

JOSEPH VICK FAMILY OF AMERICA

BY-LAWS

Article I

Capital Stock

The Corporation shall have no capital stock.

Article II

Meeting

1. The Annual Meeting of the Directors of the Non-Profit Corporation shall be held at such time and place as designated by the Directors.
2. Special meetings of the Directors may be held upon the call of the President of the majority of the Directors.
3. Notice of meetings, written or printed, for each regular or special meeting of the Directors, shall be prepared and mailed to the last known post office address of each Director, not less than two (2) weeks before any such meeting, and if for a special meeting, such notice shall state the object or objects thereof; provided, however, the Directors may meet at any convenient time or place upon call of the President, and waiver of notice signed by the Directors.
4. A quorum at any meeting of the Directors shall consist of a majority of the Directors represented in person. A majority of such quorum may decide any questions that may come before the meeting unless otherwise provided in the Articles of Incorporation or in these By-Laws. These meetings shall require a minimum of four Directors represented in person, and when only four directors are present a unanimous vote of all four is required to make decisions for this Non-Profit Corporation. Directors, other than those constituting a quorum, may be represented by proxy.
5. The order of business at the annual meeting, and, as far as possible, at all meetings, shall be:
 1. Call of the roll.
 2. Proof of due notice of the meeting.
 3. Reading and disposal of any unapproved minutes.
 4. Annual reports of officers and committees.
 5. Election of Directors to fill any vacancies if vacancies should occur.
 6. Unfinished business.
 7. New business.
 8. Adjournment.

Article III

Directors

1. The initial Board of Directors was chosen at an Annual Meeting of the descendants of Joseph Vick held in Franklin, Virginia, on June 10, 1990, and now consists of eleven (11) members who shall be subject to election at each Annual Meeting or the members may establish a process which will elect approximately one-half of the Directors at each annual meeting for two-year terms.

In addition, if an annual meeting does not occur, the Directors at their discretion may choose to elect new Directors with the voting JVFOA membership by a mail or e-mail process. In this case, the Directors, after consultation with candidate Directors, shall provide a list of nominees as

appropriate and communicate with the JVFOA membership on the voting process as indicated above.

However, notwithstanding the above requirements which indicate that Directors are elected for one- or two-year terms, the Directors will continue to serve as Directors of the JVFOA until an elected and qualified replacement Director has been identified by the voting membership the JVFOA.

2. Upon the death, resignation, or inability to serve of any Director, the remaining Directors shall fill the vacancy in their number within six (6) months after such vacancy occurs, by majority vote; and a majority consensus may be obtained by telegram, telefax, telephone, or other means of instant communication.

3. A majority vote of the Directors present at any meeting, provided a quorum is present, shall be sufficient for the election of a new Director or Directors to fill any vacancy.

4. The Directors and Officers need not be citizens and residents of the State of North Carolina, since the descendants of Joseph Vick reside in just about all of the States of the Union.

5. The number of the Directors may be increased or decreased by majority vote of the members at the Annual Meeting.

6. The Directors may establish an Emeritus Program. This program is intended to recognize long-standing members who have been major contributors to the welfare and success of the Joseph Vick Family of America Association. When such an individual is identified by the Directors, their name will be brought before the members at an annual meeting to obtain confirmation and approval of this person or persons by the vote of the members.

Article IV

Officers

1. The Officers of the Corporation shall be a President, Vice-President, a second Vice-President (optional), a Secretary, an assistant Secretary (optional), a Treasurer, and an assistant Treasurer (optional) who shall be elected by the Directors for terms of one or two years, and who shall hold office until their successors are elected and qualified. The Office of the Vice-President and Treasurer, or President and Treasurer, may be united in one person.

2. The President shall preside at all meetings, shall have general supervision of the affairs of the Corporation, shall sign all contracts or other instruments of the Corporation, shall make reports to the Directors at any meeting, and shall perform all such other duties as are incident to his office, or are properly required of him by the Board of Directors. In the absence or the disability of the President, the Vice-President shall exercise all of his functions.

3. The Secretary shall issue notices of all meetings, shall keep the minutes, shall have charge of the seal and the corporate books, shall sign with the President such instruments as require such signatures, and shall make such reports and perform such other duties as are incident to his office or are properly required of him by the Board of Trustees.

4. The Treasurer shall have the custody of all financial records and be in charge of collecting membership fees, donations, contributions, and any other funds and shall deposit the same and maintain them in the name of the Non-Profit Corporation. The Treasurer shall sign all checks, drafts, notes, or orders for the payment of money which shall be countersigned by the

President of that requirement is adopted by the Directors. The Treasurer shall, at all reasonable times, exhibit the books and accounts to any Director.

Article V

Seal

The Corporate Seal of the Non-Profit Corporation shall consist of two (2) concentric circles, between which shall be the name of the Corporation, and in the center shall be inscribed the words, "Seal, Incorporated 1990, Tabor City, North Carolina."

Article VI

Responsibility

1. The Directors of the Joseph Vick Family of America have the responsibility and authority to modify the JVFOA Articles of Incorporation when such changes are identified and have the purpose of improving the effectiveness and goals of the organization. These changes are restricted to items which will remain in compliance with, and processed according to the Federal Tax Code Sec. 501 in Chapter 55-A of the General Statutes of North Carolina. Also, any modifications are required to remain compatible with the Internal Revenue Service 501(c)(7) and 501(c)(3) tax exempt status.
2. All donations, gifts, and contributions made to the Non-Profit Corporation shall, upon the receipt thereof, become the absolute property of the Non-Profit Corporation, and shall be used exclusively for the purposes set forth in the Articles of Incorporation. In the event of the dissolution of the Corporation for any purpose, all real and personal property belonging to the Corporation shall be distributed by the Directors as provided for in the Articles of Incorporation with the remaining assets to be distributed to one or several tax exempt organizations or agencies which maintain genealogical records such as the Allen County Public Library, Fort Wayne, Indiana, or the State Archives of North Carolina.
3. The principal and income of the Corporation shall be invested in order to produce sufficient income each year to pay any operating expenses, which shall be limited, and to provide for the charitable purposes of the organization.
4. By majority vote, the Directors shall determine the distribution of the income produced by the Non-Profit Corporation and shall use these funds for the purposes as are set out in the Articles of Incorporation and in the By-Laws.
5. The Directors shall receive, hold, invest, and re-invest, manage, administer, and dispose of all gifts and contributions of stocks, bonds, monies or other properties, real or personal, which it may presently receive, as well as all additions thereto and all revenues and profits therefrom for the charitable purposes expressed herein and in the Articles of Incorporation.
6. For the purpose of managing and administering the Non-Profit Corporation, the Directors and their successors, in addition to all other power conferred upon them by law, shall have full and complete authority to administer to all other powers conferred upon them by law, shall have full and complete authority to administer in all respects the Non-Profit Corporation hereby created and all profits and funds coming into their possession in accordance with the provisions and By-Laws adopted by them, including the right to receive, hold, manage, administer and dispose of all the properties and assets which may, at any time, come into their hands and to collect, receive and dispose of all revenues and returns therefrom.
7. To sell, in their absolute discretion, any of the properties held by them and to invest and re-invest any funds arising from the sale of any property, and, in their absolute discretion, as

evidenced by a majority vote of the Directors to utilize the same, both principal and income, toward the carrying out of the purposes of this Non-Profit Corporation.

8. Continued membership in the Joseph Family of America shall be at the sole discretion of the Board of Directors. To continue membership the members must keep their membership dues current. However, the board of directors may revoke the membership of any member or members if, at the sole and absolute discretion of the Board, they determine by a majority vote that the retention of said member or members is not in the best interest of the Joseph Vick family of America. The Board of Directors will notify any Member whose membership has been revoked and will reimburse any pre-paid membership dues on a pro rata basis.

9. The Non-Profit Corporation shall carry out charitable goals as are permitted by the Federal Tax Code Sec. 501 in Chapter 55-A of the General Statutes of North Carolina.

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