

BYLAWS

THE R.J. SCHEFFEL MEMORIAL TOY PROJECT, INC.

ARTICLE I.

OFFICIAL NAME

Section 1. This organization shall be known as THE R.J. SCHEFFEL MEMORIAL TOY PROJECT, INC.

ARTICLE II.

MISSION STATEMENT

SECTION 1. The purpose of the R.J. Scheffel Memorial Toy Project, Inc. is to enhance the lives of children from low-income families by providing wooden toys and games for annual distribution at Christmas-time by the Lansing office of The Salvation Army and other similar social agencies. The Project solicits public support for funds and materials to be utilized in the construction of toys and games.

ARTICLE III

MEMBERSHIP

SECTION 1. Membership in this organization shall consist of any member of the community who provides time, talent, and/or resources for the construction of the toys and/or games for distribution to needy children as set forth in the mission statement.

ARTICLE IV.

ANNUAL AND SPECIAL MEETINGS

SECTION 1. This organization shall hold an annual meeting in January of each year. Notice of the time and place of the annual meeting shall be posted at least 30 days before the annual meeting. Nominations for the Board of Directors shall be submitted to the organization's Secretary prior to the annual meeting and voted on at the annual meeting. The primary order of business at the annual meeting shall be the election of seven (7) members of the Board of Directors. The Board of Directors shall also review the financial records of the organization for the year prior or arrange for an audit of the financial records by an outside, independent auditor.

SECTION 2. The current Board of Directors shall have the right to call a special meeting of the organization's membership at any time provided an absolute majority of the Board of Directors votes for such a meeting.

ARTICLE V.

BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of seven (7) members who shall be elected at the annual meeting of the membership.

SECTION 2. All directors shall enter upon their official duties upon election and shall serve for a term of one (1) year or until their successors shall be duly elected and qualified.

SECTION 3. The Board of Directors shall determine the policies and activities of the organization, elect the officers of the organization, approve the budget, approve all bills, take counsel with committees, and have general management of the organization.

SECTION 4. The Board of Directors shall meet regularly at least once each quarter and at the call of the President, or by a call of the majority of the Board of Directors.

SECTION 5. A quorum of the Board of Directors shall be four (4) members.

ARTICLE VI.

OFFICERS

SECTION 1. The officers of this organization shall be a President, a Vice-President, a Treasurer and a Secretary. No officers other than Secretary and Treasurer shall be combined in one person. The officers shall be selected by the Board of Directors from its membership.

SECTION 2. All officers shall enter upon their official duties on the day of their election at the January meeting and shall serve for one (1) year or until their successors shall be duly elected and qualified.

SECTION 3. The duties of the officers shall be as follows:

(a) The **President** shall be the chief executive officer of the organization and shall preside over all meetings of the membership and the Board of Directors. He shall be an ex-officio member of all standing and special committees. He shall perform such duties as usually pertain to the office of president.

(b) The **Vice-President** in the absence of the President, shall preside at all the meetings of the Board of Directors and/or the annual meeting of the organization. The Vice-President shall also perform such other duties as usually pertain to the office or may be assigned to him by the President or the Board of Directors.

(c) The **Treasurer** shall record all funds paid to this organization and shall deposit the same in the official depositories and shall disburse same on the order of the Board of Directors. All checks shall bear the signatures of two officers of the corporation, one of which shall be the Treasurer. He shall counter-sign all checks. His accounts and books shall at all times be open to the inspection of the President, the Board of Directors, and any authorized auditors. He shall make a report at the annual meeting of the organization and at such times as the President or the Board of Directors may require.

(d) The **Secretary** shall keep the records of the membership, membership dues if any, and minutes of the Board of Directors, the annual meeting of the organization and any committee meetings. The Secretary shall submit a report to the annual meeting of the organization and at such other times as the President or the Board of Directors may require.

(e) The Board of Directors shall also select a Group Leader who will be in charge of the operation of the workshop where the toys described in the mission statement are made. The Group Leader shall determine manner and the hours of operation of the workshop and shall purchase necessary items for the construction and finishing of the toys. The Group Leader shall be provided a petty cash fund in an amount determined by the Board of Directors to make these purchases. The Group Leader shall provide quarterly reports to the Board of Directors either in person or through the President concerning the progress in the manufacturing of the toys described in the mission statement. The Group Leader may be a member of the Board of Directors.

ARTICLE VII.

NOMINATIONS AND ELECTIONS

SECTION 1. At least 30 days prior to the annual meeting a Notice of the annual meeting shall be posted at a prominent place at the work site used for construction of the toys described in the mission statement. Nominations for the Board of Directors shall be submitted prior to the annual meeting and voted on at the annual meeting of the membership.

ARTICLE VIII.

MEETINGS

SECTION 1. This organization shall hold an annual meeting, in January, of all members as defined above and the Board of Directors shall meet at least once each quarter (every 3 months). It may hold such other meetings as the Board of Directors or the membership may desire as previously set forth in these bylaws.

ARTICLE IX.

REVENUE

SECTION 1. Monies received from fund raising projects in which the public participates, or from members or others for the service activities of the organization shall be used only for the charitable, educational, and eleemosynary activities of the organization. The funds shall be used for the construction of the toys or to maintain the workshop in a business-like manner.

ARTICLE X.

FINANCE

SECTION 1. No later than the 31st of January a budget of estimated income and expenditures for the year shall be adopted by the Board of Directors.

SECTION 2. This organization's books shall be audited annually by the Board of Directors.

SECTION 3. The Board of Directors shall determine the official depository or depositories.

SECTION 4. In the case of the inability of persons designated to sign checks to perform their functions, the Board of Directors shall designate those who shall act as substitutes.

ARTICLE XI.

RULES OF ORDER

SECTION 1. "Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE XII.

AMENDMENTS

SECTION 1. Any amendment of the bylaws, if in conformity with the laws of the State of Michigan, may be adopted by two-thirds (2/3) vote of the active members present at any meeting provided written notice of the proposed amendment shall have been given the members at least thirty (30) days prior to the meeting. There shall be no voting by proxy.

Adopted (date) _____

The R.J. Scheffel Memorial Toy Project, Inc.

By: _____
President

Secretary

R. J. Scheffel

Memorial Toy Project
5937 S. Martin L. King Blvd.
Lansing MI 48911
517.882.4988

January 23, 2008

Larry Koster
2326 Heights Avenue
Lansing MI 48912-3514

RE: By-Law Amendment

Dear Larry:

Enclosed, please find a copy of the First Amendment to the By-Laws of the R.J. Scheffel Memorial Toy Project, Inc. This is the expansion of the Board of Directors that we discussed at the January 2008 meeting. Our current By-Laws require that board members be given at least 30 days written notice of any change in the By-Laws. We may adopt any amendment by two-thirds of the active members present at any meeting. Four members constitutes a quorum at any board meeting.

I would appreciate your attendance at the April 16, 2008 board meeting if at all possible. This will be held at the workshop at 8:30 a.m. Please feel free to contact me if you have any questions.

Very truly yours,



D. Dennis Dudley
President

DDD:dl
Enclosures
cc:

**FIRST AMENDMENT TO THE BY-LAWS OF
THE R.J. SCHEFFEL MEMORIAL TOY PROJECT, INC.**

ARTICLE V. SECTION 1. Is amended to increase the number of Directors from 7 to 12, the amended language is underlined:

ARTICLE V.

BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of twelve (12) members who shall be elected at the annual meeting of the membership.