

Bylaws of Pen Collectors of America NFP (PCA) formed under the Laws of the State of Illinois Uniform Not for Profit Statutes

Article I: Principal Office

Pen Collectors of America

C/o Roger Wooten

P O Box 174

Garden Prairie, Boone County, Illinois 61038

Article II: Nonprofit Purposes

Section 1: Specific Objective and Purposes

The specific objectives and purposes of this Corporation shall be: to educate and facilitate communication and understanding among all Members and the general public in the history and the use of writing instruments, related accessories, ephemera and improving handwriting.

IRC 501(c) (3) Tax Exemption Provisions

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code.

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

This Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Section 2: Non-liability of Directors

No Director, Officer or Member shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 3: Indemnification of Directors and Officers

The Directors Officers and Members of the Corporation shall be indemnified by the Corporation for any approved action taken on behalf of PCA.

Article III: Construction and Terms

Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-Laws shall be unaffected by such holding.

These By-Laws of PCA shall be subject to the Articles of Incorporation of PCA, the laws of the State of Illinois and the provisions of the IRS including but not limited to Section 501(c) (3) Definitions

The presumptive definitions used in these By-Laws:

1. A majority shall be a simple majority (fifty percent of those voting plus one).
2. A notice can be written, fax, telephonic, or on the internet.
Any Member who attends the meeting and does not raise the issue of lack of notice shall be deemed to have waived the non-receipt of notice.
3. Proxies
 - a. Must be in writing
 - b. Any Member may give another Member a proxy.
 - c. A proxy may count as attendance for quorum purposes.
 - d. The proxy can be generally or specifically limited.

Article IV: Directors

Section 1: Number

The Corporation shall have nine Directors. They shall serve a staggered three year term. Each director shall hold office for a period of three years. A director can serve two consecutive full terms. After an absence of one year, a former Director may stand for election for a new term of office.

Section 2: Powers

The activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by the Board of Directors

Any action of the Board of Directors is subject to review by the Membership at a special meeting called for that purpose. The Membership must have 2/3 vote of the Members, in attendance, to override the Board's action.

Section 3: Execution of Instruments

The Board of Directors may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. No Officer, agent, or employee shall have any power or authority to bind the Corporation unless directed in writing by the Board of Directors.

Section 4: Officer Employee Oversight

It shall be the duty of the Directors to: appoint, remove, supervise and fix the compensation of all Officers, agents, and employees of the Corporation.

Section 5: Annual Meetings of the Board of Directors

There shall be an annual meeting at a time and place set by the Board of Directors

Section 6: Other Meetings of the Board

Other meetings of the Board of Directors may be called by the Chair of the Board or two other Directors. Reasonable notice shall be given by the Secretary giving the time, location and purpose of the meeting.

Section 7: Meetings need not be in person

The meetings do not have to in person. They maybe held by mail, by telephone or on the internet.

Section 8: Quorum for Board of Directors Meetings

A quorum shall consist of five of the Members of the Board of Directors No business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion, which the Chair shall entertain at such meeting, is a motion to adjourn.

Section 9: Vacancies

The Board of Directors will fill any vacancies on the Board of Directors. A person elected to fill a vacancy on the Board of Directors shall hold office for the remainder of that term.

Directors may be removed from office, with or without cause, by majority vote of the other Board of Directors.

When the Directors fill a vacancy on the Board, the selection will be presented to the Membership for approval. The presumptive Director must receive a majority of the votes cast.

Section 10: Committees

The Board of Directors may appoint committees. These committees may include Members who are not Members of the Board of Directors.

ARTICLE V: Officers

The Officers of the Corporation shall be a President, a Vice president, a Secretary and a Treasurer. The Corporation may also have one or more vice presidents, assistant secretaries, assistant treasurers and other Officers with titles and responsibilities as be determined by the Board of Directors.

Section 1: Election and Term of Office

The Board of Directors shall select a President, Vice President, and Secretary from the Members of the Board of Directors. These Officers shall serve a one-year term.

The Board of Directors shall appoint a Treasurer who will serve at the pleasure of the Board

Section 2: Removal and Resignation

The Board of Directors may remove any Officer, either with or without cause.

Section 3: Vacancies

The Board of Directors shall fill the vacancy of any Office.

Section 4: Duties of President

The President shall be the Chief Executive Officer of the Corporation and shall serve as Chair of the Board of Directors.

Section 5: Duties of Vice President

In the absence of the President, the Vice President shall perform all the duties of the President,

Section 6: Duties of Secretary

The Secretary shall:

Keep written minutes of all meetings of Directors, committees of the Board of Directors, of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, the notice given, the names of those present, and the proceedings. These Minutes will be a permanent part of the corporate records.

Maintain a copy of the Corporation's Articles of Incorporation and Bylaws, which shall be open to reasonable inspection by the Members,

In general, perform all duties incident to the office of Secretary.

The Board may appoint Assistant Secretaries to perform any of these duties.

Section 7: Duties of Treasurer

The Treasurer shall:

Be responsible for all corporate funds and deposit all such funds in the name of the Corporation in such financial institution as shall be selected by the Board of Directors.

Disburse the funds of the Corporation as directed by the Board of Directors.

Prepare financial statements to be available to the Directors and Members.

In general, perform all duties incident to the office of Treasurer and such other duties as may be requested by the Board of Directors.

The Board may appoint assistant Treasurers to perform any of these duties.

Article VI: Members

Section 1: Classes of Membership

The Corporation shall have various classes of Membership as determined by the Board of Directors with the ratification of the Members.

Section 2: Qualifications of Members

The qualifications for Membership in this Corporation are an interest in the stated purpose the Corporation.

A Member will complete an application and submit it to the Treasurer.

The Treasurer will acknowledge the application, and submit a list of new Members to the Board.

The Treasurer will also maintain the roster of Members open for the Board and Members.

Section 3: Member Dues

The Board of Directors shall set annual dues. Only Members whose dues are current will have rights of Membership.

Section 4: Termination of Membership

Membership can be terminated, if the Member has engaged in conduct seriously prejudicial to the interests or purposes of the Corporation. After providing the Member with reasonable written notice and an opportunity to be heard, the Board of Directors may terminate the Member by a vote of five of the Directors.

The expelled Member can appeal to the Membership. The Membership may reinstate the Member by a 2/3 vote at a special meeting called for that purpose.

Article VII: Meetings of Members

Section 1: Meetings

An annual meeting of Members shall be held at a time and place selected by the Board of Director. The purpose of the meeting shall include confirming the election of Directors and transacting other business as may come before the meeting.

Section 2: Special meetings

Special meetings may be called by the Directors, or at the request of 100 Members or 10% of the Membership (whichever is fewer).

Section 3: Quorum for Meetings

A quorum shall consist of 15 Members in attendance including proxies.

Section 4: Action by Written Ballot

The election of Directors shall be by written ballot. The presiding officer of any meeting may call for a written ballot on any other issue.

Article VIII: Amendment of Bylaws

Section 1: Amendment

These Bylaws may be amended, by the Board of Directors, and ratified by a majority of the Members.

ADOPTION OF BYLAWS

We, the undersigned are all of the initial Directors of this Corporation adopt the foregoing Bylaws, consisting of the preceding eight pages as the Bylaws of this Corporation

Dated: