deposit designated by the membership;

(B) Sign checks, along with the President or other authorized person, to pay expenditures and expenses authorized by the membership;

(C) Maintain detailed financial records;

(D) Work with the membership and other officers to ensure collection of all amounts due the organization;

(E) Present financial reports at all General membership meetings or on other timely basis, as directed by the membership, summarizing monies received since the last meeting, accounts receivable and payable, funds on hand, and other important data;

(F) Ensure that the officers of the Association have ongoing access to account statements for purposes of monitoring accounts and to present his or her records in an organized manner for review at least annually by an audit committee or outside auditor;

(G) Serve as a member of the Board of Directors;

(H) Serve as chairperson of the Finance Committee; and

(1) Perform such other duties as may from time to time be assigned by the President or the membership.

Section 10. Duties of the Sergeant at Arms

The duties of the Sergeant at Arms are as follows:

Serve as a member of the Board of Directors;

Be responsible for set up, clean up and order at and security for and at General Membership meetings; and

Work with the Board of Directors, the Recording Secretaries and the Membership Committee to develop and administer procedures for General Membership meetings including but not limited to admissions, registration, voting, seating, etc.

Section 11. Qualifications for Offices

The qualifications for offices of the association are as follows:

(A) Should the board face vacancies such that the operational future of the board is in significant question, the president may, pending majority board member vote, elect to waive any of the below requirements in qualifying individuals for service.

(B) Be a member in good standing of the Association; and

(C) Must have attended at least six (6) General Membership meetings in the period commencing with September of the year prior to being nominated (an odd numbered year) and concluding with the meeting at which the nomination is accepted (May of an even numbered year); and'

(D) Must have resided within the boundaries of the organization for at least two (2) years prior to accepting the nomination; and

(E) Must have been a member in good standing of the organization for at least (1) years to be eligible to be elected to take office for a term commencing in September 2010 or thereafter; or

(F) Must meet all other qualifications to be eligible to be elected to take office for a term commencing in September 2008 or thereafter; and

(G) Must have never been convicted of any felony or a misdemeanor crime of dishonesty (theft, robbery, fraud, misrepresentation, larceny, etc.).

ARTICLE IV Honorary Ex Officio Members

Section 1. Rationale

The association is a non-political organization as set forth in Article I, Section 4 and in Article 9. However, certain elected officials representing the area or areas within the boundaries of the Association shall, by virtue of their office, be Honorary Ex Officio Members of the Association. This honorary office is conferred in recognition of the fact that a strong working relationship with our elected officials shall facilitate the stated Mission of the Association as set forth in Article I, Section 4.

Section 2. Ex Officio Members

The Honorary Ex Officio Members shall be as follows:

- (A) The Philadelphia City Councilperson for the First Councilman District;
 - (B) The Pennsylvania State Representatives for the 175th & 177th Districts;
 - (C) The Pennsylvania State Senators for the 1st and 2nd Districts; and
 - (D) The Democratic and Republican Ward Leaders for the 31st Ward.
- (i) The particular elected offices conferring honorary ex officio member status upon their holders shall be automatically modified upon governmental reapportionment to include any and all District Councilpersons, State Representatives, and Party Ward Leaders representing the area within the boundaries of the Association.
- (ii) Honorary Ex Officio Members shall not be voting members of the Association unless they otherwise meet the eligibility requirements set forth in Article IV, Section 1.
- (iii) Honorary Ex Officio Members holding any of the elected governmental offices listed in Article IV, Section 2, Subsections (A) through (C) shall not be eligible to hold any office in the Association simultaneous to holding the aforementioned elected governmental offices.
- (iv) Honorary Ex Officio Members shall not be voting members of the Board of Directors and shall only attend Directors meeting upon the invitation of the Board.

ARTICLE V -Board of Directors

The Association's Board of Directors shall be as follows:

Section 5. Notice of Special Meetings

Meetings may be called by the President or at the request of any two (2) directors by notice mailed, electronically mailed, telephoned, telegraphed or hand delivered to the home or business of each member of the Board of Directors not less than forty-eight (48) hours before such meeting..

Section 6. Action Without Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee of the Board of Directors may be taken without a meeting if all the members of the Board of Directors or committee consent.

Such consents shall have the same force and effect as a unanimous vote of the Board of Directors (or committees so acting).

Section 7. Electronic Participation

Members of the Board of Directors may participate in a meeting through the use of conference telephone or equivalent technologies provided all participants in such meeting can be heard and by all other participants and such equipment is available.

Section 8. Directors Committees

The Board of Directors may by majority resolution establish committees of the Board composed of two (2) or more persons -at least one of which must be a member of the Board of Directors. Such committees may include non-Board members.

ARTICLE VI -Committees

The Association shall constitute and maintain structural, service and special committees. It shall also appoint and maintain such other committees as the Board of Directors, President and/or membership may require to carry out the mission of the Association. Any committee created not expressly listed herein shall be designated as a structural, service or special committee at the time of creation.

Section 1. Structural Committees

Structural committees shall be those committees charged with the internal and external business of the Association. Structural committees shall be comprised of the Board of Directors and such other members appointed by the Board of Directors. Structural committees shall include but not be limited to the following:

(1) Membership Committee -This committee shall deal with maintaining membership records, determining eligibility and admitting members, determining eligibility to vote in Association elections and other related business of the Association. This committee shall be chaired or co chaired by the Secretary.

(2) Finance Committee -This committee shall maintain the financial records of the Association. It shall be co-chaired by the Treasurer.

Section 2. Service Committees

(3) Information & Communication -This committee shall be charged with communications including literature production and distribution, and maintaining the Association's website.

(4) Area Representatives Committee -This committee shall be charged with coordinating the efforts of Area representatives and identifying issues affecting Area Representatives.

Service committees shall be those committees charged with the projects and/or activities of the Association aimed at carrying out the mission of the Association. Service committees shall be comprised of interested members of the Association and chaired by a member appointed by the President. Service Committees shall include but not be limited to the following:

(A) Crime & Safety Committee -This committee and any subcommittees shall deal with issues of crime and safety_ within the mission of the Association. Any "town watch" committees shall be sub-committees of the Crime & Safety Committee.

(B) Cleanliness & Beautification -This committee and any subcommittees shall deal with issues of environmental cleanliness and beautification of area within the boundaries of the Association within the mission of the Association.

(C) Zoning -This committee and any subcommittees shall deal with land use within the boundaries of the Association.

This committee shall be charged with investigating zoning applications and making recommendations in favor of or against such applications in accordance with the mission of the Association.

(D) Children & Youth -This committee shall deal with issues relating to children and youth residing within the boundaries of the Association including but not limited to recreational issues and employment opportunities.

(E) Senior Services Committee -This committee shall deal with issues facing senior residents of the area within the boundaries of the Association.

(F) Business Relations -This committee shall deal with the identification of issues of concern to businesses located within the boundaries of the Association which the Association can help address and/or resolve.

Section 3. Special Committees

Special Committees may be created and be charged with administering special events, dealing with specific issues and/or projects and/or for any other purpose to further the mission of the Association.

Section 4. Reporting by Committees

Each committee shall keep minutes of its meetings and shall provide a report of all meetings of the membership at the next General Membership meeting and to the President or Board of Directors immediately upon request.

ARTICLE VII -Area Representatives

The area within the boundaries of the organization shall be divided into areas as deemed appropriate by the Association. Each area should have at least one "ORCA Area Representative". There may be multiple Area Representatives for any such area.

Section 1. Duties of Block Leader -The duties of the Area Representatives are as follows:

- (A) To publicize the Association and its programs to fellow residents of the area;
- (B) To act as the Association's representative to residents of the area;
- (C) To distribute Association literature, brochures and/or announcements to all of the homes in the area as defined by the Association; (D) To coordinate and participate in area related Association activities such as "clean ups", etc; and
- (E) Report information of interest (e.g., zoning notices)to the Association andlor appropriate committees or subcommittees.

Section 2. Term and Removal

Area Representatives shall serve indefinitely so long as they are a member in good standing of the Association and continue to participate in the Association and carry out the duties listed in Art. VII, Sec 1., above. Area Representatives may be removed for nonparticipation. In such an event, a member of the Board of Directors shall contact the Area Representative to determine whether or not he or she wishes to continue as an Area Representative. If he or she does not wish to continue or does not respond to the inquiry, he or she shall be removed by vote of the Board of Directors.

ARTICLE VIII -General Membership Meetings

The Association shall hold monthly meetings of the General Membership.

Section 1. Frequency

There shall be ten (10) monthly General Membership meetings per annum. They shall be held monthly commencing in September continuing through the month of July. There shall be no regularly scheduled General Membership meetings in the months of August and December.

Section 2. Place

The monthly General Membership meetings shall be held at such a place as can best accommodate the interested membership in the opinion of the Board of Directors.

Section 3. Date & Time

The monthly General Membership meeting shall be held in the evening on the same designated night of the month to the extent practicable. (e.g., the third Tuesday of the month).

Section 4. Notice

The date, place and time of the next monthly General Membership meeting shall be announced as the last item on the agenda of each monthly General Membership meeting by the Secretary. The date, place and time of the monthly General Membership meeting shall be advertised in community papers and announced on the Association's website, if any.

ARTICLE IX -A Non-Political Organization

Section 1. Statement of Purpose

The Olde Richmond Civic Association is a non-partisan and non-political civic association committed to working cooperatively and productively with the elected officials representing the area or areas within the Association's boundaries for the betterment of the same area or areas.

Section 2. Welcome Speakers

Our elected officials are welcome to speak at General Membership meetings and other meetings and committee meetings about issues of interest to the membership. However, our elected officials may not speak at any regularly scheduled Association meetings within the two (2) months preceding any primary or general election in which they are a candidate unless it involves a matter deemed to be of an emergency nature or unless such meeting is a "Candidates Night" pre-approved by the general membership pursuant to Article IX, Section 5, below. This prohibition also applies to any and all non-incumbent candidates for any such office.

Section 3. Acknowledgments

The Association may acknowledge the contributions and or cooperation of any elected official at any meeting or in any publication. However, there shall be no such official acknowledgements by the Association of such individuals within two (2) months of any primary or general election in which they are a candidate. This prohibition also applies to any and all non-incumbent candidates for any such office.

Section 4. Endorsement Prohibited

The Association shall not endorse or recommend any candidate for any elected office.

Section 5. Candidates Nights

Upon a majority vote of the membership at a General Membership meeting, all candidates for elected office may speak at or be invited to speak at a special meeting or a general meeting deemed to be a "Candidates Night." If any candidate is invited to speak, all candidates for the same office must be invited to speak.

Section 6. Members Activities

Neither membership in the Association or holding office in the Association shall act as prohibition or in any way curtail the legal right of any individual member or officer to participate freely in the political process either personally or professionally.

ARTICLE X -Amendments

A motion to amend the Constitution and By-Laws may be made and seconded by members in good standing at a regularly scheduled General Membership meeting. The merits of the motion shall be discussed at the next scheduled General Membership meeting and may be voted upon by qualifying members thereafter. A two-thirds majority shall be required to amend the Constitution and By-Laws except for initial ratification of this Constitution and these By-Laws which shall be by a majority. A motion to amend may be referred to a special committee for study.

ARTICLE XI -Decisions

Approval of meeting minutes and expenditure of funds must be made by formal motion. At the discretion of the presiding officer, other matters may be decided by consensus. However, any member may request that a formal vote be taken on any matter. Formal votes must be recorded in the minutes by the number of "ayes" and "nays".

ARTICLE XII -Contracts

(A) Normal Procedure -In general, the President shall sign, execute, and acknowledge contracts and agreements after discussion and approval of membership at a General Membership meeting. Upon such approval, the President or a majority of the members voting may also authorize another officer or representative of the Association to sign, authorize, or acknowledge a particular contract.

(B) Expedited Procedure -In situations where a decision cannot await a regular meeting, the President or other duly authorized Association officer may decide a contractual or other matter immediately after determining that:

- (i) The matter cannot await a General Membership meeting;
- (ii) The proposed decision will not alter or conflict with the Mission and structure of the Association;
- (iii) There will not be a significant impact on the Association's short or long term financial condition; and
- (iv) The proposed decision likely reflects the opinion of the majority of the Association's members.

(C) Any member having an interest in a contract or other transaction presented to the Association, Board of Directors or a Committee for authorization, approval or ratification shall give a prompt, full and frank disclosure of his interest prior to any action, contract or transaction. The body to which such disclosure is made shall then determine, by majority vote, whether the disclosure shows that a conflict exists. If a conflict is determined to exist, such person shall not vote on, attempt to influence or participate in the discussions on such contract or transaction except to present factual information or respond to inquiries. The minutes of the meeting shall reflect all such events.

ARTICLE XIII -Custody and Expenditure of Funds

(A) All funds of the Association shall be deposited in a timely manner to the Association's credit in one or more banks or other depositories formally approved by the Board of Directors.

(B) Association funds shall only be expended after approval of a formal motion at a regular meeting that states the purpose and amount(s) of the proposed expenditure(s).

(C) Expenditure of funds must be made only by check upon the approved institutions of deposit. This shall include checks for cash not to exceed two hundred (\$200.00) dollars to be spent for small purchases. In such cases, the person(s) making the purchases must submit to the Treasurer receipts and/or cash equal to the unspent amount totaling the amount of the original check for cash.

(1) All checks must be co-signed in accordance with Article III above.

ARTICLE XIV -Dissolution

In the event of dissolution of the Association, the Directors shall first satisfy any and all just debts of the Association. After satisfying such debts, the Directors shall dispose of the assets owned solely by the Association in such a manner as to equally benefit schools and senior citizens centers within the boundaries of the Association.

ARTICLE XV -Constitution and By-Laws and Founding Officers

(A) Constitution and By-Laws -This Constitution and these By-Laws shall serve as the interim Constitution and the By-Laws of the Association as adopted by the founding steering committee until the ratification of this Constitution and these By-Laws tentatively scheduled for a vote of ratification by the membership at a monthly General Membership meeting to be held in October 2007. IT ratified, this constitution and these By-laws shall no longer be deemed "interim" in nature and amendment shall thereafter be pursuant to Article X above.

(B) This Constitution and these By-Laws must be available for distribution to all interested members at all monthly General Membership meetings preceding the vote scheduled for the October 2007 General Membership meeting and the fact that the vote on same is scheduled for this meeting shall be included in all advertisements and announcements for the October 2007 General Membership meeting.

(C) The founding interim Officers and Directors shall serve until the normal election of officers pursuant to this Constitution and these By-Laws, once adopted in this or amended form. Service as a founding interim Officer and Director shall not be counted toward the term limitations set forth Art. ill, Sec. 2, above.

ARTICLE XVI -Adoption of Constitution and By-Laws

(A) The vote to ratify this Constitution and these By-Laws shall be scheduled for the third monthly General Membership meeting of the Association tentatively scheduled for October 2007.

(B) Ratification shall be by a majority vote of the members present at such General Membership meeting.