BYLAWS
OF THE
INTERNATIONAL COPY FAMILY ASSOCIATION

ARTICLE I - Offices

Section 1. Registered Office. The registered office of the International Copy Family Association (ICFA), hereto also known as the Association, or the State of Wyoming shall be as stated in the Articles of Incorporation of the Association (the Articles) or such other place as may be fixed by the Board of Directors from time to time.

Section 2. Principal Office. The principal office of the Association shall be at such place within or outside the State of Wyoming as the Board of Directors may from time to time determine or the business of the Association may require or the Board from the principal office, and the records of the Association shall be kept there or at a location(s) selected by the Board of Directors.

Section 3. Other Offices. The Association may also have offices within, either within or outside the State of Wyoming, as the Board of Directors may determine.

ARTICLE II - Membership

Section 1. The Association shall have open membership to include descendants of Philip and Martha Copy of Beverly, MA, their spouses, relatives and friends as and as an individual, group or institution interested in the Copy Family, genealogy and history, or the mission and objectives.

ARTICLE III - Boards and Committees

Section 1. Board of Directors shall constitute the Offices of the ICFA and consist of a President, Vice President, Secretary and Treasurer. The Board of Directors shall have ultimate authority and responsibility for the operation of the Association, the affairs of the Association shall be planned, directed and managed by or under the direction of the Board of Directors for the benefit of the Association. The Board of Directors may delegate to the officers of the Association, the Key Persons, the Board of Directors may exercise all powers of the Association and perform all acts, which are not prohibited to a by law, by the Articles of Incorporation, or these Bylaws. The Board of Directors shall appoint committees and assign responsibilities for specific tasks required to operate the Association.

Section 2. Eligibility. The Executive Board shall be composed of the Board of Directors plus three additional Directors appointed by the Board of Directors who, as a whole, will be responsible for the operation of the Association.

Section 3. Nominations. Nominations for a candidate to hold a seat, but not limited to, Directors, officers, elected by the Board of Directors to be after presiding ongoing general meeting of the membership of the Association. The members of which are entitled to vote, shall be given notice, which contains a description of the meeting, but not to exceed a Thirty (30) days notice. They may request a special meeting with the Executive Board. They may opinion perpetually, subject to approval by the Executive Board and Congress.

Section 4. Assignment of duties.

- Specific job duties and time shall be assigned, Section 3 and 5-8, as promised, these may be reassigned as necessary, subject to the approval of the executive officer(s) in charge of the activity and concurrence of the majority of the Executive Board members.
- Duties may be held more than one position.
- Where needed, a volunteer or a member may be used to supporting any other position.

Section 5. Qualifications.

- Directors must be adults, 21 years or older, who represent the interests and purposes of the Association. Each Director and alternate for the Director is to accept responsibility for the operation of the Association, and to be available and actively participate in governance activities. Directors shall be selected to bring a variety of interests and expertise to the Association and should be persons recommended to serve a Board of Directors or Executive Board.
- Descendants and their relatives may hold any elected or appointed office except the President and Vice President who must be a direct lineal descendant, who should be a cousin or at least 75% (3/4) of them adult voting members attending the biennial membership meeting.

Section 6. Quorum.

- The Board of Directors shall be elected by a majority vote of the general membership present during the business portion of the biennial meeting.
- The Nominating Committee shall consist of at least 3 members for the purpose of identifying and voting one or more candidates for each vacancy.
- The Nominating Committee shall be composed of at least one representative from the "sponsored" portion Executive Board and one representative from the "elected" portion. The members of the Nominating Committee shall be appointed.
- Members may solicit nominations to the Secretary up to 60 days prior to the election.
- A slate of nominations for presentation to the membership shall be prepared by the Nominating Committee and be available to the membership at least 30 calendar days prior to the election.
- Members may submit nominations from the floor for consideration by the Nominating Committee meeting.
- Election of officers and approval of activities will be by majority vote unless otherwise specified in these Bylaws.
- If a private member votes for a Key Person, the vote will be counted as a "Yes".
- Voting will be by secret ballot if more than one person is proposed for an office.
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Section 7. Term of Office.

- The term of the Board of Directors officers shall begin at the close of the business session at which the Board of Directors officers are elected.
- Elected officers shall be elected for a term of two years, with no limitation on the number of consecutive 2-year terms.
- Initially, the elected Board of Directors officers should be elected one year to have overlapping group (see Section 3, above).
- If an election cannot be held because a biennial meeting is postponed for any reason then the incumbent Officer's term will be extended until the next biennial meeting.
- A Board of Directors officer may be elected for an extended term by at least a 75% (3/4) vote of the adult members attending the biennial meeting.

Section 8. Appointed Directors. The Board of Directors shall select appointed Directors, with the Executive Board confirming their appointment by vote.

Section 9. Training. When possible, new Directors should envisage person Directors for a period of time, depending on the offices Key Director are expected to assist new Directors on various projects and activities for at least twelve months.

ARTICLE IV - Duties

Section 10. Duties & Procedures.

- Duties & Procedures shall be developed to further define the job descriptions, responsibilities/duties, interfaces within and without the Association, and operating procedures for each office, which can be used as backup to case someone must temporarily or permanently assume the position or an ongoing office.

Section 11. Removal.

- An elected Board of Directors Officer of the Association may be removed, at any time, with cause, upon the affirmative vote of a majority of the Board of Directors at a meeting called for the purpose of the proposed removal.
- Any appointed Director may be removed at any time, with cause, by a resolution approved by the 75% (3/4) of the Executive Board, with the affirmative vote of the Board of Directors.

Section 12. Vacancy.

- If the office of an elected Director becomes vacant for any reason, the Executive Board must, by majority vote, appoint a successor within 60 days to fill the vacancy.
- Appointed positions on the Executive Board may be filled at any time by majority vote of the Executive Board.
- Appointed positions on the Advisory Board may be filled at any time by majority vote of the Executive Board.

Section 13. Resignation. Any Director may resign at any time by giving written notice of such resignation to the President or Secretary. Such resignation shall be effective upon receipt unless specified in the notice, unless a date after the resignation shall be specified.

Section 14. Compensation.

- Directors receive no direct compensation from the Association for services as a Director. They may receive reimbursement for prior approved expenses related to the operation of the Association.
- Notwithstanding the foregoing, approved Officers of the Association, who are required to be entitled to reasonable compensation for services or expenses rendered to the Association if funds are available and approved by the Executive Board.

Section 15. Confidentiality. From time to time, confidentiality or meetings of the Board of Directors or the Executive Board may be required to discuss matters of a personal or sensitive nature. Information of a personal, confidential or sensitive nature presented in connection with the activities of the Boards may require confidentiality. The President may designate certain matters as being of a confidential. Members of the Boards are required to treat such information as being of a confidential nature or topics excused or authorized by the President. For all other agenda items or topics, Directors are encouraged to share information with the membership at large, as appropriate.

Section 16. Liability and Scope of Omission Insurance. Subject to competitive bidding, the Association shall maintain Liability and Scope of Omission Insurance for the benefit of its Directors.

ARTICLE IV — Meetings

Section 1. Board of Directors and Executive Board Meetings. Board of Directors and Executive Board Meetings shall occur at least once per year or more frequently as needed to conduct the business of the organization. The Boards may conduct business by electronic means and by phone, provided that the minutes of minutes continuous communication are recorded.

Section 2. General Membership Meetings. A General Membership business meeting shall held biennially and be conducted with a duly notice, which contained otherwise in the Executive Board. The time and place for such meeting to be determined by the majority vote of the Executive.

Section 3. Notice of Meetings. Notice of business meetings shall be submitted to the President, who will present all agenda to the Executive Board for vote and final approval.

Section 4. Quorum. Meetings of the Boards of Directors and the Board of Directors in such numbers as required or prescribed by the Articles of Incorporation and these Bylaws, and the Meeting shall conduct such other business as may properly come before the meeting.

Section 5. Recorded of meeting actions. Minutes of all official Board and Committee meetings shall be recorded and available to members upon request.

Section 6. Notice of Meetings.

- Notice (electronic or written) shall be given not less than two days prior to Board of Directors or Executive Board meetings, unless a longer period is required by the meeting. Each member shall prepared agenda for meeting, and shall be agenda item in the notice shall not present action from being taken with respect to such item. For items requiring future action, the agenda item shall be worded to allow for the proper of action to be taken.
- Notification of additional or emergency or which (1) consent of a Director, (2) an amendment to the Articles of the Association, or (3) a resolution of the Bylaws will be proposed must be given at least 30 calendar days in advance of such meeting.

Section 7. Transport and Voting.

- The presence of a majority of the members of the Board of Directors, the Executive Board, shall constitute a quorum for the transaction of business at a meeting of the Board of Directors or the Executive Board.
- Participation by remote communication constitutes presence at a meeting. Remote communication means communication via electronic communication, conference telephone, videoconference, Skype, or other means by which one can simultaneously hear or see each other.
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Section 8. Quorum and Voting.

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ARTICLE V — Elected Officers and Duties

Section 1. President. The President shall be the chief executive officer of the Association and shall preside, or appoint a designee to preside, at meetings of the Board of Directors, Executive Board and General Membership.

- The President shall be responsible for the operation of the Association in accordance with the Articles of Incorporation and resolutions of the Board of Directors, and Executive Board, and current laws and rules, shall sign and deliver in the name of the Association any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Association except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, these Bylaws, or by resolution of the Board of Directors or by the Executive Board of the Association, may maintain records of and perform such other duties as may be prescribed by the Board of Directors.
- The Vice President shall be the person who is the person generally named in the absence of a responsible organization and shall have such other powers and perform such other duties as the Executive Board may prescribe.
- All special assignments, or duties, for the purpose of carrying out the mission of the Association and be assigned.
- Submit to the membership, at the biennial meeting, a report of all activities at the Board of Directors and Executive Board meetings.

Section 2. Vice President. The Vice President shall assist the President in Association business.

- The Vice President shall be responsible for the operation of the Association in the absence of the President.
- Carry out the policies of the Association by developing and administering specific programs and activities.
- Perform such other duties as may from time to time be assigned by the President and Executive Board.
- In the event of vacancy in the office of the President, the Vice President shall exercise the duties of President.

Section 3. Secretary. The Secretary shall be responsible for ensuring that all notices and the minutes of all proceedings of the Board of Directors and Executive Board are recorded and shall be responsible for the proper custody of the records of the Association. The Secretary shall be responsible for ensuring that the Executive Board shall be kept informed with the office of the President being referred to fulfill the duty.

- The Secretary shall be responsible for ensuring a back-up copy of critical records such as Mailing list, Genealogical Data, and Financial Records.
- The Executive Board shall define the means for ensuring a back-up of critical records. This may be electronically with access to the Executive Board members, or physically with a back-up copy of critical records being stored at a secure location.
- Ensuring a back-up of critical records is the responsibility of the Secretary. The Secretary shall ensure that the Executive Board is informed of the location of the back-up of critical records.

Section 4. Treasurer. The Treasurer shall be responsible for the Association's funds. The Treasurer shall:

- Keep full and accurate accounts of receipts and disbursements in books belonging to the Association and deposit all such funds in such bank or other depository as the Board of Directors may direct.
- Disburse the Association's funds and checks and drafts in the name of the Association as ordered by the Executive Board or within organizational budget.
- Ensure that all notices, drafts, and checks in the name of and to the credit of the Association are deposited in such banks and other depositories as the Board of Directors shall direct.
- Safety, establish and maintain the financial accounts of the Association, and receive and deposit all monies (cash receipts and checks) in the name of and for the Association, when such funds have been so authorized by the Treasurer and authorized by majority vote of the Board of Directors.
- Keep and maintain the financial records of the Association.
- Maintain and file all necessary forms and Federal tax records.
- Provide to the Executive Board and Board of Directors a financial report, an account of all financial transactions and the financial condition of the Association.
- The Treasurer shall be responsible for a portion of the responsibilities of the Treasurer to one or more persons, provided, that such responsibility shall be subject to the approval of the Executive Board. The Treasurer shall be responsible for the tasks that remain the ultimate authority and responsibility for the Association's finances.
- The Executive Board will cause an audit of the financial records at least once per 2 years, with a summary of the results provided to the membership.

Section 5. Records and Communications.

- All records of Association, or organization, or for a particular office shall be passed on to the person assuming the responsibility for that office within 10 days of the new person being selected or fulfill that office.
- Any and all records and other information for the Association, or for the ongoing project may keep a copy for reference in order to help the new person. But the official records will be held by the newly elected/appointed person.
- Any or all other Officers shall be responsible for the Association's funds, and shall be bonded, at the President within 60 days of the President being selected to hold the office.
- The President shall be responsible for ensuring a back-up copy of critical records such as Mailing list, Genealogical Data, and Financial Records.

ARTICLE VI - Appointed Officers, Committees and Duties

Section 1. Appointed Officers and Committees.

- The Board of Directors may establish one or more Directors or committees as may be specified in resolutions approved by the Board. These appointed Directors and Committees shall serve and the term elections in which the term Executive Board and Committees shall be elected by the Board of Directors, or Executive Board, or Committee.
- Such Directors and Committees shall have the authority to act on behalf of the Board of Directors, or Executive Board, of the Association to the extent provided in Board resolutions.
- Appointed Committees, Directors, and Staff, are subject to the direction and control of the Executive Board.
- At least 3 persons shall be appointed and serve as members of the Executive Board. They shall be Genealogy, Genealogy, and Genealogy.
- The Board of Directors may appoint other directors, as it deems necessary to carry out the functions of the Association. Appointed Directors may be appointed to serve as chairpersons of committees or to assist in administering the programs of the Association. Board appointments and appointed organizations may be temporary or permanent.

Section 2. Appointed Officers. The President of the Association may appoint Directors, Committees, and other individuals, timed, search, online presentation, video, Influencers, chat rooms, blogs, Info and Etc forms, the Executive Board shall approve, or ratify, such appointments, and may establish such other and further duties and responsibilities for such appointed officers and Directors and Committees.

- All business related journal reading addresses and email addresses the Association shall be the Executive Board.

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ARTICLE VII - Fiscal Matters

Section 1. Accounting Year. The accounting year of the Association shall be the calendar year.

Section 2. Appointed Board Directorships.

- Suggested Annual Dues/donations are voluntary and are used to fund ongoing Association operations and activities.
- The Executive Board shall determine the amount and classification of annual dues and of the Suggested Dues/donations for each class of membership, and shall determine the time for payment of such dues.
- Suggested Dues/donations are for "voluntary use", defined as those persons directly related living within the same household as a member who pays the annual dues, or who are individual members of Family.

Section 3. Other Association property.

- Any property owned by the Association jointly with the United States Patent and Trademark Office or belonging to Particularly to the ICFA but may be licensed for other use by case of the Board.
- Any property owned by the Association shall be used for the benefit of the ICFA.

ARTICLE IX — Ownership, Copyrights and Trademarks

Section 1. Website Domain name.

The Board of Directors shall, in accordance with the terms of the ICFA, register, own and maintain the domain name (only family.org with the International Corporation for Assigned Names and Numbers (ICANN) through their approved vendor for use as the Association website. The Board of Directors may, in the Association's discretion, register, own and maintain other domain names as ancillary(ies) (e.g. only family.com or cousinsfamily.com) if not actively used, or if not actively used as a website, for the purpose of protecting the Association's brand.

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Section 4. Trademarks. Any property owned by the ICFA shall be used for the benefit of the ICFA.

ARTICLE IX — Amendments

Section 1. The Association's Articles of Incorporation and these Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the voting members present, which constitute the quorum, at any meeting or vote of such amendment. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or these Bylaws, may be proposed by the Board of Directors, or by the Executive Board, or by the membership. Such proposed amendments have been given and shall be adopted, upon approval by the membership, pursuant to the next biennial meeting of the membership or at a special membership meeting upon the vote of a majority of the members present at the proposed amendment or revision. Any such amendment or revision shall require the affirmative vote of at least 66.7% (2/3) of the adult members attending the biennial meeting.

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B- The **Family Home** shall be an official trademark of the ICFA.

C- The **Newsletter and Website Logo** shall be an official trademark of the ICFA.

D- Other **Seals, Crests and Logos** as defined by the Board of Directors.

ARTICLE X – Dissolution

Section 1: In the unlikely event of the dissolution of the Association, all funds (after all debts are paid), records and other assets of the Association shall be transferred to a non-profit organization that supports the goals and objectives of the organization, as determined by the Executive Board at the time of dissolution. None of these funds, records or assets shall inure to the benefit of any individual member or members of the Association.

CERTIFICATION

The undersigned as Secretary of the International Cafe Family Association, a Wyoming nonprofit corporation, hereby certifies that the foregoing Bylaws of the Corporation were adopted by written action of the Board of Directors signed the *(Date)*.

Signed_____Secretary _____Date