

Original Doll Artists Council of America, ODACA, Inc.
Bylaws

Article I. Name.

Section 1.01. The name of this organization shall be Original Doll Artists Council of America, Inc., also known as ODACA.

Article II. Address.

Section 3.01. The address of ODACA shall be that of the President.

Article III. Status.

Section 3.01. ODACA is a non-profit corporation incorporated in the state of Delaware.

Section 3.02. This organization shall be an independent, non-profit corporation not affiliated with any other organization or association.

Section 3.03. Upon dissolution of ODACA, all remaining monies and assets shall be donated to a non-profit organization designated by a majority vote of the Board of Directors.

Article IV. Purpose.

Section 4.01. The purpose of ODACA shall be to educate collectors about the field of original art dolls and to encourage original doll artists to achieve and maintain the highest possible standards for their work. ODACA may not promote an individual artist, but will emphasize original art dolls and original artists as a professional pursuit.

Article V. Membership.

Section 5.01. New Member. A New Member is an Artist Candidate selected by the Standards Committee, actively engaged in original doll making as an art form, current on their dues, and has completed a Member Update Form. Term of Membership for a New Member shall begin at the conclusion of successfully completing the Artist Applicant Final Critique (Phase Three of the application process), payment of dues for the upcoming Membership year and completion of a Member Update Form. The Term of Membership for a New Member shall end at the beginning of the second Annual Business Meeting since becoming a New Member. A New Member may attend all meetings, vote, display the New Member's original art dolls at ODACA exhibits, but is not eligible to be an Officer at the Annual Business Meeting following their Final Critique.

Section 5.02. Active Member. To become an Active Member for the upcoming Membership Term, the Member must have been a New Member or an Inactive Member seeking Active Member status, be current on their dues, complete a Member Update Form and be actively engaged in original doll making as an art form. An Active Member may attend all meetings, cast a vote on matters brought before the Membership, is eligible to be an Officer, and display the Active Member's original art dolls at ODACA exhibits. To maintain Active Member status, in addition to completing a Member Update Form annually and being current on their dues, an Active Member must do at least one of the following before the expiration of the third occurrence of ODACA Day after becoming an Active Member (hereafter known as the "Three Year Rule"): (1) attend the ODACA Annual Business Meeting, or (2) attend the ODACA Day Luncheon. For purposes of this Section 5.02, satisfaction of at least one of the two foregoing requirements shall restart said three year period. In the event an Active Member cannot satisfy one of the two requirements they have the option to donate a

Helper Doll for the ODACA Luncheon Raffle valued at \$100 or greater and will receive a one year extension. A Member failing to satisfy the Three Year Rule will automatically become an Inactive Member. The Board in its sole discretion may grant a one year extension by special exception to the Three Year Rule upon written request to the President by the Active Member stating such Member's special circumstances. The Board's decision of whether to grant the special exception will be communicated in writing to the Member and clearly state the Member's status. To be considered, all requests for special exception must be received not later than 60 days prior to the beginning of the upcoming Membership Term and a decision shall be rendered by the Board not more than 30 days after receiving the request. Requests for special exceptions received less than 60 days prior to the beginning of the upcoming Membership Term shall not be considered.

Section 5.03. Inactive Member. An Active Member, who for reasons of retirement, health, or personal reasons cannot continue to be actively engaged in original doll making as an art form, may become an Inactive Member by written request to the President or shall automatically become an Inactive Member by failing to satisfy the Three Year Rule. A change in membership status shall only occur at the beginning of the Membership Term except as provided for in Section 5.06 (relating to Dropped Member). An Inactive Member may not vote, is not eligible to be an Officer, shall complete a Member Update Form annually and shall keep their dues current. Inactive Members' addresses are not published in the ODACA Directory or on ODACA's website. An Inactive Member may request reinstatement to Active Member status only by written request to the President stating they are actively engaged in original doll making as an art form and request a return to Active Member status ("Request for Reinstatement"). Upon receipt of the Request for Reinstatement the President will verify with the Treasurer that the Inactive Member's dues are current and that a current Member Update Form has been received. Upon verification such Request for Reinstatement will be granted and the Inactive Member will be reinstated as an Active Member ("Reinstated Active Member") for the upcoming Membership Term ("Reinstated Membership Term"). To be considered, all requests for reinstatement to Active Member status must be received not later than 60 days prior to the beginning of the upcoming Membership Term and a decision shall be rendered by the Board not more than 30 days after receiving the request. Requests for Active Member status received less than 60 days prior to the beginning of the upcoming Membership Term shall not be considered. A Reinstated Active Member is not eligible to be an Officer for the Reinstated Membership Term.

Section 5.04. Aux-ODACA Member. Aux-ODACA Membership shall be governed by Article XVI.

Section 5.05. Honorary Members. An Honorary Membership may be awarded to a person, whether or not currently or previously holding any Membership status, in recognition of outstanding services rendered to ODACA. An Honorary Member must be elected by the membership in the same manner as electing Officers. Honorary Members shall not have voting privileges, are not eligible to be an Officer, shall pay no annual dues, but may attend ODACA meetings or events.

Section 5.06. Membership Term. The term of Membership shall be from August 1st to July 31st except for a New Member whose term shall begin as stated in Section 5.01. Renewal of Membership for the upcoming Membership Term shall require payment of dues and completion of Member Update Form on or before August 1st. Dues paid after August 1st must include a \$5.00 late fee. Members whose dues are not paid by September 1st will no longer have any Membership status ("Dropped Member"). A Dropped Member may be reinstated by written request to the President to return to the same Member status held immediately prior to becoming a Dropped Member provided such request demonstrates satisfaction of all requirements for the Member status being requested ("Request for Reinstatement of Dropped Member"). Upon receipt of the Request for Reinstatement of Dropped Member the President will verify the Member status requirements have been satisfied and request the Treasurer to invoice the Dropped Member for all past dues including all unpaid late fees and a \$25 Reinstatement Fee ("Reinstatement Invoice"). Upon receipt of payment of

Reinstatement Invoice by the Treasurer the Request for Reinstatement of Dropped Member will be granted and the Dropped Member will be reinstated to the same Member status held immediately prior to becoming a Dropped Member as requested (hereafter “Reinstated Dropped Member”) for the current Membership Term. A Reinstated Dropped Member is not eligible to be an Officer for the current Membership Term.

Section 5.07. Growth of Membership. The Standards Committee shall be responsible, in its sole discretion, for the determination as to whether an Artist Candidate will become a New Member. The decision of the Standards Committee is final.

Section 5.08. Artist Candidates. Artists who are at least eighteen (18) years of age and engaged in the art of original art doll making may submit an application to become a New Member. The Standards Committee will review Artist Candidate submissions for selection as a New Member on a yearly basis. Names of Artist Candidates that pass the portfolio stage of the application process shall be published in the ODACA newsletter prior to ODACA Day for comment by the Members.

Section 5.09. Aux-ODACA Candidates. Persons who are at least eighteen (18) years of age who actively collect original art dolls and are interested in promoting the work of original art doll artists may submit an application to become an Aux-ODACA Member pursuant to Article XVI.

Section 5.10. Loss of Member Status. All Members are subject to Loss of Member status for failure to pay dues pursuant to Section 5.06. Additionally, Member Status may be revoked due to misconduct rising to the level of failure to comply with ODACA Code of Ethics and these Bylaws.

Article VI. Elections.

Section 6.01. Officers. The Officers of ODACA shall be President, First Vice President, Second Vice President, Secretary and Treasurer.

Section 6.02. Term and Eligibility. The term for each Office shall be two (2) years or until their successors are elected or appointed and shall be staggered as follows; President, First Vice President and Secretary shall be elected in even-numbered years and Second Vice President and Treasurer shall be elected in odd-numbered years. An Office may not be held for more than two (2) consecutive terms. Only Active Members are eligible to hold an Office, except for the office of Treasurer which may be held by a current Aux-ODACA Member with at least two years tenure.

Section 6.03. Nominating Committee. The Nominating Committee shall prepare a slate of candidates who have consented to hold an Office and present the slate to the Membership by publishing it in the ODACA newsletter two (2) times prior to the Annual Meeting at which the election will be held. Any Active Member interested in holding an Office may request the Nominating Committee include their name on the slate for a particular Office. In the event of more than one (1) candidate appearing on the slate as being nominated for an Office, the Nominating Committee shall prepare a ballot to facilitate a vote for each such Office (“Officer Ballot”) which shall be provided to each Active Member by mail or other acceptable method. Each Officer Ballot shall be accompanied by instructions for its return and the Nominating Committee shall receive and tally all votes cast and report the results to the Membership by way of a Teller’s Report. The candidate receiving a majority of the votes cast will be declared the winner for each such Office. Officer Ballots will be retained by the Nominating Committee for three (3) months and be available for audit by any Member in good standing. In the event only one candidate appears on the slate as being nominated for any such Office, the Candidate proposed shall be accepted as unanimous and declared the winner for each such Office.

Section 6.04. Officer Vacancies. Except for the President who may be succeeded by the First Vice President, Officer vacancies shall be filled by appointment of a majority vote of the Board for the remainder of the vacant term.

Section 6.05. Change of Office. Newly elected Officers shall assume Office at the close of the Annual Business Meeting.

Section 6.06. President Emeritus. Our founding President, Bess Fantl, was granted President Emeritus status and shall be a voting member of the Board.

Article VII. Officers' Duties.

Section 7.01. President. The President shall preside at all Board and general meetings. S/he shall appoint Committee Chairmen except for the Bylaws Committee and the Standards Committee which are chaired by the First Vice President and Second Vice President respectively. S/he shall be responsible for immediately filling out, signing, and filing with the Delaware Department of State: Division of Corporations ("Department") all required legal papers and sending a copy to the Secretary for her/his files. S/he shall also be responsible for sending the Franchise Tax forms to the Treasurer for proper filing before the deadline. The President shall appoint a qualified person, team, or independent organization to approve ODACA's financial records using an agreed upon procedure at the end of a Treasurer two (2) year term. The President shall be an ex-officio member of all Committees, with the exception of the Nominating Committee. S/he shall serve on the Bylaws and Ethics committees, update the Officer Handbooks and shall review all expense vouchers submitted for approval and authorize appropriate payments. Upon the expiration of the current term the President shall deliver all ODACA records in their possession to the incoming President.

Section 7.02. First Vice President. The First Vice President shall preside at all Board and general meetings in the absence of the President, and if the Office of President becomes vacant, may succeed to the Office of President except when s/he declines the Office or a majority of the Board agree that nominations for the Office of President are necessary. S/he shall serve as the Chairman of the Bylaws Committee and also shall assist in coordinating activities within the organization. S/he shall serve on the Standards Committee. S/he shall coordinate the Annual Business Meeting and ODACA Day with the Aux-ODACA Chairman, keeping the President informed of the arrangements.

Section 7.03. Second Vice President. The Second Vice President shall preside at all Board and general meetings in the absence of the President and the First Vice President. S/he shall be Chairman of the Standards Committee and also shall assist in coordinating activities within the organization.

Section 7.04. Secretary. The Secretary shall record and be the custodian of the minutes of all meetings and assume secretarial duties as needed for the operation of ODACA. S/he shall be custodian of corporate records and be responsible for notifying the Department of all changes in Officers and other pertinent information they may request, obtaining and completing appropriate forms, and furnishing those forms to the President for signing and filing. S/he shall furnish the Annual Business Meeting minutes to the President and to the Newsletter Editor for distribution to the Members. S/he shall be responsible for updating and distributing the ODACA Directory to Members by October 31st of each year.

Section 7.05. Treasurer. The Treasurer shall receive all ODACA funds and securities, make quarterly reports to the President and Membership, and file necessary documents and pay all fees and taxes to maintain ODACA's incorporated status. S/he shall send copies of all corporate filings to the Secretary for inclusion in the corporate records. S/he shall pay all approved bills of the organization. S/he will maintain the Membership list, send dues reminders to those not paid by June 30th, collect Artist

Member dues, receive Aux-Member dues and process Aux-Member applications for Membership. Treasurer shall also provide a complete Membership list to the Newsletter Editor, reimburse Officers and Members for ODACA expenses upon receiving copies of receipts and reimbursement vouchers approved by the President. All ODACA financial records shall be turned over to the auditors within thirty (30) days of the close of ODACA's fiscal year. The Treasurer and the President shall coordinate the signing of Bank Cards for the new Officers' after each Annual Business Meeting.

Article VIII. Board of Directors.

Section 8.01. Board. The Board shall consist of the Immediate Past President, President, First Vice President, Second Vice President, Secretary, Treasurer, Aux-ODACA Chairman and President Emeritus. The Board is responsible for conducting all affairs of ODACA.

Section 8.02. Voting. All Board Members have voting powers.

Section 8.03. Removal of Board Members. The Board may remove a Member of the Board for failure to perform her/his duties. This action requires a two-thirds (2/3) majority vote of the remaining Members of the Board. The Board will allow the Officer being proposed for removal the opportunity before the vote is taken to defend their removal but that Officer shall not be entitled to vote on their removal.

Section 8.04. Meetings. The Board shall meet within seven (7) days prior to the Annual Business Meeting. The President shall send an announcement specifying the time and place of the Board Meeting to all Board Members ten (10) days prior to the Board Meeting. Special Meetings may be called by the President or at the request of a majority of the Board Members. All Board Members must be notified when a Meeting is to be held. All Board Members should attend the Annual Business Meeting. Meetings may be conducted in person, by email or by telephone conference call, provided all Board Members receive the announcement of the Meeting, a quorum is maintained, and all Board Members participating are included in all discussions and votes. Minutes of all Meetings, regardless of method held, shall be taken by the Secretary and kept with the corporate records.

Section 8.05. Board Vacancies. Except for the President who may be succeeded by the First Vice President, Board vacancies shall be filled by appointment of a majority vote of the Board for the remainder of the vacant term.

Section 8.06. Family members, or members of the same household, may not hold an Office or be appointed to serve on the same Committee at the same time.

Section 8.07. Quorums. A quorum at a Board Meeting shall be a majority of the Board Members present at the beginning of the Board Meeting. A record of all Board Members in attendance will be made.

Article IX. Meetings.

Section 9.01. Annual Business Meeting. The Annual Business Meeting shall be held once a year. The time and place shall be announced in two (2) preceding issues of the newsletter.

Section 9.02. Meetings. Meetings are open to all ODACA and Aux-ODACA Members.

Section 9.03. Quorums. A quorum at the Annual Business Meeting shall be one-third (1/3) of the Active Members. In the event that less than a quorum is present, business may be transacted and motions must pass by at least two-thirds (2/3) majority vote of the Active Members present. A record of all Members in attendance will be made.

Section 9.04. Unofficial Meetings. Unofficial meetings may take place whenever a group of Members are present at a function. No official actions may be taken at unofficial meetings.

Section 9.05. Exhibits. ODACA Exhibits may be held in conjunction with United Federation of Doll Clubs, Inc. (UFDC) events or events or functions of other doll related organizations.

Article X. Fiscal Year and Dues.

Section 10.01. The fiscal year of ODACA will be August 1st to July 31st.

Section 10.02. Application Fee. Each Artist Candidate Application shall include a non-refundable application fee of thirty-five and no/100 dollars (\$35.00).

Section 10.03. Annual Dues. Annual dues are determined by the Board and approved by a majority vote of the Active Members.

Section 10.04. Notice of Dues. A notice of dues will be published in the two (2) preceding issues of the newsletter prior to the deadline date for renewal.

Article XI. Committees and Other Functions.

Section 11.01. Standards Committee. This Committee shall consist of the Second Vice President as a non-voting Chairman, the First Vice President and four Active Members selected by the Standards Committee Chairman. The duties of the Committee shall be to review and make changes to the Artist Candidate membership criteria when necessary and review, critique, and recommend or deny ODACA membership to the Artist Candidate.

Section 11.02. Bylaws Committee. This Committee shall consist of the First Vice President as Chairman, the President and one non-Officer Active Member appointed by the Board. The duties of the Committee shall be to review and make recommended changes to the Bylaws in accordance with Article XIV.

Section 11.03. Ethics Committee. The Committee shall consist of two (2) Active Members and one (1) Aux-ODACA Member each appointed by the Board, one of which shall be appointed Chairman by the Board. The Committee shall mediate complaints of violations of the Code of Ethics of ODACA.

Section 11.04. Nominating Committee. The Committee shall consist of three (3) Active Members, each appointed by the Board and at least one (1) of whom is a non-Board Member. One Committee Member shall be appointed Chairman by the Board. Duties are defined in Article VI, Section 3.

Section 11.05. Newsletter. The purpose of the newsletter is to keep Members informed of the organization's activities and business. The Newsletter Editor will solicit contributions from Members. The newsletter shall be published a minimum of four (4) times per year, and distributed to all Members.

Section 11.06. Slide Programs. The Slide Program Coordinator shall be appointed by the Board and shall be in charge of the ODACA slide programs. Programs shall be duplicated and one (1) copy kept on permanent file. Programs shall be rented to groups for educational purposes. Members may reserve programs at no cost except postage.

Section 11.07. Publicity. The Publicity Coordinator shall be appointed by the Board and shall write

or gather articles of interest for submission to doll publications to educate the public regarding original art dolls and the ODACA artists that create them.

Section 11.08. Advertising. The Advertising Coordinator shall be appointed by the Board and shall create and prepare advertisements for placement in doll publications regarding information about ODACA and its activities, including information about joining ODACA.

Section 11.9. Website. The Website Coordinator shall be appointed by the Board and shall coordinate with the webmaster, all updates and information to be included on the organization's website.

Article XII. Compensation.

Section 12.01. Expenses. Expenses incurred in conducting ODACA business shall be submitted for approval and reimbursement to the President on an expense voucher and shall include receipts. Expense vouchers over \$200 submitted by the President for reimbursement shall be submitted to one of the following for approval: First Vice President, Second Vice President or Secretary. Approved expense vouchers shall be forwarded to the Treasurer for payment.

Article XIII. Procedure.

Section 13.01. Except where they are inconsistent with these Bylaws, Robert's Rules of Order shall be followed.

Article XIV. Bylaw Amendments.

Section 14.01. The Bylaws may be amended by majority vote of the Active Members in attendance at the Annual Business Meeting provided the Membership has received notice of the proposed amendments at least thirty days (30) prior to the Annual Business Meeting either in the newsletter or on the ODACA website.

Section 14.02. Proposed Amendments. Proposed amendments by an Active Member must be submitted in writing to the First Vice-President, as Chairman of the Bylaws Committee, before March 1st. The Bylaws Committee shall consider all proposed amendments submitted by Active Members and raised by the Members of the Bylaws Committee. All proposed amendments approved by majority vote of the Bylaws Committee shall be presented to the Board for comments by April 1st. The Bylaws Committee shall consider all Board comments received by April 15th and prepare revised proposed amendments to be re-presented to the Board for a vote of approval on or before May 1st. All proposed amendments approved by majority vote of the Board ("Final Amendments") shall be published in the newsletter or on the ODACA website by June 1st for comment from Active Members. The Bylaws Committee shall receive and review all comments from Active Members and a Member of the Bylaws Committee shall present the comments at the Annual Meeting prior to a vote on the Final Amendments by the Active Members in attendance. Final Amendments approved by a majority vote of the Active Members in attendance shall be deemed adopted as part of ODACA's Bylaws. Wording of the Bylaws may be clarified at any time provided it does not change the intended meaning.

Section 14.03. Operating Resolutions. Operating Resolutions are guidelines and are independent of these Bylaws. Operating Resolutions may not be changed, but may be created or superseded at any time by a two-thirds (2/3) majority vote of the Board for adoption. Operating Resolutions may not conflict with these Bylaws. Adopted Operating Resolutions shall be published in the upcoming issue of the newsletter and on the ODACA website.

Article XV. Code of Ethics.

Section 15.01. An original art doll is a doll that has been wholly designed and executed by the artist. It may not be a copy of another's work, nor may any of its parts be from a commercial mold, even if it has been changed.

Section 15.02. Only totally original creations may be labeled with an ODACA tag or designation.

Section 15.03. A member will honor delivery times agreed upon at the time of contract.

Section 15.04. The price of a doll upon acceptance of a deposit or sales contract shall remain the same at the time of delivery.

Section 15.05. An Active Member must maintain her/his highest quality of workmanship. Poor or degraded workmanship may be cause for termination of Membership.

Section 15.06. Members shall always support the organization and its Members in public.

Section 15.07. Board Members shall conduct themselves in a professional manner at all times at ODACA and other doll related events.

At a minimum the following conduct is required:

- a) Board Members are expected to treat all Members with dignity and respect whether communicating in person, mail or by email.
- b) Board Members should refrain from discussing ODACA business with non-Members.

Section 15.08. Failure to comply with ODACA's Code of Ethics is cause for termination of Membership.

Section 15.09. Termination of Membership. For purposes of Sections 15.05 and 15.08, such termination requires three fourths (3/4) vote of the Board after notice to the Member whose Membership is proposed for termination. An artist whose Membership has been terminated pursuant to Sections 15.05 and 15.08 must apply as an Artist Candidate to regain Active Membership.

Article XVI. Auxiliary Membership of ODACA.

Section 16.01. Name. The name of the auxiliary of ODACA shall be Aux-ODACA.

Section 16.02. Address. The address for Aux-ODACA shall be that of the Aux-ODACA Chairman.

Section 16.03. Membership. Aux-ODACA Membership is open to any person at least eighteen (18) years of age who actively collects original art dolls or is interested in promoting the work of original art doll artists, has submitted an Aux-ODACA Membership Application, and paid the required dues. The spouse of an Active Member automatically qualifies for Aux-ODACA Membership upon payment of the annual dues.

Aux-ODACA Membership implies a willingness to contribute time and effort to educate collectors on the uniqueness of original art dolls through shows, displays, lectures, slide programs and publicity. Aux-ODACA Members are encouraged to further promote original art dolls at their doll

club meetings by having displays of their own original doll collections for their fellow club members to see. Aux-ODACA Members are expected to assist at ODACA display tables whenever attending UFDC conventions, regionals or shows.

Aux-ODACA Members may attend all ODACA meetings and are encouraged to attend ODACA Day and the Annual Business Meeting. Aux-ODACA Members may offer suggestions and discussion at the Annual Business Meeting but may not vote on ODACA business as they are represented through the vote of the Aux-ODACA Chairman.

New Aux-ODACA Members are defined as anyone that has never been an Aux ODACA Member or has not been an Aux ODACA Member for the previous two consecutive Membership Terms.

Section 16.04. Membership Term. The term of Membership shall be from August 1st to July 31st. Individuals that join as a New Aux Member, as defined in Section 16.04, during the fourth quarter of ODACA's Membership Year (May 1 – July 31) will have their dues apply to the following Membership Year. These individuals will receive all of the benefits of being an Aux ODACA Member immediately, which includes access to the Members Only Area of ODACA's website and any Member discounts. The dues renewal date for these individuals will be August 31st of the following calendar year.

Section 16.05. Dues. Aux-ODACA Member dues shall be paid to the Treasurer by August 31st, with the exception of Aux Members that join Aux ODACA during the fourth quarter of ODACA's Membership Year. The dues for these individuals will be due by August 31st the following calendar year. The Treasurer will provide a current Aux-ODACA Member mailing list to the Aux-ODACA Chair, the President, the Secretary, the Newsletter Editor and the Website Coordinator.

Section 16.06. Termination of Membership. Failure to pay annual dues on time or for misconduct in business dealings with Active Members is cause for termination of Aux-ODACA Membership. For purposes of this Section 16.06, such termination requires three fourths (3/4) vote of the Board after notice to the Aux-ODACA Member whose Membership is proposed for termination. An individual whose Membership has been terminated pursuant to this Section 16.06 must submit a new Aux-ODACA Membership Application.

Article XVII. Aux-ODACA Officers and Term.

Section 17.01. Officers. Officers of Aux-ODACA shall be the Aux-ODACA Chairman and Aux-ODACA Vice Chairman.

Section 17.02. Term. The term for each Aux-ODACA Office shall be one (1) year and the newly appointed Aux-ODACA Chairman shall assume Office at the close of the Annual Business Meeting; and may hold such Office for consecutive terms.

Section 17.03. Aux-ODACA Chairman. The Aux-ODACA Chairman shall be appointed by majority vote of the Board.

Section 17.04. Aux-ODACA Vice Chairman. The Aux-ODACA Vice Chairman shall be appointed by the Aux-ODACA Chairman as soon as possible following the Annual Business Meeting.

Section 17.05. Vacancies. In the event of a vacancy of the Aux-ODACA Chairman, the Office shall be succeeded to by the Aux-ODACA Vice Chairman for the remainder of the term. If the Aux-ODACA Vice Chairman declines the Office the Board shall appoint an Aux-ODACA Member to serve as Aux-ODACA Chairman for the remainder of the term. In the event of a vacancy of the Aux-ODACA Vice Chairman the vacancy will be filled by an appointment of the Aux-ODACA Chairman.

Article XVIII. Aux-ODACA Chairman Duties.

Section 18.01. Chairman. The Aux-ODACA Chairman shall be a voting member of the Board. S/he shall appoint the Aux-ODACA Vice Chairman and suggest or appoint Aux-ODACA Members to help on Committees as needed. S/he shall be Chairman of ODACA Day, working with the First Vice-President in making the arrangements for ODACA Day, including obtaining permission for the event from the UFDC President, arranging with the hotel for the rooms, times, menu selections, equipment needed, and notifying the hotel of the final number of Luncheon attendees. S/he will keep the President and the First Vice President up to date on all arrangements.

Article XIX. Meetings.

Section 19.01. Aux-ODACA Members may attend the Annual Business Meeting and any other ODACA meetings held at UFDC Regionals or wherever such meetings are held. Aux-ODACA Members may offer suggestions and discussion at the Annual Business Meeting but may not vote on ODACA business as they are represented through the vote of the Aux-ODACA Chairman.

Section 19.02. Exhibits. Aux-ODACA Members shall arrange, participate and make presentations at ODACA exhibits whenever possible. They may provide security and/or help Active Members at their display tables at exhibits or in sales rooms when necessary.

Article XX. Compensation.

Section 20.01. An Aux-ODACA Member shall not receive monetary compensation for services, but shall be entitled to reimbursement for ODACA expenses upon submitting a completed expense voucher in accordance with Section 12.01.

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Original Doll Artists Council of America, Inc., a Delaware nonprofit corporation;

That the foregoing Bylaws constitute the current Bylaws of the Corporation, as duly adopted by majority vote of Active Artist Members in attendance at the Annual Business Meeting of the Corporation held July 17, 2010.

IN WITNESS WHEREOF, I have hereunto subscribed my name as the seal of the Corporation this 17th day of July, 2010.

/s/

Secretary Signature

Deanna Hogan

Secretary Printed Name