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Form **990-EZ**

**Short Form
Return of Organization Exempt From Income Tax**

OMB No. 1545-1150

2009

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
 ▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.
 ▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2009 calendar year, or tax year beginning July 1, 2009, and ending June 30, 20 10

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization
Meals on Wheels Council, Inc
 Number and street (or P.O. box, if mail is not delivered to street address) Room/suite
P.O. Box 3593
 City or town, state or country, and ZIP + 4
Wilmington, NC 28406-05293

D Employer identification number
58-1973171

E Telephone number
910-452-3896

F Group Exemption Number ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting Method: Cash Accrual
 Other (specify) ▶

I Website: ▶

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

J Tax-exempt status (check only one) — 501(c) (3) ◀ (insert no.) 4947(a)(1) or 527

K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

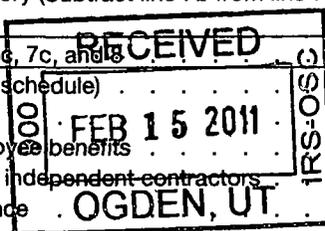
		1	2	3	4	5a	5b	5c	6a	6b	6c	7a	7b	7c	8	9	10	11	12	13	14	15	16	17	18	19	20	21	
Revenue	1	Contributions, gifts, grants, and similar amounts received														37,514													
	2	Program service revenue including government fees and contracts														0													
	3	Membership dues and assessments														0													
	4	Investment income														118													
	5a	Gross amount from sale of assets other than inventory																											
	b	Less: cost or other basis and sales expenses																											
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)															0												
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>																											
	a	Gross revenue (not including \$ of contributions reported on line 1)																											
	b	Less: direct expenses other than fundraising expenses																											
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)															147													
7a	Gross sales of inventory, less returns and allowances																												
b	Less: cost of goods sold																												
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)																												
8	Other revenue (describe ▶)																												
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8															37,779													
Expenses	10	Grants and similar amounts paid (attach schedule)														0													
	11	Benefits paid to or for members														0													
	12	Salaries, other compensation, and employee benefits														19,500													
	13	Professional fees and other payments to independent contractors														490													
	14	Occupancy, rent, utilities, and maintenance																											
	15	Printing, publications, postage, and shipping														229													
	16	Other expenses (describe ▶ purchased meals, supplies for packing meals, operations)														19,621													
17	Total expenses. Add lines 10 through 16														39,840														
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)														-2,061													
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)																											
	20	Other changes in net assets or fund balances (attach explanation)																											
21	Net assets or fund balances at end of year. Combine lines 18 through 20																												

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

		(A) Beginning of year	(B) End of year
22	Cash, savings, and investments	42,869	40,807
23	Land and buildings		
24	Other assets (describe ▶)		0
25	Total assets	42,869	40,807
26	Total liabilities (describe ▶)	0	
27	Net assets or fund balances (line 27 of column (B) must agree with line 21)	42,869	40,807

SCANNED: MAR 04 2011



9-7 15

Part III Statement of Program Service Accomplishments (See the instructions for Part III.)		Expenses
What is the organization's primary exempt purpose? <u>Provide home delivered meals to the elderly and/or Incapa-</u> Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.		(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others.)
28	cited persons with no access to prepared food on the weekend and holidays. This fiscal year, 19,884 meals were delivered to approximately 175 clients each weekend day and 337 for each of five holidays. 3,800 meals were purchased. Churches, civic organizations and approx 425 volunteers help to provide this vital service. (Grants \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	28a see attached
29	_____ _____ (Grants \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	29a
30	_____ _____ (Grants \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	30a
31	Other program services (attach schedule) _____ (Grants \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	31a
32	Total program service expenses (add lines 28a through 31a) _____	32

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated. (See the instructions for Part IV.)

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Chris Nesselroade 4916 Nicholas Creek, Wilmington, NC 28409	Chairperson	0	0	0
Robin Arnaud 5817 Rowsgate Lane, Wilmington, NC 28411	Vice Chairperson	0	0	0
Rosemarie L. Caputo 3202 Monticello Court, Wilmington, NC 28405	Treasurer	0	0	0
Michael Coleman 517 Baytree Road, Wilmington, NC 28409	Board Member	0	0	0
Cynthia Hall 502 Hitch Court, Wilmington, NC 28411	Board Member to 06/14/10	0	0	0
John Matlock 2221 Jumpin Run Drive, Wilmington, NC 28403	Board Member	0	0	0
Marianna Stacy 2215 Chestnut Street, Wilmington, NC 28405	Board Member	0	0	0
Kathy Stierwalt 117 Deiham Court, Wilmington, NC 28412	Board Member	0	0	0
Robert Webb 233 Racine Drive, L-2, Wilmington, NC 28403	Board Member	0	0	0
Faye B. Jacobs 129 Hargrove Drive, Wilmington, NC 28411	Advisor 6	3,650	0	0
Sue-Ann Rush 106 Stonebridge Lane, Leland, NC 28451	Coordinator 18	15,200	0	0
Cynthia C. Hall 502 Hitch Court, Wilmington, NC 28411	Coordinator 18	650	0	0

Part V Other Information (Note the statement requirements in the instructions for Part V.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		✓
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	✓	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		✓
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0		
b	Did the organization file Form 1120-POL for this year?		
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		✓
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b 0		
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9 39a 0		
b	Gross receipts, included on line 9, for public use of club facilities 39b 0		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ _____ ; section 4912 ▶ _____ ; section 4955 ▶ _____		
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		✓
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ _____		
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ _____		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		✓
41	List the states with which a copy of this return is filed. ▶ _____		
42a	The organization's books are in care of ▶ <u>Rosemarie L. Caputo</u> Telephone no. ▶ <u>910-452-3896</u> Located at ▶ <u>3202 Monticello Court, Wilmington, NC</u> ZIP + 4 ▶ <u>28405-</u>		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		✓
	If "Yes," enter the name of the foreign country: ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
c	At any time during the calendar year, did the organization maintain an office outside of the U.S.?		✓
	If "Yes," enter the name of the foreign country: ▶ _____		
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 — Check here ▶ <input checked="" type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 _____		
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

	Yes	No
46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	<input checked="" type="checkbox"/>	<input type="checkbox"/>
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	<input checked="" type="checkbox"/>	<input type="checkbox"/>
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	<input checked="" type="checkbox"/>	<input type="checkbox"/>
49a Did the organization make any transfers to an exempt non-charitable related organization?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b If "Yes," was the related organization a section 527 organization?	<input checked="" type="checkbox"/>	<input type="checkbox"/>

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances

f Total number of other employees paid over \$100,000 ▶ _____

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000 . . . ▶ _____

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer: *Rosemarie L. Caputo* Date: *02-07-2011*
 Type or print name and title: **Rosemarie L. Caputo, Treasurer** February 07, 2011

Paid Preparer's Use Only

Preparer's signature: _____ Date: _____ Check if self-employed: Preparer's identifying number (See instructions): _____
 Firm's name (or yours if self-employed), address, and ZIP + 4: _____ EIN: _____ Phone no.: _____

May the IRS discuss this return with the preparer shown above? See instructions ▶ Yes No



Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	77,940	20,248	10,489	42,893	40,807	192,377
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	77,940	20,248	10,489	42,893	40,807	192,377
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						0
6 Public support. Subtract line 5 from line 4.						192,377

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	77,940	20,248	10,489	42,893	40,807	192,377
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	179	315	194	114	118	920
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	9,075	11,453	7,907	3,390	147	31,972
11 Total support. Add lines 7 through 10						225,269
12 Gross receipts from related activities, etc. (see instructions)					12	0
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	85 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	80 %
16a 33 1/3 % support test—2009. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>		
b 33 1/3 % support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>		
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

**MEALS ON WHEELS COUNCIL, INC.
INCOME/EXPENSE STATEMENT**

For Fiscal Year July 1, 2009 - June 30, 2010

REVENUE

Government Grants	6,250.00
Direct General Public	26,765.47
Indirect Public support	4,498.33
Special Events Income	147.00
Interest	117.54
Total Revenue	37,778.34

EXPENSES

Accounting Fees	490.00
Storage Unit	733.34
Postage & PO Box	101.53
Printing & Copying	127.15
Supplies	4,375.00
Telephone	786.37
Insurance - Liability, D & O	744.00
Purchased Meals	12,161.90
Salaries	19,500.00
Computer	676.98
Misc. Expenses	143.82
Total Expenses	39,840.09

Net Income (2,061.75)

28-Jan-11

BY-LAWS
OF
MEALS ON WHEELS COUNCIL, INC.
EIN 58-1973171

ARTICLE I – OFFICES

Section 1. Principal Offices. The Principal office of the Corporation shall be located in Wilmington, North Carolina at such address as the Board of Directors may designate.

Section 2. Registered Office. The registered office of the Corporation required by law to be maintained in the state of North Carolina may be, but need not be, identical with the principal office.

Section 3. Other Offices. The Corporation may have offices at such other places within the State of North Carolina, as the Board of Directors may from time to time, determine, or as the affairs of the Corporation may require.

ARTICLE II – MEMBERSHIP

Section 1. Eligibility. The membership of the Corporation shall be the same as the Board of Directors. Any reputable business, professional person, individual, organization, association, corporation, partnership, or educational institution or entity having interest in the purposes and objectives of the MEALS ON WHEELS, COUNCIL, INC shall be eligible to apply for membership of the Board of Directors.

Section 2. Application. Application for membership to the Board of Directors shall be in writing form provided for that purpose and signed by the applicant. Any applicant meeting the criteria set forth in Section 1 Article II shall become a member of the Board upon a two-thirds majority vote of the Board of Directors during a regular meeting of the Board.

Section 3. Dues. There shall be no membership dues, unless otherwise requested from the Board of Directors.

Section 4. Voting Membership. Reference is made to section 5 of Article II.

Section 5. Termination. Any member of the Board of Directors may resign from the Corporation upon written notice to the Corporation. Any member of the Board of Directors may be expelled by a two-thirds majority vote of the Board of Directors at a regularly scheduled meeting thereof for conduct unbecoming a member or prejudicial of the goals and purposes of the Corporation, after notice and opportunity for a hearing are afforded the Board member.

ARTICLE III – MEETINGS OF THE BOARD

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held in June of each year. The time and place shall be fixed by the Executive Committee of the Board and notice thereof mailed or personally delivered to each member at least thirty (30) days before said meeting.

Section 2. Special Meeting. Special meetings of the Board of Directors may be called by the Executive Committee of the Board, by the Board of Directors, or upon written request to the Board Chairperson by not less than one-third (1/3) of the members of the Board of Directors. The purpose of such meeting shall be stated in the call. A special meeting shall be called within ten days after receipt of request for a meeting. Written notice of special meetings shall be emailed, or telephone contact to each member at least three (3) days prior to such meetings.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held bi-monthly. The time and place shall be fixed by the Executive Committee of the Corporation and thereby emailed or personally delivered to each member at least thirty (30) days before said meeting.

Section 4. Quorum. At any duly called annual, special, or regular meeting of the Board of Directors of the Corporation, at least fifty percent (50%) of the total members of the Board of Directors shall constitute a quorum.

Section 5. Voting. Each member of the Board of Directors shall be entitled to one vote on each matter submitted to a vote and such vote must be cast in person. Proxy voting is permitted with proper written documentation. Voting on all matters shall be by voice or by show of hands unless one-half (1/2) of the members present at the meeting shall demand ballot vote on a particular matter or unless otherwise provided in these Bylaws.

Section 6. Informal Action. Any action which may be taken at a meeting of the Board of Directors may be taken without a formal meeting if a consent in writing, setting forth the action so taken shall be signed by at least three-quarters (3/4) of the members of the Board of Directors. Such action will be filed with the minutes in the minute book of the MEALS ON WHEELS COUNCIL, INC.

Section 7. Conduct of Meetings. All meetings of the Board of Directors shall be presided over by the Chairperson except that in the absence of the Chairperson, the Vice-Chairperson shall preside. In the event of the absence of both the Chairperson and the Vice-Chairperson, any member of the Board may preside who is selected by a majority vote of the Directors present. The Secretary, or in his/her absence any person designated by the presiding Board member, shall act as Secretary.

Section 8. Waiver of Notice. Attendance by a Director at either a regular or special meeting shall constitute a Waiver of Notice of such meeting except where a Director attends a meeting and expressly states that he/she objects to the transaction of any business because the meeting was not called in accordance with the provisions thereof.

Section 9. Conference Telephone Meetings. Any one or more directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE IV – DIRECTORS

Section 1. Number and Term. The number of persons on the Board shall consist of such number, not less than five (5) no more than fifteen (15), as shall be determined from time to time by resolution of the Board.

Section 2. General Powers. All general business, property, and affairs of the Corporation shall be managed and directed by the Board of Directors of the Corporation. A majority of the members shall constitute a quorum. The Executive Committee shall act for the Corporation between meetings of the Board of Directors.

Section 3. Election. The members of the Board of Directors shall be elected by the Board at the annual meeting of the Board of Directors.

Section 4. Removal. Directors may be removed from office with or without cause by two-thirds (2/3) vote of the Board of Directors at a duly called and constituted meeting of the Board.

Section 5. Vacancies. When a vacancy shall occur on the Board of Directors, such vacancy must be filled by a majority vote of the Board of Directors.

Section 6. Committee. The Board of Directors may, by resolution adopted by a majority of the membership of the Board thereof, authorize and designate such committees, from the Board and provide said committees with such powers and authority in the management of the MEALS ON WHEELS COUNCIL, INC as the Board deems necessary.

Section 7. Executive Committee. The Executive Committee shall consist of the officers of the Corporation.

ARTICLE V – OFFICERS

Section 1. Election of Officers. All officers shall be elected at the annual meeting of the corporation. Officers shall be elected for the period of their term of office as a Director or until their successors are duly elected and qualified.

The officers of the Corporation shall consist of the Chairperson, Vice-Chairperson, Secretary, and Treasurer. The Board may also elect such additional officers as it deems desirable. Any two or more offices, except those of the Chairperson and Secretary, may be held by the same person.

Section 2. Nominations. On or before June 1 of each year, the Board of Directors shall, not less than thirty (30) days prior to the annual meeting, certify a slate of officers to the Board by written communication. At the annual meeting, additional nominations may be submitted from the floor by any voting member in good standing. Thereafter, a vote shall be conducted for each vacancy to be filled. IN the event a majority of those voting is not obtained by any one candidate for any vacancy, a runoff election between the two (2) candidates receiving the highest number of votes shall certify the winner.

Section 3. Vacancies. Vacancies among the officers shall be filled by the Board of Directors to serve the unexpired term.

Section 4. Removal. A member of the Board of Directors or officer who misses four (4) consecutive meetings, without good cause, shall be subject to removal from office.

Section 5. Term of Office. Members of the Board of Directors will serve a one year term and shall be eligible for additional terms.

Section 6. Chairperson. The Chairperson shall preside at all meetings of the Board and shall perform all duties incident to the office and shall suggest such actions as are deemed likely to increase the effectiveness of the Corporation. The Chairperson shall be an ex-officio member of all committees.

Section 7. Vice-Chairperson. The Vice-Chairperson shall act in the absence of the Chairperson.

Section 8. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board. The secretary shall give, or cause to be given, all notices required by law and by these Bylaws. The Secretary shall have general charge of the corporate books and records and of the corporate seal, and shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall sign such instruments as may require his/her signature and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Chairperson or by the Board of Directors.

Section 9. Treasurer. The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. The Treasurer shall keep full and accurate accounts of the finances of the Corporation in the books especially provided for that purpose. The Treasurer shall cause a true statement of its assets and liabilities as of the close of each fiscal year, and the results of its operation and of changes in surplus for such fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the Corporation within three (3) months after the end of such fiscal year. The statement so filled shall be kept available for inspection by any member for a period of three (3) years and the Treasurer shall mail or otherwise deliver a copy of the latest such statement to any member upon their written request thereof. The Treasurer shall also prepare and file all reports and returns required by Federal, State and local law and shall generally perform all other duties as may be assigned from time to time by the Chairman or the Board of Directors.

Section 10. Bonds. The Board of Directors shall, by resolution require any or all officers, agents, and employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTIVE VI – CONTRACTS, LOANS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize and officer or officers, agent or agents, to enter into any contract or execute and deliver and instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be signed by two agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors shall direct.

ARTICLE VII – GENERAL PROVISIONS

Section 1. Seal. The corporate seal of the Corporation shall consist of two concentric circles between which are the name of the Corporation and the State of the incorporation, and in the center of which is the year of incorporation and the word "SEAL." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced by any means.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any member or director under the provisions of the charter of Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Fiscal Year. The Fiscal year will be July 1 through June 30.

Section 4. Amendments. Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of at least two-thirds (2/3) of the total members of the Board in good standing.

Section 5. Budget. Within sixty (60) days, prior to the beginning of each fiscal year, the Finance Committee shall compile a budget of estimated expenses for the year and submit such budget to the Board for approval.

Section 6. Order of Business. At all regular meetings of the Board of Directors and the Executive Committee, the following order of business is recommended:

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|-----------------------------------|----------------------------------|
| A. Call to Order | G. Reports of Special Committees |
| B. Roll Call | H. Old Business |
| C. Approval of Agenda | I. New Business |
| D. Reading of Minutes | J. Other Business |
| E. Treasurer's Report | K. Adjournment |
| F. Reports of Standing Committees | |

-Section 8. Conflict of Interest. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be carrying on the propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 9. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

April 2010