SOCIETY FOR PRESERVATION AND USE OF RESOURCES, INC. BY-LAWS

ARTICLE I

MEETING OF THE MEMBERS

Section 1. ANNUAL MEETING

The annual meeting of the members of this corporation shall be held at the principal office of the corporation on the fourth Tuesday in May of each year, if not a legal holiday, but if a legal holiday, then on the next succeeding business day, for the purpose of electing directors, and for the transaction of such other business as may come before the meeting.

Section 2 SPECIAL MEETINGS

Special meetings of the members may be called by the President, by a majority of the Board of Directors, or by written petition signed by not less than one-tenth of all the members authorized by the Articles of Incorporation to vote.

Section 3 NOTICES

A written or printed notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose for which such meeting is called, shall be delivered, mailed or sent via email by the Secretary or by the officer or person calling the meeting, to each member of record entitled by the Articles of Incorporation to vote at such meeting, at such address as appears on the records of the corporation, at least five (5) days before the date of the meeting. Notice of any meeting of members may be waived in writing.

Section 4 VOTING

Each member shall be entitled to one vote at all meetings of said corporation. A member may vote in person or by proxy executed in writing. No proxy shall be valid after one (1) month.

Section 5 QUORUM

At least 10 percent (10%) of the members present in person or by proxy shall constitute a quorum for the transaction of business, and no action taken by any meeting of the members at which a quorum is not present shall be binding.

Section 6 VOTING LISTS

The Secretary or Assistant Secretary of the corporation shall at all times keep a complete and accurate list of all members entitled to vote, which list may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE II

DIRECTORS

Section 1. ELECTION

The Directors as named in the original Articles of Incorporation shall serve for the terms therein indicated. Upon the expiration of the original terms, all Directors shall be elected for terms of three (3) years.

Any Director whose term of office shall have expired may be elected to a succeeding term. Each member of the board shall serve until the election of his or her successor. A vacancy shall be declared on any seat of the Board on the death or resignation of the occupant thereof, or the Board shall have the right to declare a seat vacated for more than three (3) absences per year by any Board member. A majority of the remaining members of the Board may fill any vacancy occurring on the Board of Directors until the next annual meeting of the members, at which time, the unexpired term of said Board member shall be filled by the membership at large.

The Board of Directors shall be elected at the Annual Membership Meeting or at a special meeting of the membership called for this purpose.

Section 2 MEETINGS

Special meetings of the Board of Directors may be held and the Secretary shall call such meetings upon the request of the President, or any six (6) Directors. The Secretary shall give notice of such special meetings by letter addressed to each Director at his last known place of residence or via email at least five (5) days before said meeting. Special meetings may be held at any time or at any place within or without the state, and without notice, by unanimous consent of the Board.

Section 3 QUORUM

A majority of at least one-third of the whole Board of Directors shall be necessary to constitute a quorum thereof, except for the filling of vacancies, which shall require a majority of the existing Directors for a quorum.

Section 4 COMPENSATION

No Director shall receive compensation for services as a Director nor for attending Director’s meetings.

ARTICLE III

OFFICERS

Section 1 NUMBER

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and also an Assistant Secretary and an Assistant Treasurer, if the Directors so decide.

Section2 ELECTION

The officers shall be elected by the Directors at the annual membership meeting of the corporation. Each officer shall be elected for one (1) year, or until his successor is elected and qualified.

Section 3 QUALIFICATION AND COMPENSATION

Officers shall be members of the Board of Directors. No two offices may be held by the same person. Officers shall receive no compensation for performing their duties as such.

Section 4 TERM OF OFFICE

The term of each officer shall commence at the annual meeting and terminate at the following annual meeting, or until a successor assumes the office.

ARTICLE IV

DUTIES OF THE OFFICERS

Section 1 PRESIDENT

It shall be the duty of the President to preside at all meetings of the members and the Board of Directors, appoint all standing committees and in general to perform all duties usually incident to such office, or which may be required by the Board of Directors or these By-Laws.

Section 2 VICE PRESIDENT

The Vice President shall perform all the duties of the President in case of the absence or disability of the latter, so long as such absence or disability continues.

Section 3 SECRETARY

The Secretary shall keep all the minutes of all the proceedings of the membership and Directors’ meetings of the Corporation, and make a proper record of the same, which shall be attested by the Secretary.

The Secretary shall keep such books as may be required by the Board of Directors, and shall have charge of the seal and books of the corporation, and shall generally perform such duties as may be required of him/her by the members of the Board of Directors.

Section 4 TREASURER

The Treasurer shall receive and have in charge all monies, bills, notes, bonds and similar property belonging to the corporation, unless otherwise ordered by the Board of Directors, and shall do with same as may be ordered by the Board of Directors. The Treasurer shall issue and attest all certificates of membership authorized by the Board of Directors.

The Treasurer shall sign the corporation checks, keep such financial accounts as may be required and shall generally perform such duties as may be required of him/her by the members and Directors. On the expiration of the term of his office, he/she shall turn over to his successor or the Board of Directors, all property, books, papers and money of the corporation his/her possession. The Treasurer’s records shall be audited annually in a manner approved by the board and such report of audit shall be submitted at the annual meeting.

ARTICLE V

EXECUTIVE COMMITTEE

When authorized by the Board of Directors by proper resolution, the officers of this corporation shall constitute an Executive Committee, which committee shall have and exercise the authority of the Board of Directors, in those matters requiring immediate attention.

ARTICLE VI

MEMBERSHIP

Membership shall be open to all parties interested in the purposes of this corporation, who are approved by the Membership Committee and Board of Directors and pay the established membership fees.

Section 2 VOTING

Each member shall be entitled to one (1) vote.

ARTICLE VII

COMMITTEES

Section 1 COMMITTEES

The Nominating Committee shall be composed of three (3) members, at least one of whom shall be a member of the Board of Directors, appointed by the President, whose duties shall be to submit prior to the Annual Meeting a proposed slate of officers for the ensuing year. The proposed slate of Board Members and officers shall be included in the notice given of the Annual Meeting.

Section 2 MEMBERSHIP COMMITTEE

The Membership Committee may be composed of at least three (3) persons, appointed by the President, whose duties shall be to recruit and maintain membership.

ARTICLE VIII

SEAL AND FISCAL YEAR

Section 1 SEAL

The seal of the Corporation shall be circular, with the name of the corporation engraved around the margin and the word “SEAL” “1967” engraved across the center.

Section 2 FISCAL YEAR

The fiscal year for accounting and for all other purposes of this corporation shall expire on the last day of June of each year.

ARTICLE IX

ORDER OF BUSINESS

At the annual meeting of the members, the order of business shall be as follows:

1. Reading of the Minutes
2. Reading of the Treasurer’s and Audit Committee Report
3. Reading of reports and statements
4. Unfinished business
5. Election of members of the Board of Directors and officers
6. New or miscellaneous business

At other meetings, such order of business shall apply as far as the same is applicable.

ARTICLE X

AMENDMENTS

These By-Laws may be amended at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for this purpose.