

**ARTICLES OF INCORPORATION
HIGH CINCINNATIANS TALL CLUB, INC.**

The undersigned, a majority of who are citizens of the United States, desiring to form a corporation, not for profit, under Sections 1702.01 et seq., Revised Code of Ohio, do hereby certify:

FIRST--The name of said corporation shall be HIGH CINCINNATIANS TALL CLUB, INC.

SECOND--The place in Ohio where the principal office of the corporation is to be located is CINCINNATI, HAMILTON COUNTY.

THIRD--The purposes for which the corporation is formed are:

TO PROMOTE AN EXCHANGE OF FRIENDSHIP, INFORMATION AND IDEAS BETWEEN PERSONS OF COMPARABLE HEIGHT;

TO ENCOURAGE THE COMRADESHIP OF ITS MEMBERS THROUGH ITS ACTIVITIES AND SOCIAL PROGRAMS, SO AS TO BETTER INSTILL SELF-CONFIDENCE AND POSITIVE OUTLOOK ON THE ADVANTAGES OF BEING TALL;

TO INFORM THE PUBLIC AS TO THE NEEDS OF TALL PEOPLE;

TO DO ALL THINGS NECESSARY, INCIDENTAL OR IN ANY WAY RELATED TO ANY OR ALL OF THE AFORESAID PURPOSES.

FOURTH--The following persons served said corporation as initial trustees:

THOMAS L. FLINN, HELENE LOUISE HOLTKAMP and MARY E. JOHNSTON.

**CODE OF REGULATIONS
HIGH CINCINNATIANS TALL CLUB, INC.
as of FEBRUARY 1997**

SECTION 1.0 NAME

The **HIGH CINCINNATIANS TALL CLUB, INC.** (herein referred to as the Hi-C's) is registered as a charitable, non-profit corporation in the State of Ohio, registration number XXXXX, and Federal Tax Identification number is XX-XXXXXXX.

SECTION 2.0 PURPOSE

The purpose of this club shall be to promote an exchange of friendship, information and ideas between persons of comparable height. It shall encourage the comradeship of its members through its activities and social programs, so as to better instill self confidence and a positive outlook on the advantages of being tall. To inform the public as to the needs of tall people.

SECTION 3.0 MEMBERSHIP and DUES

3.1 MEMBERSHIP REQUIREMENTS

The requirements for membership are as follows:

- 3.1.1 Age: 21 years of age or older
- 3.1.2 Height: Men 6'2" or taller, Women 5'10" or taller, being measured in stocking feet
- 3.1.3 Completion of Prospective Membership requirements

3.2 PROSPECTIVE MEMBERS

Prospective members shall submit an application and be measured for height requirements in stocking feet by a member of the Board at a regular Business/Membership Meeting. During a 180 day probationary period, the prospect must attend the number of social events specified by the Executive Board and one general Business/Membership Meeting.

Prospects are prohibited from voting, running for Miss or Mr. Tall Cincinnati, attending Tall Clubs International (herein referred to as TCI) Convention, or chairing a committee. The Prospect's application for Full Membership shall be voted upon by the Club membership, after attendance of the required functions on or before the expiration of the 180 day period, by a show of hands. The Prospect shall not be present during the vote. If accepted, the Prospect shall be notified by the Vice President of Membership. If Prospect's application for Full Membership is rejected, they shall be notified in writing by the Vice President of Membership.

If the Prospect has no contact with the club after 90 days, the Vice President of Membership will contact them to see if they are still interested in the club. If they are, continue to send newsletters for the 180 day duration. If not interested, drop from the mailing list.

3.3 FULL MEMBER

A Full Member is one who meets membership requirements and has paid their membership dues.

3.4 ALUMNI MEMBER

An Alumni member is a former Full Member who no longer wishes to be an active member. Those alumni who no longer wish to receive occasional mailings must contact the Vice President of Membership to have their name dropped from the alumni mailing list. A newsletter subscription may be maintained at a rate established annually by the Executive Board. Alumni Members are permitted to attend Hi-C's events, but are prohibited from voting, running for Miss or Mr. Tall Cincinnati or chairing a committee.

Those Alumni who attend more than four functions in a quarter shall be asked to pay annual dues and return to Full Member status. If they refuse, they shall be notified by the Board by mail that they shall only be welcome to specific functions (i.e.: alumni picnic, Christmas party).

Those Alumni wishing to return to Full Member status must pay dues, pro-rated if necessary, and any outstanding debts. No probationary period or vote will be required for reactivating.

3.5 ASSOCIATE MEMBER

An Associate Member is a spouse of a Full Member who does not meet the height requirements of the Hi-C's. The Associate Member shall be approved by a majority vote of the club.

3.5.1 An Associate Member shall not be eligible to be a member of the Executive Board nor may they vote in the Business/Membership Meetings of the club, nor chair a committee. They may, however, serve on a committee.

3.5.2 Dues for a Full Member and their Associate Member spouse shall be the same as that for other married couples.

3.6 HONORARY MEMBER

An Honorary Member is a person who has gained the respect of the Hi-C's and are approved by the Executive Board, even though they may not meet the height requirements. They are prohibited from voting, running for Miss or Mr. Tall Cincinnati or chairing a committee.

3.7 LIFETIME MEMBER

A Lifetime Member is an individual who is approved by the general membership based on past participation as a member of the Hi-C's. They may receive a free subscription to the newsletter with the general membership's approval.

3.8 DUES and FEES

Membership dues for single members and married couples are to be established by the Executive Board. Dues are payable by January 31 or within 90 of being voted in as a Full Member. Failure to pay dues as previously stated shall result in a \$5.00 late fee being added. New members shall pay dues on a pro-rated quarterly basis. Membership fees shall be paid to TCI by the Treasurer by January 31 of each year, based on the total membership as of December 31 of the previous year, as prescribed in the Bylaws of TCI.

3.9 TERMINATION OF MEMBERSHIP

Requirements for termination of membership are as follows:

- 3.9.1 Misconduct on the part of a member may be reported by any member in good standing, to the Executive Board, for the investigation of the alleged misconduct, with any final disposition decided by a majority vote of the members present at a regularly called Business/Membership Meeting, as a result of a motion by the Executive Board.
- 3.9.2 Any member who has failed to pay their dues as of the March Business/Membership Meeting or within 90 days of being voted in as a Full Member or has a club debt outstanding for 90 days, shall have their membership suspended and be immediately removed from the membership mailing list and become an Alumni Member.
- 3.9.3 Any member suspended for reason of non-payment of dues or club debt may be reinstated as a member in good standing by paying all back dues (including late charges).

3.10 TRANSFER OF MEMBERSHIP IN TCI

A member in good standing of another affiliated club of TCI may transfer their membership to the Hi-C's in the following manner:

- 3.10.1 Notify the Executive Board of the Hi-C's of a desire to affiliate with the Hi-C's.
- 3.10.2 The Secretary shall then write to the applicant's TCI affiliate club asking for a letter of recommendation.
- 3.10.3 Upon receipt of a letter of recommendation, transferee will be accepted providing that they meet the requirements described in Articles 3.1.1 and 3.1.2 (Membership Requirements).
- 3.10.4 If no letter of recommendation is offered, transferee must apply as a Prospect as described in Article 3.2 (Prospective Members).

3.11 NEWSLETTER SUBSCRIPTIONS

Newsletter subscribers shall pay a rate established by the Executive Board.

3.12 GOOD STANDING

To be in good standing, a member must follow the rules and regulations set up by both TCI and the Hi-C's and have no club dues or debts outstanding for 90 days or more.

SECTION 4.0 MEETINGS

4.1 ANNUAL MEETING

The Annual Meeting of the membership of the Corporation shall be held at a time and date in March established by the Executive Board, announced at the January Business/Membership Meeting and printed in the January newsletter.

4.2 MONTHLY BUSINESS/MEMBERSHIP MEETING

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Regular monthly Business/Membership Meetings shall be held at the time, day and place established by the Executive Board, and published in the Club newsletter or other written notice.

4.3. QUORUM

At all Business/Membership Meetings, 15 Full Members or one quarter of the total membership, whichever is met, shall constitute quorum, and a majority vote shall decide any question brought before such a meeting, unless the question is one upon which, by express provision of the law or of the Certificate of Incorporation or of this Code of Regulations, a larger or different vote is required, in which case such express provision shall govern the decision of such question.

4.4 SPECIAL BUSINESS/MEMBERSHIP MEETING

A Special Business/Membership Meeting shall be called by the Secretary and be held at the request of the President, Executive Board, or upon written demand of ten members in good standing. Notice of such special meeting shall be given by

the Secretary to the members by mail to the address listed on the membership list not less than ten days prior to the date of the meeting.

4.5 ORDER OF BUSINESS AT MEETINGS

- 4.5.1 Call the meeting order (President)
- 4.5.2 Reading of the previous meeting's minutes (Secretary)
- 4.5.3 Vice President of Membership
- 4.5.4 Treasurer's report
- 4.5.5 Other Officer's reports
- 4.5.6 President's comments
- 4.5.7 Secretary

- 4.5.4.1 President's comments
- 4.5.4.2 Vice President of Membership
- 4.5.4.3 Vice President of Social Functions
- 4.5.4.4 Secretary

4.5.8 Committees' reports (as applicable)

- 4.5.8.1 Code of Regulations
- 4.5.8.2 Newsletter Editor
- 4.5.8.3 Fund Raising Chair
- 4.5.8.4 Miss and or Mr. Tall Cincinnati
- 4.5.8.5 Publicity Chair
- 4.5.8.6 Weekend Chair
- 4.5.8.7 Any other established committees

4.5.9 Old Business (President)

4.5.10 New Business (President)

4.5.11 Adjournment

4.6 EXECUTIVE BOARD MEETING

Executive Board Meetings should be held monthly, but must be at least quarterly. The meeting shall be held at a place designated by the President, with the approval of the majority of the Executive Board, and shall be open to Membership, Treasurer .

4.7 DELEGATES TO TCI CONVENTION

The Delegate to the TCI Convention shall be chosen by the Executive Board from the list of members going to Convention. An Alternate Delegate will also be selected. A compensatory fee may be given if voted on and approved by membership.

SECTION 5.0 EXECUTIVE BOARD

5.1 OFFICERS

The officers shall consist of a President, a Vice President of Membership, a Vice President of Social Functions, a Secretary, a Treasurer, and the Sergeant-At-Arms.

Officers are expected to attend 75% of Executive Board and regular Business/Membership Meetings. Officers are expected to notify the President in advance in unable to attend (See Vacancies -- Section 8.4.3).

5.2 COMMITTEES

The Standing Committees shall consist of the Editor, Fund Raising Chair, Miss and or Mr.Tall Cincinnati, Publicity Chair, Historian, and the Weekend Chair (See Standing Committees -- Section 7.1).

5.3 EXECUTIVE BOARD

The officers, along with the chairs of committees, shall constitute the Executive Board. This Board may elect by two-thirds majority vote to add the chairs of temporary committees as voting members for the duration of the Executive Board term. A quorum shall consist of five officers, or three officers and two committee chairs, with a majority vote required for the transaction of business.

SECTION 6.0 DUTIES OF OFFICERS

6.1 PRESIDENT

The President shall preside at all meetings of the club. He/She shall appoint all committees and their respective chair, and shall be an ex-officio member of all committees. The President's appointment of said committees and chairs shall be subject to the approval of the Executive Board.

6.2 VICE PRESIDENT OF MEMBERSHIP

The Vice President of Membership is the senior Vice President of the Executive Board, and shall serve as President at all meetings in the absence of the President. He/She is responsible for all membership recruitment and retention of activities. He/She shall write a letter of initial contact, report on membership at the Executive Board and Business/Membership Meetings, and keep the Hi-C's newsletter Editor informed as to the Prospect's status.

The Vice President of Membership shall keep a mailing list and submit it for publication quarterly in the newsletter (June, September, December and March).

If a member fails to pay their dues, and or drops out of the club, it is the Vice President of Membership's responsibility to contact that member and see if they can be retained in membership. If this fails, it is reported at the Executive Board Meeting why the person decided to drop their membership, so that the President may follow up as he/she deems appropriate.

6.3 VICE PRESIDENT OF SOCIAL FUNCTIONS

The Vice President of Social Functions is responsible for the coordination of all social functions. He/She members shall insure that all social functions are properly planned, advertised and executed. In the case where club funds are used to support an event, the Vice President is responsible for distributing a budget form (defined by the Executive Board) to the host of the event. The budget form may specify limits for reimbursement as appropriate per event. An itemized budget is subject to Executive Board approval before funds are disbursed (See Financial Operation -- Section 10.2.4). The club may choose to elect two members to this position if they choose to run jointly.

6.4 SECRETARY

The Secretary shall take the minutes of all proceedings of the Executive Board, Business/Membership and special club meetings. He/She shall keep and retain a permanent record of the same, which shall be attested to by him/her.

The Secretary shall be responsible for the handling of all correspondence, and shall send all necessary notes of meetings and events to membership. He/She must maintain a file containing copies of any correspondence sent out by other members. shall He/She shall also be the principal contact with all other clubs of TCI and the TCI Executive Board. He/She must be responsible to furnish TCI Executive Board yearly with the name, address and phone number of the current officers and current Code of Regulations. He/She or designee shall be responsible for the custody of the club post office box. The Secretary shall submit a monthly summary of various TCI club functions and or mentions of the Hi-C's from other newsletters to the Newsletter Editor, as well as bring the current TCI newsletters to the Business/Membership Meeting.

The Secretary shall furnish a copy of the Code of Regulations to all officers and committee chairs upon their election or appointment. He/She shall also furnish a copy of the Code of Regulations to any member who requests one.

Copies of minutes taken at any meeting should be submitted to the Newsletter Editor for publication in the newsletter. Copies of any minutes and or correspondence on the club's behalf should be forwarded to the Historian to retain for the permanent club records.

6.5 TREASURER

The Treasurer shall have custody of all funds of the club, and shall do with the same as they may be ordered by a majority of the club. He/She shall deposit the funds of the club to its credit in such banks and depositories as the Executive Board may from time to time designate. The Treasurer shall collect the dues from all members, and pay the TCI dues. All expenditures recommended by the Executive Board shall be presented by the Treasurer to the membership for ratification and or approval. He/She also be responsible for the submission of a monthly expenditure report to be available to the membership in the Business/Membership Meetings.

- 6.5.1 The Treasurer shall prepare a detailed financial report semi-annually for presentation to the membership.
- 6.5.2 The Treasurer shall submit the books and all funds to the newly elected Treasurer no later than May 1.
- 6.5.3 The shall keep a current list of club property and submit a copy of the same to the incoming President and Vice President of Social Functions.
- 6.5.4 The Treasurer shall make the current books available to any member who requests to see.

6.6 SERGEANT-AT-ARMS

The Sergeant-At-Arms is charged with the maintenance of order at all club functions; assisting the Vice President of Membership in the measurement of Prospective; conduct voting according to Robert's Rules of Order; adherence to club Code of Regulations; and such duties as assigned by the President.

SECTION 7.0 DUTIES OF THE COMMITTEES

7.1 STANDING COMMITTEES

The committees shall be the following:

- 7.1.1 Newsletter Committee - The committee members are chosen by the Editor to assist in producing the Newsletter. The Editor is responsible for the coordination, distribution and publication of the club newsletter, and is appointed by the President with the approval of the Executive Board and general membership. The Editor has a one year term which can be renewed.
- 7.1.2 Fund Raising - Responsible for planning fund raising projects as needed.
- 7.1.3 Publicity - Responsible for informing the media regarding upcoming club events. They should utilize Miss and or Mr. Tall Cincinnati to promote the club.
- 7.1.4 Weekend Committee - The Weekend Chair is responsible for staffing, planning and coordinating the Weekend, and shall be custodian with the Treasurer, of the Weekend funds. They shall be responsible to submit a balance sheet for the Weekend with 45 days after the completion of the Weekend. After that 45 day period, the Weekend account and all relevant documentation shall be turned over to the Treasurer. Should there be any outstanding debts after that date, they shall be paid by the Treasurer. The incoming Chair is not bound to any arrangements made by the previous Chair.
- 7.1.5 Historian - The Historian maintains all club records, newsletters, and other documents of importance.
- 7.1.6 Miss and or Mr. Tall Cincinnati - Only Full, single, dues paid members in good standing for at least one year are eligible for the Miss or Mr. Tall Cincinnati pageants. Miss and or Mr. Tall Cincinnati are official representative of the club at all times during their reign(s).
 - 7.1.6.1 Miss and or Mr. Tall Cincinnati pageants will be held annually in October unless club interest in insufficient. Their term shall run for 12 months beginning with pageant or appointment date. In non-pageant years, the club may appoint these positions by a quorum vote as a Business/Membership Meeting.
 - 7.1.6.2 Miss and or Mr. Tall Cincinnati shall make local appearances for publicity purposes that the publicity committee and they discuss and agree upon in advance.
 - 7.1.6.3 Miss and or Mr. Tall Cincinnati will wear their sash at all events where the club receives public exposure, excluding strictly social events occurring in public areas.
 - 7.1.6.4 Miss Tall Cincinnati will wear her crown at public events she deems appropriate.
 - 7.1.6.5 Miss and or Mr. Tall Cincinnati will orient successor(s) to pageant related activities, rules and responsibilities.
 - 7.1.6.6 In years when Miss Tall Cincinnati elects to participate in the Miss TCI pageant, she may create and organize fund raising activities to cover convention fees and travel expenses. Miss Tall Cincinnati is responsible for soliciting the most economical travel prices for appropriate transportation to convention.
 - 7.1.6.7 Miss Tall Cincinnati may organize a committee of volunteers to assist in fund raising.

- 7.1.6.8 Convention and pageant wardrobe and miscellaneous expenses will not be reimbursable through fund raising but will be the personal responsibility of Miss Tall Cincinnati to finance.
- 7.1.6.9 Miss Tall Cincinnati may request reimbursement of unique expenses from the Miss Tall Cincinnati fund as she deems appropriate. Decision on the reimbursement shall be made by a quorum vote at the Business/Membership Meeting during which the request is represented, with a majority vote accepting the request.
- 7.1.6.10 Funds in excess of Miss Tall Cincinnati's reimbursable expenses for her term shall reserved for succeeding Miss Tall Cincinnati's expenses.
- 7.1.6.11 A Miss Tall Cincinnati in office for more than one term may receive fund reimbursement of convention related expenses for a maximum of two years.

7.2 SPECIAL/OTHER COMMITTEES

There shall be such other committees with terms lasting less than six months (i.e.: major party host) appointed by the President or Executive Board shall deem necessary from time to time. The Chair of any of these committees shall not become a member of the Executive Board solely because of their filling this position.

7.3 TERM OF OFFICE - COMMITTEES

All Chairs term of office shall run concurrently with the election schedule. In March, all chairs may be removed from office and replaced at the discretion of the newly elected Executive Board, except the Newsletter Editor who's term shall run May 1 through April 30.

SECTION 8.0 NOMINATION AND ELECTION OF OFFICERS

8.1 NOMINATIONS

The election of the new officers shall be held annually at the Business/Membership Meeting in March, following the procedure out-lined below:

- 8.1.1 The President shall appoint a Nominating Committee of at least two members at the January meeting.
- 8.1.2 The duties of the Nominating Committee shall be as follows:
 - 8.1.2.1 Attempt to secure a slate of at least two candidates for each office, to be presented at the February meeting.
 - 8.1.2.2 Submit a brief list of candidates to be published in the February newsletter.
 - 8.1.2.3 Obtain additional nominees from the floor at the February meeting, and contact those nominated individuals to determine if they will accept the nomination.
 - 8.1.2.4 Prepare ballots for the election.
 - 8.1.2.5 Furnish absentee ballots to any member in good standing requesting the same. The absentee ballot shall be returned to the Nominating Committee in time to be counted at the March meeting.
 - 8.1.2.6 Ballots shall be included in the February newsletter with the provisions made for write-in candidates.
 - 8.1.2.7 Candidacy is limited to dues paid members in good standing. Members not in good standing will not be placed on the ballot.
 - 8.1.2.8 Candidates for President, Vice President of Membership and Treasurer each must be a paid member in good standing for at least one year prior to running for these positions.

8.2 ELECTIONS

- 8.2.1 The election of officers shall be by secret ballot at the March Annual Meeting. Each member in good standing shall have one vote for each elective office.
- 8.2.2. At the election each candidate is allowed to speak on his/her behalf. No other party can speak on behalf of or about a candidate at the March meeting. If a candidate is unable to attend the March Annual Business/Membership Meeting, he/she can submit a letter to be read at the meeting by an appointed party. The party is appointed by the candidate to be his/her representative.
- 8.2.3 In case there is a tie vote for any office, a second vote shall be taken at the April Business/Membership Meeting for candidates who tied. All members shall be notified within seven days in writing of the tie vote, and shall be invited to attend the April Business/Membership Meeting. At the April meeting,

the first order of business shall be the election of the undecided office. Candidates will be invited to offer brief remarks, followed by a secret ballot which should include the absentee ballots. The restrictions to remarks in Section 8.2.2 (Elections) shall apply to the run off election. If there is still a tie after the April Business/Membership Meeting, the election shall be decided by a majority vote by the combined outgoing and incoming Executive Boards at the next Executive Board Meeting.

8.3 TERM OF OFFICE - ELECTED OFFICERS

No officer shall be a candidate for election to the same office for more than three consecutive terms. If no other member can be found to run for that office, the current officer may run again.

8.4 VACANCIES

8.4.1 In the event of a vacancy, if it occurs prior to January 1, a Nominating Committee shall be convened for the purpose of filling the vacancy. They shall follow the procedures outlines in Section 8.1.2 (Nominations).

8.4.2 If the vacancy occurs after January 1 in the offices of Vice President of Membership, Vice President of Social Functions, Secretary or Treasurer, the remaining officers shall appoint a replacement. If the vacancy occurs in the office of the President, the Vice President of Membership shall be selected by the remaining officers.

8.4.3 An office shall be declared vacant upon written notification of desire to vacate. It may also be declared vacant by failure of an elected officer or chair to attend and Business/Membership Meetings for two consecutive months and failure to provide prior notification to the President or Vice President of Membership of the pending absence. After this period, the President shall declare the position vacant and make formal notice in the newsletter of said vacancy. At the next Business/Membership Meeting the vacancy shall be filled according to Sections 8.4.1 and 8.4.2 (Vacancies) or 6.1 (President).

SECTION 9.0 RECALL AND REPLACEMENT OF ELECTED OFFICIALS and or CHAIRS

Should an elected officer or chair not perform their duties in a manner satisfactory to the general membership, they may be recalled from office as follows:

9.1 ELECTED OFFICER, WEEKEND CHAIR, MISS or MR. TALL CINCINNATI

A petition signed by 10 Full Members, and a two-thirds vote of the members at a Business/Membership Meeting after a formal written announcement of the recall petition is published in the club newsletter,

9.2 OTHER CHAIRS

Removal of a chair shall begin with a motion by a Board member at an Executive Board meeting with a minimum of four concurring Board members. Written notification shall be sent to the subject chair asking for their presence at the next Executive Board Meeting so as to present their case or that they provide the Board with their resignation.

If the Executive Board does not receive a resignation or acceptable explanation by the next Executive Board Meeting, after discussion, a majority vote of at least five members is necessary to remove subject chair.

SECTION 10. FINANCIAL OPERATION and REAL ESTATE

10.1 FISCAL YEAR

The fiscal year will be from April 16 through April 15 of the following calendar year.

10.2 FINANCIAL OPERATION

10.2.1 The corporation shall be operated on a cash basis. No officer or member is authorized to buy or contract credit, nor to incur indebtedness on the part of the Corporation. There shall be no contract whose term is in excess of one calendar year.

10.2.2 The club shall not assume responsibility for personal debts, nor loan money to any individual or other entity.

- 10.2.3 Any expenditure by the club of over \$50.00 must be brought before the general membership for final approval. All expenditures will be supported by paid receipts. All funds will be maintained in interest bearing accounts. Withdrawals over \$50.00 from the "savings account" shall require two signatures. Transfer of funds between club accounts shall require only the Treasurer's signature.
- 10.2.4 A budget shall be submitted 90 days prior to an event with expenses of over \$100.00 by that function chair for approval by the Executive Board before funds will be released. A financial report shall be submitted to the Treasurer with 30 days after any social or other major event by that function's chair, except the Weekend as noted in Section 7.2 (Special/Other Committees).
- 10.2.5 In order for the withdrawal or disbursement of money from the savings account to be authorized, it must be approved at a Business/Membership Meeting by a majority vote of the members present.

10.3 REAL ESTATE

No member may contract to purchase, lease or encumber, or otherwise deal with real estate on behalf of the Corporation.

10.4 GENERAL EXPENDITURE POLICIES

Special operating accounts or funds voted upon by the membership and set aside for committees for use in the course of the club's business shall be considered exempt from this provision. Said operating accounts or funds must revert to the club treasury at the direction of the Executive Board, following the completion of the event.

SECTION 11.0 TRUSTEES

11.1 TRUSTEES

The President of the club shall serve as chair of the Trustee Committee. The Treasurer will serve as it treasurer. Three other Trustees shall be elected by the members during the annual elections, from a list of candidates who include all members in good standing and any Alumni Members who wish to serve the club in this capacity. Trustees will be elected to a two-year term. Additional seats may be filled if the President and or Treasurer decide not to run. Election of Trustees will take place in even numbered years.

11.2 DUTIES

- 11.2.1 The President shall automatically be Chair of the Trustee Committee, and serve their term of office. However, of the other currently serving elected officers, only the Treasurer is permitted to serve as a Trustee.
- 11.2.2 A quorum shall consist of four Trustees. For a motion to be carried, three must vote affirmatively and the chair must vote.

11.3 REGULAR DUTIES

The Trustees shall be charged with the following responsibilities:

- 11.3.1 As long as the Executive Board of the Hi-C's, as outlined in the Code of Regulations, is functioning, the Trustees cannot override or interfere in anyway with their operation unless: before the Executive Board, if it is so requested by the Executive Board.
 - 11.3.1.1 If for three consecutive Business/Membership Meetings a quorum cannot be obtained, the Trustees could approve any important business before the Executive Board, if it is so requested by the Executive Board.
 - 11.3.1.2 A 10-day written notice will be given to members that if a quorum cannot be obtained at the fourth meeting, there is a very real possibility that the club shall go inactive as stated in Section 11.3.1.3 (Regular Duties).
 - 11.3.1.3 If in five consecutive Business/Membership Meetings a quorum cannot be obtained, the Hi-C's shall automatically become an inactive organization, and the Trustees have the power to take over as outlined in Section 11.5 (Reactivating the Hi-C's).
- 11.3.2 The Trustees may declare the Hi-C's an inactive status and assume operation of the organization under the following conditions:

- 11.3.2.1 If at election time, as outlined in Section 6.0 (Duties of Officers) of the Code of Regulations, candidates cannot be obtained to run for elected office.
- 11.3.2.2 If at the time of appointments of other Executive Board positions, they cannot be filled, the Trustees may declare the Hi-C's in an inactive status, and assume operation of the organization, but may not dissolve the operation.

11.4 INACTIVE STATUS DUTIES

In the event of inactive status, the Trustees shall perform the following functions:

- 11.4.1 They shall take charge of all club assets, be responsible for their safekeeping, i.e. all banks accounts, athletic equipment, etc.
- 11.4.2 They should make every attempt to return the club to active status as soon as possible (this is meant to be no less than annually). See Section 11.6 (Dissolution of the Hi-C's).
- 11.4.3 They must attempt, if at all feasible, to hold at least two functions a year, i.e. a picnic and or cocktail party and or Christmas Party.
- 11.4.4 They are required to continue the savings account at the prevailing rate of interest.
- 11.4.5 For the purpose of notification of membership and for normal operation expenses, the Trustees may withdraw up to an amount equal to the accrued income through the Hi-C's fiscal year.
- 11.4.6 When dues become payable, while the club is in an inactive status, the Trustees may establish inactive dues, i.e. \$2.00 or \$3.00 annually. A Full Member at the time the club was placed in an inactive status, or any past member that so desires, may continue to renew his/her membership upon payment of the newly established dues.
- 11.4.7 They shall retain active status in TCI and should publish a newsletter periodically if financially possible.

11.5 REACTIVATING THE HI-C'S

If a group of people equal to the total membership which composed the club at the time of its entry into inactive status wishes to reactivate the club, they should give written notice to the Trustees of the intent to reactivate the club, and intent to follow the Code of Regulations in effect at the time the group went inactive.

11.6 DISSOLUTION OF THE HI-C'S

If the total Hi-C's membership, including Trustees, shall go below ten members, the Trustees may collect all assets and disband the Hi-C's as follows:

- 11.6.1 All assets of the organization shall be liquidated.
- 11.6.2 The resulting moneys will go to a charity or charities as designated by the membership, at a specially called meeting for that purpose.

SECTION 12.O AMENDMENTS

13.1 ADDRESSES

Mailing addresses of club members shall not be given out to any individual, organization or corporation requesting them for a specific reason without a majority vote given at a Business/Membership Meeting. Members may request that their name be deleted before such a list is given out.

13.2 BYLAWS

The club shall operate under the rules of the Bylaws of TCI, and this Code of Regulations. In the event of a dispute, the interpretation of any Code of Regulations shall be governed by Robert's Rules of Order, and governed by a majority vote of the Executive Board.

13.3 WEEKEND PACKAGE

The Weekend Package shall be determined by a majority vote of the Full Members present at that Business/Membership Meeting. The choice will be between alternatives presented at a Business/Membership Meeting.

13.4 FOUNDER'S DAY

TCI Founder's Day is celebrated on the Saturday closest to May 19 (Kae Sumner Einfeldt's birthday). Net profits made by a Hi-C's function held at this time should go to the National Marfan Foundation in the name of Kae Sumner Einfeldt on behalf of TCI and the Hi-C's.

13.5 NEWSLETTER

The club newsletter shall contain the requirements set by TCI to be eligible for the "Best Newspaper" Award given at Convention. These are continuous activity coverage, in depth reporting of future events and past activities to enhance participation by club members, TCI coverage both business and activity, local club business, membership reports, etc. A copy of the newsletter will be sent each month to the TCI Editor.

13.6 CHARITY

The Club shall make at least one contribution annually to charity. Contributions can be spread across the year. A majority vote of the membership will determine the recipient(s) of the contribution(s).