

BYLAWS OF THE FRIENDS OF THE CRECHE

Friends of the Creche is a non-profit, non-political, and non-sectarian organization formed to promote the tradition of the creche.

ARTICLE I: NAME OF ORGANIZATION

The whole and correct name of this organization shall be FRIENDS OF THE CRECHE. For purposes of these Bylaws, it shall be referred to as FOTC. This organization will use the name or its acronym FOTC in all publicity materials and correspondence.

ARTICLE II: PURPOSES

Section 1. Organization Purposes

The purposes of Friends of the Creche, a non-sectarian, non-political and non-profit incorporation shall be:

- A. to promote greater appreciation of the tradition of the crèche.
- B. to encourage crèche exhibits as a means of increasing public understanding and appreciation of the crèche.
- C. to increase knowledge of the history of the crèche tradition: how it developed and is observed in different cultures.
- D. to stimulate artists/artisans to create crèches, through such means as encouraging crèche exhibits and publicizing the work of artist/artisans.
- E. to serve as a source of information about the history of crèches, crèche exhibitions, museum collections of crèches, and places to obtain crèches.
- F. to establish relationships with crèche associations in other countries in order to obtain and exchange information about crèches.
- G. to engage in other activities related to promoting better understanding and appreciation of the tradition of the crèche.

Section 2. Board Duties

A Board of Directors, hereafter referred to as the 'Board,' shall be elected from the membership. The Board shall conduct such business as is necessary to carry out these purposes.

- A. The Board shall have full power and authority over the affairs of FOTC and conduct the official business of FOTC. Any business and/or activity that carries or implies that it carries the official name of FOTC must have prior approval of the Board.
- B. The Board shall faithfully carry out the spirit of FOTC Bylaws and shall make the final decisions in all questions that concern the interpretation of FOTC Bylaws.
- C. The Board shall schedule a minimum of three meetings a year, one of which shall be in conjunction with the Annual Membership Meeting. The other meetings shall be called at the discretion of the President and may be telecommunications or electronic meetings. The President

shall schedule and confirm the meetings at least two weeks prior to the announced date. Additional meetings may be called at the discretion of the President at a time agreed upon by a simple majority of the Board.

D. A quorum for a Board meeting will be a simple majority of the Board.

E. A summary of the decisions, conclusions, and/or policy recommendations reached at such meetings shall be made available to the membership.

F. The Board shall be responsible for approving the budget and expenditures.

G. The Board shall appoint an Annual Membership Meeting chairperson or co-chairpersons from among its members or from the membership at large. When the Annual Membership Meeting chairperson(s) is not a member of the Board, that person may attend the Board meetings, but will not have voting privileges.

H. The Board shall provide guidance for the Annual Membership Meeting to the chairperson(s).

I. The Board shall establish an executive committee consisting of the elected officers who are empowered to act as the Board between scheduled Board meetings. A report of their decisions will be presented to the Board at the next scheduled meeting of the full Board.

J. Board members shall receive no compensation.

ARTICLE III: MEMBERSHIP

Section 1. Qualifications

An active member is anyone whose dues are paid in full and who is interested in collecting, exchanging information about, and/or promoting a greater appreciation of crèches. An active member may be either one individual who pays the annual dues or two or more individuals living in the same residence who pay one annual dues. Annual dues shall be set by the Board.

Section 2. Privileges

Upon payment of annual dues any active member may hold office, serve on committees, attend Annual Member Meetings, make motions, and vote on actions presented to the membership at the Annual Membership Meeting.

ARTICLE IV: MEETINGS

Section 1. Regular Meetings

An Annual Membership Meeting shall be held for the purpose of receiving reports from the officers and standing committees and presenting a program on crèches.

A. The time, place and date will be set by the Board, but generally will be in the fall of each year.

B. The Annual Membership Meeting will be called to order and presided over by the current Board President.

Section 2. Rights of Members

For the purpose of voting at the Annual Membership Meeting each active member in attendance may vote on any matter. One-tenth of the membership shall constitute a quorum for the transaction of business at any meeting of the membership, provided that if less than a majority of total members are present at the said meeting, the members present may adjourn the meeting without further notice.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Officers

Friends of the Creche officers shall include a President, Vice-President, and Secretary. Members who have been elected to the Board are eligible to hold the position of President, Vice-president, or Secretary. These officers shall be elected at a separate meeting of the new Board held at the time of the Annual Membership Meeting. The outgoing President, Vice-President, and Secretary shall carry on their assigned functions until the end of the Annual Membership and Board Meetings at which time the newly elected officers will assume their duties going forward.

Section 2. Duties

A. The President shall:

1. preside at all Board meetings up to and including the Annual Membership Meeting and the separate Board meeting until the election of new officers.
2. preside at all Annual Membership Meetings.
3. create and appoint any committee necessary to carry out functions of FOTC.
4. call meetings and direct notice to be given.
5. possess all powers necessary for the executive.

B. The Vice-president shall:

1. assist the president whenever possible.
2. preside at Board and Annual Membership Meetings in the absence of or at the request of the President.

C. The Secretary shall:

1. prepare and send an agenda to all Board members to arrive at least four days prior to meetings.
2. record the minutes of all Board and Annual Membership Meetings.
3. receive documents (paper and electronic) such as incorporation papers, copyright information, and any other important correspondence or documents relating to FOTC from FOTC officers or members and transfer them to the archives.
4. provide all members of the Board with copies of the minutes.

5. attest to the results of all votes by the membership.
6. preside at the Board and Annual Membership Meeting in the absence of or at the request of the President or Vice-president.
7. provide all necessary meeting notices.

Section 3. Terms

Each officer shall serve in his or her elected capacity for a term of approximately one year and then may be reelected to that office.

Section 4. Vacancies

Should an officer's position become vacant during his or her term, the Board shall appoint a Board member to fill the unexpired term.

ARTICLE VI: ELECTIONS AND APPOINTMENTS

Section 1. Board Membership

The Board of Directors shall be composed of up to seventeen members.

A. Fifteen members will be elected to three year terms. A term begins with the fall Board meeting the year of election and runs through the fall Board meeting of the third year. The three-year terms will be staggered. The Board may appoint up to two additional voting members to serve two year terms.

B. Each elected member of the Board shall exercise the power of one vote.

C. In the event of a vacancy on the Board, the Board shall appoint a member to fill the unexpired term.

D. To remove a Board member, the vote shall be two-thirds of the Board.

Section 2. Elections and Qualifications

A nominating committee shall be created and appointed.

A. A candidate for the Board shall have been an active member of FOTC for at least one year prior to the November preceding the election.

B. The membership shall be notified in the summer issue of the Creche Herald that any member wishing to serve on the Board shall declare his or her candidacy by submitting a statement of no more than 200 words describing his or her reasons and/or qualifications to serve in this capacity. A member may also be nominated with his or her consent by another member. The nominator shall then submit a statement of not more than 200 words describing the qualifications of the nominee. Statements shall be submitted to the Nominating Committee by the deadline published in the Creche Herald.

C. A ballot shall be included in the fall issue of the Creche Herald. Completed ballots shall be mailed or emailed to the Nominating Committee no later than the deadline published on the ballot.

D. The ballots shall be counted by the Nominating Committee and approved by a simple majority vote of the Board. Candidates shall be notified of the results no later than October 1.

E. Results of the election shall be published in the winter issue of the Creche Herald or by separate mailing.

Section 3. Appointments

The Board shall appoint from members at large a Treasurer, a Creche Herald Editor, Membership Chair, Archivist(s), and Webmaster(s). The Treasurer, Creche Herald Editor, Membership Chair, Archivist(s), and Webmaster(s) will be ex-officio members of the Board with no voting privileges except when they have been duly elected to the Board.

A. The Treasurer shall:

1. have charge of all FOTC funds.
2. keep an accurate account of all FOTC receipts and expenditures.
3. pay all normal operating expenses. The Treasurer shall seek Board advice for out of the ordinary expenses over a prescribed dollar figure that shall be determined by the Board.
5. report the current financial FOTC status at each Board meeting. This report shall include FOTC debits and credits up to the last day of the previous month.
6. provide a full, written financial report at the Annual Membership Meeting. This report shall include, but not be limited to, a descriptive analysis of all FOTC moneys spent during the fiscal year.
7. prepare and present the budget for the fiscal year to the Board no later than the fall meeting. The budget shall detail anticipated income and expenses, and shall be approved by the Board.
8. present the approved budget at the Annual Membership Meeting.

B. The Creche Herald Editor shall:

1. compile, edit and publish the the official publication of FOTC on a schedule as determined by the Board.

C. The Membership Chair shall:

1. receive annual dues to be transferred to the Treasurer.
2. maintain a current official FOTC mailing list.
3. provide for the printing and distribution of a members directory in odd years and an updated supplement in even years.

D. The Archivist(s) shall:

1. work with the depository to maintain all written records of the association from its inception.

E. The Webmaster(s) shall:

1. oversee the online presence of the FOTC
2. provide access codes for the online presence to the President and Secretary.

Section 3. Emeriti

The Board may designate former board members as emeriti. Emeriti may attend Board meetings but will have no vote.

ARTICLE VII: AMENDMENTS TO BYLAWS

Section 1. Amendments

A. Any active member of FOTC may request an amendment to the Bylaws by submitting that change in writing to the Board. The Board will consider all requests, but all proposed amendments to the Bylaws must be approved by simple majority vote of the Board before being submitted to the membership.

B. Notice of the intent to amend the Bylaws, along with the proposed Bylaw changes, must be published in the Creche Herald or sent to all active members via a special mailing and/or email notice prior to voting by the general membership.

C. The Bylaws changes will normally be voted on at the Annual Membership Meeting unless the Board chooses to present the amendment(s) to the membership via mail-in ballots and/or an email vote. Each amendment will be voted on separately. Each amendment will be approved by a majority vote with at least ten percent of the membership voting. Those approved will become effective after the vote is completed.

Section 2. Parliamentary Procedure

Where procedure is not provided for by these ByLaws, *Robert's Rules of Order*, most current edition, shall control.

ARTICLE VIII: FINANCIAL REVIEW

The Board shall be responsible for an annual financial review. This review may be undertaken by a Financial Review Committee appointed by the President, or other review mechanism. A report of the Financial Review Committee or other review mechanism shall be presented in writing to the Board.

ARTICLE IX: PUBLICATIONS

FOTC shall publicize its decisions, policies, and events in the Creche Herald or other publications approved by the Board.

ARTICLE X: DISSOLUTION OF ASSETS

If for any reason FOTC is dissolved, a committee of active members exclusive of the Board shall be appointed by the president to ensure that all existing FOTC assets are first spent to satisfy any FOTC debts. Any remaining assets after paying the debits are to be donated to a worthy charity.

ARTICLE XI: INDEMNIFICATION

Section 1. General

FOTC shall indemnify any Member or Officer of the organization who was or is an “authorized representative” of FOTC (which shall mean, for the purpose of this Article, Officers of FOTC or such a person serving at the request of FOTC as a director, officer, partner, fiduciary or trustee of another corporation, partnership, joint venture, trust employee benefit plan or other enterprise) and who was or is a “party” (which shall include for the purposes of this Article the giving of testimony or similar involvement) or is threatened to be made a party to any “proceeding” (which shall mean for the purposes of this Article any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative other than an action by or in the right of FOTC) by reason of the fact that such person was or is an authorized representative of FOTC against expenses (which shall include for the purposes of this Article attorney’s fees and disbursements), damages, punitive damages, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of FOTC and, with respect to any criminal proceeding, had no reasonable cause to believe such person’s conduct was unlawful. If an authorized representative is not entitled to indemnification in respect of a portion of any liabilities to which such person may be subject, FOTC shall nonetheless indemnify such person to the maximum extent for the remaining portion of the liabilities.

Section 2. Expenses

FOTC shall pay the expenses (including attorney’s fees and disbursements) actually and reasonably incurred in defending any action or proceeding referred to in Subchapter V of Chapter 57 of the Pennsylvania Nonprofit Corporation Law of 1988 on behalf of any person entitled to indemnification under Section 1 in the advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by FOTC as authorized in this Article.

Section 3. Insurance

To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, FOTC may purchase and maintain insurance on behalf of any or all such authorized representatives to the full extent permitted under Section 5747 of the Pennsylvania Nonprofit Corporation Law of 1988.

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