

AMERICAN TURNERS

BY-LAWS

REVISED NOVEMBER 2020



AMENDED AND RESTATED BY-LAWS
(Previously entitled Principles and Statues)
OF THE

AMERICAN TURNERS

A 501 3C Non-Profit Corporation

A Kentucky Public Benefit Corporation

As adopted by Vote of the Membership of the American Turners
August 28, 2012, Akron, OH National Convention
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ARTICLE 1 OFFICES

SECTION 1. PRINCIPAL OFFICES

The principal office shall be in Illinois. The offices of the registered agents shall be established in Kentucky and Illinois.

SECTION 2. OTHER OFFICES

The Corporation may have other offices and registered agents, either within or outside the State of Incorporation, as such place or places as the National council may from time to tome appoint, provided, however, that any such appointment by the National Council be subject to approval, disapproval, or change by the National Convention at its next convention.

ARTICLE 2 PURPOSE

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this Corporation shall be:

- A. A federation of Turner Societies and their associated districts within the United States.
- B. To insure efficient organization and cooperation of those societies and districts.

ARTICLE 3 MOTTO, EMBLEM AND SEAL

SECTION 1. MOTTO, EMBLEM AND SEAL

- A. The motto of the American Turners is "A sound Mind in a Sound Body".
- B. The emblem or seal of the American Turners consists of the motto and a representation of the Disco bolus within a circle including the words "American Turners". This emblem is registered with the United States Patent Office by the American Turners.
- C. The seal of the American Turners, as registered in the United States Patent Office, shall be used on all official American Turners National Council, District and Society documentation. If, for any reason, a District or Society ceases to be a member of the American Turners, its right to use the Seal shall automatically cease.

ARTICLE 4 ADMINISTRATION

SECTION 1. NATIONAL CONVENTION

- A. The national convention, composed of district/delegates, is the highest legislative body in the American Turners.
- B. The national convention shall meet biennially.
- C. The place of the next convention held as early as May and as late as mid-September, shall be selected by the convention with the date of opening fixed by the national council allowing four months' notice.
- D. If for any reason a national convention cannot be held at the place designated by the preceding convention, the National council shall be empowered to select a substitute place and/or date for the convention and notify the Councils of districts and societies of the change a minimum of 30 days prior to the new date.
- E. Each convention shall be sovereign unto itself and may rescind or modify any resolution, recommendation or action taken by a preceding convention not designed as amendments or additions to these by-laws.
 - a. The convention shall be conducted in accordance with Robert's Rules of Order, Newly Revised. In the event that there is a discrepancy between these by-laws and Robert's Rules of Order, the by-laws shall be the governing document.
 - b. The delegates to a national convention may consider any resolution, not affecting a change in the by-laws of the American Turners, originating with any individual member of the American Turners, a District, Society, the National Council or any organized group of American Turners' members. Such resolutions may be submitted to the national office or during the convention.
- F. The minutes of the national convention shall be attested by the Chairman and the Secretary of said body and delivered to the delegates as soon as possible after the adjournment of the convention. Distribution to delegates, societies and/or districts not attending the convention will be made together with copies to the National Office.
- G. All acts of the National Convention that are not subject to approval by a referendum, shall take effect upon the adjournment of a National Convention once the minutes have been attested by the National Convention Chairperson and Convention Secretary (s).

SECTION 2. NATIONAL COUNCIL

- A. The National Council is the highest executive body.
- B. Elected Corporate Officers are President, Vice President, National Treasurer and National Corporate Secretary.
- C. Additional elected members of the National Council are.
 - a. Chair of Health and Physical Education Committee
 - b. Chair of Cultural Educational Committee
 - c. Chair of the Bowling Committee
- D. Appointed Members of the National Council are District Presidents or designated representatives. If and when District Presidents do not represent a District on the National Council, a letter from the District stating the designee and duration of such authorized delegate must be presented to the National Council. Upon being officially seated, the

designated Representative will assume all the same duties, authority, privileges, and benefits as accorded the District Presidents.

- E. Permanent members of National Council are
 - a. Endowment Trust President or his designee
 - b. Jahn Fund Chairperson or his designee
- F. Elected members of the National Council shall have all the rights of delegates at the National Convention. They may represent their district if no other delegate is available.
- G. The term of office of the elected Council shall take effect upon adjournment of the National Convention at which the Council was elected and shall continue until its successors assume office. The National President may serve a maximum of 3 consecutive 2-year terms. The NHPE Chairperson may serve a maximum of 3 consecutive National Festivals, not including time served as NHPE Co-Chairperson.
- H. Proxy votes from absent members are not permitted.
- I. Immediate National Council past president shall attend the first National Council meeting after departing from office and any additional meetings as requested.
- J. Nominations for officers and members shall be accepted from the convention floor. No limitation, geographically, shall be imposed upon the selection of officers and chairs.
- K. Prerequisites for nomination to National Office are
 - a. Nominees must agree to serve if nominated.
 - b. Nominee for President requires previous service of two years as a voting member of the National Council.
 - c. Nominees for all offices require American Turner membership, in good standing, and for a minimum of five consecutive years as a member.
 - d. If not present at the time of nomination, a letter indicating acceptance of a nomination must be presented to the Election Chair.
 - e. The method of election of the Chairman of the Health and Physical Education Committee, Cultural Education Committee and Bowling Committee shall be as prescribed to all elected members except due to the technical nature of these offices, the Health and Physical Education Committee of the National Convention, the Cultural Education Committee of the National Convention and the Bowling Committee of the National Convention respectively shall be required to submit nominees for these offices to the convention. The National Scholarship Chairperson and National Marketing Chairperson shall be appointed by the National President with recommendations from the respective committees.
- L. Election of national council officers
 - a. Each office shall be elected individually by the convention by a majority of the federal votes cast.
 - b. Federal Votes for election by Districts
 - i. 75 members or less within a district received one (1) vote
 - ii. Each 75 member increment receives 1 additional vote.
 - iii. The total of district member votes shall not exceed the number of federal votes to which the district is entitled.
 - iv. Number of votes is based on the number of membership cards issued for the year preceding the convention and additional members that are exempted from paying national membership dues.
 - v. Each district may appoint one delegate to represent the vote.

- vi. Members at large shall be allowed one vote representing all members at large present at the convention and the vote cast shall have been determined at a caucus occurring prior to the opening of the convention.
- vii. All voting members must have been correctly credentialed and have paid the appropriate national membership dues for the year preceding the convention unless the member has been specifically exempted from such tax.

M. Non-Liability of National Council Officers

- a. The Officers shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

N. Indemnification by Corporation of Officers, Employees and other agents

- a. To the extent that a person who is, or was, a director, officer, employee, or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that her or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.
- b. If such person either settles any such claim or sustains a judgment against him or her, the indemnification against expenses, judgments fines and settlements, and other amounts reasonably incurred in connection with such proceedings, shall be provided by this Corporation, but only to the extent allowed by, and in accordance with the requirements of Kentucky Nonprofit Benefit Corporation Law.

O. Insurance for National Agents

The National Council may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law related to self-dealing or equivalent statute of the Kentucky Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions within the Kentucky Nonprofit Public Benefit Corporation Law.

P. A conflict of interest is defined as an actual or perceived interest by an Officer, National Council members or employees that results in, or has the appearance of resulting in, personal, organization or professional gain. Any Officer, National Council Members or employees of the American Turners are obligated to always act in the best interests of the organization. This obligation requires that any Officer, National Council members or employees, in the performance of American Turner duties, seek only the furtherance of the organization's mission. At all times, Officers, National Council Members and employees are prohibited from using their job title, the organization's name or property for private profit or benefit.

- a. The Officers, National Council members and employees of the American Turners should neither solicit nor accept gratuities, favors or anything of monetary value from contractors or vendors. This is not intended to preclude bona-fide American Turners fund raising activities.
- b. No Officer, National Council Members or employees of American Turners shall participate in the selection, award, or administration of a purchase or contract with

a vendor where, to his or her knowledge, any of the following has a financial interest in that purchase or contract:

- i. The Officer, National Council Members or employees;
 - ii. Any member of their immediate family;
 - iii. Their partner;
 - iv. An organization in which any of the above is an officer, director or employee;
 - v. A person or organization with whom any of the above individuals is negotiating or has any arrangement concerning prospective employment.
- c. Disclosure. Any possible conflict of interest shall be disclosed by the person or persons concerned.
 - d. National Council Action. When a conflict of interest is relevant to a matter requiring action by the American Turners National Council members, the interested person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final deliberation of a decision regarding the matter under consideration and shall retire from the room during the vote of the National Council members. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the National Council members, excluding the person(s) concerning whose situation the doubt has arisen.
 - e. Record of conflict. The official minutes of the American Turners National Council meeting shall reflect that the conflict of interest was disclosed and the interested person(s) was(were) not present during the final discussion or did not vote on the matter.
- Q. Duties of Members of the National Council will be described in the Operational and Procedural Manual.

SECTION 3. DISTRICTS AND DISTRICT CONVENTION

- A. The District is composed of a minimum of two Turner societies located within an appropriate geographic area as fixed by the National Council.
- B. The District Convention is the highest legislative body and is composed of delegates from the societies making up the District. The District Convention shall meet at least once each year.
- C. Should the number of Districts representing at least one-third of the total American Turners' membership so demand, the National Council shall call a special convention, fixing the time and place not less than thirty days or more than one hundred twenty days after the demand.
- D. Districts shall assign their convention delegates to the convention working committees. There will be no maximum limit to how many committees any delegate may be a voting member of. In addition, a delegate may also serve on the Credentials and/or Nominating Committees where only one delegate is permitted from each district.
- E. Districts shall assign their convention delegates as equally as possible between the working committees excepting the two committees named in D above.
- F. Districts, district conventions and individual societies have the right to give instructions to their delegates, and instructions thus given shall be binding on the delegates if there be a possibility to vote therefor. However, such instructions shall not be construed as abridging the right of each individual to their free expression and opinion.
- G. Districts shall assist the National Office in attempting to ensure that all Societies within the District are in good standing for the fiscal year preceding the National Convention. A Society

deemed not in good standing shall not be allowed to have any of its members seated at a National Convention.

- H. Districts not represented at the national convention may be excluded from the American Turners by the National Council if such districts fail to present a valid excuse no later than four weeks after the opening of the convention. Such decisions will be published in the American Turners official organ.
- I. Expenses for delegates to the national convention shall be borne by their respective districts.
- J. District presidents shall be elected by the society representatives of the district being represented. Elections shall be held at least 60 days before a national convention. All societies within the respective district shall be notified of such elections 30 days prior to voting. Societies shall be represented, have acknowledged receiving notice of the election and if unable to send a representative so notify in writing.

SECTION 4 DUTIES

A. National Council

- a. The National Council shall be charged with and be responsible for the conduct of the business and promotional affairs of the American Turners in accordance with these By-laws and as directed by acts of the National Convention.
- b. A majority of the members of the National Council shall constitute a quorum.
- c. The elected members of the National Council shall meet within sixty days after taking office and thereafter at least once in each year. The President shall be responsible for calling additional meetings as often as in his judgment is necessary, but shall call such meetings within 30 days after a written request from four members of the National Council is presented.
- d. Meetings are hereby defined as but not limited to in person, telephonic conferences, poll vote via internet.
- e. In the event of a vacancy in the National Council, the following shall occur:
 - i. President or vice president shall be filled in the normal sequence of succession. If none of the three are available to fill these offices a president shall be elected from the District Presidents who shall serve until the next National Convention.
 - ii. Any vacancy occurring in the National Council or on any Committee shall be filled by the National Council who shall follow the procedure provided for election to the office in which the vacancy occurs.
- f. The National Council shall appoint, fix compensation for and oversee the duties of the following as stipulated in these by-laws, established by the full National Council or as stated in the Operational and Procedural Manual:
 - i. Corporate Secretary
 - ii. National Treasurer
 - iii. Other persons as may be necessary from time to time for the proper conduct and management of the business and promotional affairs of the American Turners.
 - iv. At no time shall the compensated members of the National Council be greater than 49% of full National Council membership. For the purpose of this Section, "interested persons" means "any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor", or otherwise, excluding any reasonable compensation paid to a director as director.

- g. The National Council shall appoint and fully define the responsibilities of committee members who shall serve on a voluntary basis, these being:
 - i. National Committee on Health and Physical Education to serve under the elected Chair of Health and Physical Education and that person be active in his/her Society/District Physical Education program
 - ii. National Committee on Cultural Education to serve under the elected Chair of Cultural Education.
 - iii. National Bowling Committee to serve under the elected Chair of National Bowling.
 - iv. Such other committees as may be formed from time to time.
 - v. All procedures, rules, regulations and administration of Festivals established and administered by these committees will be published in the Operational and Procedural Manual, subject to modification upon approval of the National Council and ratification of the National Convention.
- h. The National Council shall declare vacant any position held by any member of any committee should that member be negligent in the fulfillment of duties. After due notice to the member, a new member shall be appointed.
- i. Transportation and housing expenses incurred by members of any committee or appointed representative, attending the authorized meetings of said Committee or fulfilling the responsibilities given the representative shall be paid by the American Turners National Office subject to audit and approval.
- j. If any member of any Committee or any appointed representative shall be negligent in his or her duties, the National Council shall issue due notice and declare his or her place vacant. Election of a replacement shall follow.
- k. The National Council shall provide for a National Festival every 4th year unless otherwise decided by National Convention, the time and place to be fixed by National Council subsequent to its sending invitations to all societies and districts.
- l. The National Executive Committee shall appoint a representative or more, when necessary from the National Council to attend national championships. The representative's expenses resulting from transportation and housing will be reimbursed by the National Office. Should the host society or district invite the representative's spouse or additional National Council members, these expenses will be the responsibility of the host society or district.
- m. The National Council will award scholarships to promising Turner members of Turner organizations affiliated with the American Turners based on the criteria and regulations set forth by the National Scholarship Committee in the Operational and Procedural Manual.
- n. The National Council recognizes the American Turner Endowment Trust Fund established to insure the perpetuation of the American Turners. Trustees of the American Turners Endowment Trust Fund are elected according to the terms set in their Declaration of Trust.
- o. The National Council recognizes the Jahn Fund established to insure financial endowment for cultural education and popularizing of Turner philosophy. Trustees of the Jahn Fund are selected according to the terms set forth in their Declaration of Trust.
- p. Members of the Executive Council, the Corporate Secretary and the National Treasurer shall be empowered to disburse funds. Members/employees handling funds shall be properly bonded with the premium to be paid by the American Turners General Fund.

B. DISTRICTS

- a. Societies located in the same city shall belong to one and the same District except if
 - i. The district to which a Society applying for admission to the American Turners should belong, because of location, shall refuse to admit such Society, the latter may join another District in its vicinity, or
 - ii. Upon appeal, shall decide whether such Society shall be admitted and designate the District to which it shall belong, or
 - iii. A Society should desire to be transferred from one District to a neighboring District, upon passing a resolution to the Councils of both Districts such a transfer shall take place without further procedure, except if
 - iv. Either of the two Councils should refuse to approve the transfer, the National Council shall be empowered to transfer the Society temporarily to a third district, whereupon,
 - v. The Society and District Council shall submit the reasons for their action to the next National Convention where a decision shall be made, this decision being final.
 - vi. Any temporary transfer shall be made if the Society involved has discharged all obligations toward the District to which it originally belonged.
 - vii. District Council approval of a transfer request by any Society shall be taken for granted if the Council shall fail to transmit any statement relative to such request within one month after it has received the request.

C. SOCIETIES

- a. At least twenty-five (25) adults are needed in order to establish a new American Turner Society. Currently there is no minimum number of members necessary to maintain an existing society.
- b. No Society shall be admitted to the American Turners unless such Society shall have adopted a resolution expressing assent to these By-Laws.
- c. A copy of the resolution must accompany the application for admission and sent to the Council of the District in which the Society is or will be located. Such application for membership must receive District approval.
- d. Application for membership shall also include an affidavit releasing the American Turners from any possibility of liability from any pending litigation, outstanding obligations or judgments against the Society.
- e. Application for membership shall be published twice within the official organ of the American Turners.
- f. Protests or arguments against consideration for membership must be presented to the National Council within thirty (30) days after the second publication.
- g. Protests or arguments against consideration for membership will be reviewed by the National Council who will pass upon the application and whose judgment will be considered as final.
- h. An Honorary Society of the American Turners may be established providing its application meets the aforesaid requirements and that there is not a regular established Turner Society within the State.
- i. Any new society will serve a one-year trial period from the date of being accepted by the National Council. What a new society is entitled to during their trial period will be determined by the National Council.
- j. Upon dissolution of a society and payment of all obligations, such a dissolving society is encouraged to donate any remaining assets to the American Turners.

- k. All societies and districts of the American Turners shall use the official American Turner seal registered in the United States Patent Office upon all printed and publicity matter. If a society or district ceases to be a member of the American Turners, its' right to use the seal shall automatically cease.
- l. To be considered a society in good standing, a society must have paid its previous year's national membership dues in full. Societies must also have submitted their completed National Directory form as requested by the National Office.

D. MEMBERS OF SOCIETIES AND MEMBERS AT LARGE

- a. Candidates for admission to a society belonging to the American Turners that are less than 18 years of age may apply for a National Youth membership. In certain societies where their State law forbids anyone the age of 21 years of age from becoming a member, a candidate may apply for a National Youth Membership. Candidates must be of good character, and must be citizens of the United States or lawfully admitted resident aliens. No candidate expelled from any society of the American Turners within the last five years, or excluded within one year prior to application shall be admitted. Candidates must submit to probation of four weeks, and at their admission must promise on their honor strictly to observe the By-Laws of the American Turners as well as those of the District and the Society.
- b. No candidate for membership in any society belonging to the American Turners may be denied such membership on the basis of such candidate's gender, race, religion or country of origin. Candidates for membership, if not citizens by birth or by naturalization, shall possess legal residency visa.
- c. Application blanks for membership shall be made available through the National Office.
- d. Every member holding a transfer card signed by the proper officers of his District and Society, and applying for admission to another society, should be admitted without probation and without admission fee, provided the transfer to the new Society be made because of change of residence, and provided the card is presented to a Society within ninety (90) days from the date of issue. If, however, the transfer card shall have been issued by a society of the same city or vicinity, and if within two weeks after the presentation of such card a protest be made against admission to the holder, his application shall be submitted to a vote within four weeks after presentation of the card, a majority of the votes deciding. Every member of the American Turners submitting a transfer card must pledge himself to obey the By-laws of the District and the Society. A valid transfer card shall entitle the holder to readmission to the Society by which it was issued. In such case his membership shall be considered to have been uninterrupted.
- e. A transfer card must be issued to any member applying therefore, if such member has discharged all his obligations toward his Society. The Council of the District shall be authorized, after properly recording the facts of the case, to issue a transfer card to any member unable to secure such card either because of the dissolution of his Society, or because of the negligence of its officials.
- f. A member leaving his Society without having discharged his obligations, and joining another Society, even under observance of the probationary period, shall, as soon as this fact becomes known, be suspended from the latter Society until he shall have discharged his obligations toward the former.
- g. No person may be a member of two Societies of the American Turners without the consent of the National Council, honorary members excepted. In matters pertaining to the District or the National Organization, an honorary member may vote in but one Society.

h. Members at Large

- i. Persons residing in cities not having local Societies of the American Turners, or former members of a Society that has withdrawn from the American Turners or whose Society was dissolved, may become members at large, provided they meet the requirements of D8 of these by-laws.
- ii. Membership at large may be issued to individuals at least eighteen (18) years of age provided they meet all other requirements for membership as provided in these By-laws.
- iii. Applications for membership at large shall be made to the National Office
- iv. Applicants shall declare their assent to the By-Laws of the American Turners, and shall properly submit an application furnished by the National Office.
- v. Applications of former members who have been expelled shall not be considered.
- vi. The National Office shall publish in two successive issues of the official organ, the names of all applicants for membership at large. Protests against the admission of an application must be submitted to the National Office within thirty days from the second publication.
- vii. The annual dues of members at large shall be determined by National Council by 2/3 majority vote and published in the Operational and Procedural Manual. Dues will be submitted to the National Office with the application, by the first day of January.
- viii. Members-At-Large of the American Turners shall have the privilege of competing at all competitive events at the District and National level, but may not hold office at the local, District or National levels but may vote according to federal votes at the National Convention.
- ix. Honorary 40 year members of the American Turners, who have formerly been members of a Society that has withdrawn from the American Turners or whose Society was dissolved, shall hereafter be classified as members at large unless they become members of another active Society.

E. ADDITIONAL DUTIES

- a. Additional duties, responsibilities and procedures for Districts, Societies and/or committees shall be stated in the appropriate procedural manuals, fully approved and ratified by the National Council and if required, by the full body of the National Convention or as part of the annually reviewed Operational and Procedural Manual issued by the National Council.
- b. It is each member's responsibility to promptly pay their national membership dues to their society and to insure the Society is in good standing with their district.
- c. It is each society's responsibility to pay their accumulated national membership dues to their district and to the National Office. Failure to comply will result in members being unable to participate in national events and district exclusion from the electoral privilege at the National Convention.

SECTION 5. RIGHTS OF MEMBERS

- A. Every member of the American Turners, who is in good standing and has a valid official American Turner membership card issued in his/her name is entitled to all the rights of membership as specified in various sections of these By-Laws of the American Turners and in addition, all such members, except National members at large, shall be entitled to the membership rights as specified in the Constitutions and By-Laws of the respective societies and districts to which the member belongs. Some of these rights are: to vote at society, district and national meetings and conventions; hold society, district and national office; serve on the various committees; use of the gymnasiums and other facilities in accordance with the society and district rules for such use; participate in national, invitational and district championships, tournaments, exhibits and festivals in accordance with the rules as defined in the "Festival Rules Book," the "Cultural Rules Book" and the Bowling Rules of the American Turners.
- B. It is recognized that some societies have family memberships that entitle the spouse and children of the card carrying member to certain rights at the society level in accordance with the Constitution and By-Laws of the society. At the national and district level such family members (other than the card carrying members) will NOT be entitled to: a vote; hold office or be a member of Council, or be a convention delegate. However, such family members will be entitled to participate in national, invitational and district competition in accordance with the rules as defined in the "Festival Rules Book," the "Cultural Rules Book" and the Bowling Rules of the American Turners.

SECTION 6 NATIONAL MEMBERSHIP DUES

- A. Each Society shall pay to the America Turners an annual national membership dues per member regardless of the type of or name of the membership issued and whether such member does or does not pay dues or other fees except for Honorary and Military members. Any change in the national membership dues would have to be authorized by convention vote. Additional membership fee information may be found in the Operational and Procedural Manual.

SECTION 7 NATIONAL REFERENDUMS

- A. Referendum votes, when required or ordered, shall be taken separately by each society. In a referendum vote, each Society shall be entitled to referendum votes equal to its total number of members. The computation of the referendum votes to which a society is entitled shall be based on the number of membership cards issued and paid to the National Council for the year preceding the date of the call for the referendum, plus such additional members as are exempted by the By-laws from paying national membership dues. The number of member votes for and the number of member votes against the proposition shall be reported to the National Council which shall divide the number of referendum votes to which the society is entitled in exact proportion to this vote of the society members.
- B. A referendum vote shall be taken on all acts of the National Convention intended to revise the By-Laws, and such revisions, additions, or deletions shall take effect and be in force only after they have been approved by a majority of the referendum votes and publish as provided within these By-laws.
- C. The national convention is authorized to order a referendum vote by a majority of the federal votes represented at the convention. If, during the convention, according to its minutes, ten delegates from six districts shall have demanded in writing that any motion adopted or rejected

be submitted to a referendum, and if the minority vote on such motion shall have been at least one-fourth of the federal votes, it shall be the duty of the National Council to submit such a motion to a referendum. Such order shall be carried into effect by the National Council within four weeks after publication of the official minutes.

- D. In urgent cases growing out of extraordinary, unforeseen occurrences, the National Council may order a referendum.
- E. The National Council shall order a referendum:
 - a. In case of a proposed amendment to the By-Laws, if demanded in writing by at least two percent of the members of the American Turners and/or
 - b. In case of a proposed revision of the By-Laws, if at least four percent of the members of the American Turners so demand in writing and/or
 - c. If at least six percent of the American Turners in writing, demand such a vote on any question not related to the By-Laws.
- F. The last previous membership list shall be used in computing the number of signatures required.
- G. Each society shall fix a day for the referendum vote and inform its members of the time and the propositions submitted. Only such votes shall be counted as are cast by members in person.
- H. The referendum shall be closed three months after the call was issued by the National Council.
- I. The number of votes reported by any society shall be valid only if the president and the secretary have attested the correctness of the report with their signatures and the society seal.
- J. The National Council shall publish the number of referendum votes cast for and against the proposition submitted, arranged by Districts, in the official organ of the American Turners, within ninety (90) days after the close of the referendum. Every proposition submitted and adopted by a majority of the referendum votes shall be in full force and effect from the date of such official publication. In the event that the National Council fails to publish the result of such referendum within the time provided herein, any member of the National Council is empowered to publish the same. Such publication shall have the same force and effect as publication ordered by the National Council.

SECTION 8 NATIONAL OFFICE

The American Turners shall maintain a National Office wherein the business of the organization shall be conducted and where all appropriate records shall be maintained and preserved.

SECTION 9 RESTRICTIONS

- A. The Constitution, By-laws and/or Statutes of districts and societies affiliated with the American Turners shall not contain any provision conflicting with these By-laws
- B. Temporary Suspension of Rules covering all meetings wherein voting shall occur:
 - a. In the event of extraordinary and/or emergency circumstances, a bylaw may be temporarily suspended from operation by a simple majority of the voting membership there present.
 - b. A suspended amendment shall automatically re-enter into full force and effect at the next meeting of the voting membership.

ARTICLE 5 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1 EXECUTION OF INSTRUMENTS

The National Council, except as otherwise provided in these By-Laws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the National Council, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be signed by the duly authorized individuals which may include Corporate Secretary, National Treasurer and/or the President, and/or Vice President of the Corporation.

As of this amended By-laws it is noted that U. S. banking institutions no longer subscribe or adhere to corporate rules and/or requirements concerning dual signatories as checks are processed mechanically. Any by-laws written concerning dual signatures are for internal checks and balances only.

SECTION 3 DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks; trust companies or other depositories as the National Council may select.

SECTION 4 GIFTS

The National Council may accept on behalf of the Corporation any contribution, gift, bequest or devise for the charitable or public purposes of this Corporation.

ARTICLE 6 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1 MAINTENANCE OF CORPORATE RECORDS

The Corporation's books and records shall be maintained at such place within the continental United States as the National Council, with the approval of the National Convention, shall from time to time designate. If a change is needed for any reason between conventions, the National Council may designate a new location, subject to approval by the National Convention at its next Convention. Minutes of all meetings of the National Council and Executive Committee indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof will be maintained.

Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses will also be maintained.

A copy of the Corporation's Articles of Incorporation and By-Laws, as amended to date, shall be open to inspection by the National Council at all reasonable times during office hours.

SECTION 2 CORPORATE SEAL

The National Council may adopt, use and at will alter a corporate seal. Such seal shall be kept at the principle office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instruments.

SECTION 3 NATIONAL COUNCIL MEMBER INSPECTION RIGHTS

Every National Council Member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation. Such place of inspection shall be determined by the Executive Committee of the National Council.

SECTION 4 ANNUAL REPORT

The National Council shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all National Council members, which report shall contain the following information in appropriate detail:

- a. The assets and liabilities, including the trust funds of the Corporation, as of the end of the fiscal year.
- b. The principle changes in assets and liabilities, including trust funds, during the fiscal year.
- c. The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year.
- d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- e. Any information required by Section 5 of the Article.

SECTION 5 ANNUAL STATEMENT OF SPECIFIC TRASACTIONS TO DIRECTORS

This Corporation shall mail or deliver to all National Council members a statement within one hundred and twenty (120) days after the close of its fiscal year, which briefly describes the amount and circumstances of any indemnification or transaction of the following kind: A. Any transaction in which the Corporation, or its parent or subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

- a. Any director or officer of the Corporation, or its parent or its subsidiary (a mere common directorship shall not be considered a material financial interest); or
- b. Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty thousand Dollars (\$50,000) or which was one of a number of transactions with the same person involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnification or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any director or officer.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of the person's interest in the transaction, and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only interest of the partnership need be stated.

ARTICLE 7 FISCAL YEAR

SECTION 1 FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on January 1st and end on December 31st.

ARTICLE 8 AMENDMENT OF BY-LAWS

SECTION 1 AMENDMENT

Subject to any provision of law applicable to the amendment of By-Laws of Nonprofit Public Benefit Corporation, these By-Laws, or any of them, may be altered, amended, or repealed by new By-laws adopted by approval of the National Council and ratified by the National Convention by a 2/3 majority of the federal votes cast.

A proposed amendment to the By-laws can originate with any individual member of the American Turners, a district, society, or any organized group of American Turner members. Before any proposed amendment may be recognized by a National Convention, it must be submitted in resolution form to the National Office after being approved by a District Convention having jurisdiction over the Turner(s) who initiated the proposed amendment. If the District Convention rejects the proposed amendment the Turner(s) who initially proposed the amendment may appeal to the National Council for approval. The National Council is also authorized to initiate proposed amendments to the By-laws if approved by a majority of the National Council members. Proposed revisions and amendments to the Bylaws must be submitted to the National Council in writing 90 days prior to the National Convention. The National Council shall forward copies of proposed resolutions to each district 60 days prior to the convention. All proposed resolutions to amend the By-laws must be acted on by the Bylaws Committee at the National Convention before being presented to the Convention General Assembly. An amendment to the By-laws shall be valid only if the number of federal votes cast in the affirmative is at least a 2/3 majority of total federal votes.

The existing By-laws may be rewritten, reformatted and updated in style, content and language representative of the 21st century law and usage and when additional updates in such style, content and language are further required and so long as such modifications do no impinge upon the rights of the members, they may be made upon direction of the Executive Committee after consultation with a By-laws Committee and approval of National Council.

ARTICLE 9 AMENDMENT OF ARTICLES

SECTION 1 AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by approval of the National Council and ratified by the National Convention.

SECTION 2 CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and/or the names of addresses of the first directors of this Corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the Corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to the appropriate sections of Kentucky Nonprofit Public Benefit Corporate Law.

ARTICLE 10 PROHIBITION ATAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1 PROHIBITION ATAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation. However, this provision shall not prevent payment to any such person reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these By-Laws and is fixed by resolution of the National Council. No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporation assets on dissolution of the Corporation. In the event of dissolution of this Corporation, all property and assets shall be distributed and paid over to The American Turners. Should that organization not be a surviving corporation, all property and assets shall be distributed and paid over to any such organization dedicated to the exempt purposes specified in International Revenue Code section 501 [C] 3.