

Approved May 20, 2019

**Bylaws**

**The Ladies' Library Association of  
Kalamazoo**

**A Michigan Nonprofit Corporation**

**Organized January 1852  
Reorganized and Incorporated 1859**

**Kalamazoo, Michigan**

**Amended May 20, 2019**

**Nation's First Building Built and Owned by a Women's Organization**

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**BYLAWS of  
THE LADIES' LIBRARY ASSOCIATION of KALAMAZOO**

A Michigan Nonprofit Corporation  
Organized on a Membership Basis

**ARTICLE I  
Name**

The name of the Association shall be the Ladies' Library Association of Kalamazoo, referred to herein as the LLA.

**ARTICLE II  
Purpose and Mission**

**Section 1. Purpose**

LLA's purposes are as set forth in Article II of its Articles of Incorporation.

**Section 2. Mission**

The mission of the LLA is to enrich the community through literacy, arts and culture, and to preserve the LLA building and history.

**ARTICLE III  
Members**

**Section 1. Eligibility**

Any woman age 18 or over interested in the mission of the LLA may apply for membership.

To become a member:

- a) an applicant must be sponsored by at least one member of the LLA;
- b) the applicant must have been a guest at one Association meeting;
- c) the name of said applicant shall be submitted to the Membership Chair, who presents the application to the LLA Board of Directors;
- d) dues shall be payable with the application form and said dues shall be held until Board of Directors' review.

Guests may attend any meeting.

**Section 2. Classification**

All LLA members shall have the same rights, responsibilities and privileges, with the following exception:

**25-Year Club** – Members in good standing for 25 consecutive years are dispensed from paying annual dues. All other program fees still apply. Members of the 25-Year Club have the same rights and privileges as other members.

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No membership is transferable.

All members of the LLA are entitled to vote. No voting by proxy is permitted.

### **Section 3. Dues**

Membership dues shall be paid annually, no later than January 31 of the calendar year for which a person is to be a member. Upon timely payment of member dues, a membership shall be renewed for one year: January 1 through December 31. However, a membership shall expire if it is not renewed by payment of dues by January 31 of the year for which a person is to be a member. Members whose dues are not received by that date will not be included in the LLA's annual Membership Directory ("Yearbook") for that year.

Any change in dues shall be recommended by the Board of Directors and presented at the Annual Meeting, previous written notice having been given to the membership.

### **Section 4. Resignations and Reinstatements**

Any member desiring to resign from LLA shall submit her resignation in writing to the Membership Chair. The resignation shall be effective when it is received; it is not necessary for it to be approved or accepted for it to be effective.

If a membership is not renewed and expires, the former member is not entitled to exercise any of the rights of membership, including voting.

Any member who resigns or whose membership has lapsed may apply to the Board of Directors for reinstatement through the Membership Chair.

### **Section 5. Meetings**

**a) General** - General meetings of the LLA membership shall be held at the Ladies' Library Association Building, unless otherwise ordered by the Executive Committee. General meetings of the LLA membership may be called when deemed necessary by the Executive Committee or the Board.

**b) Annual** - The Annual Meeting shall be held at a date, time and place set by the Board.

**c) Elections** - Regular board elections are scheduled no later than October of odd-numbered years, with candidates elected for 2-year terms. See Article VI, section 2.

**d) Special** - Special meetings of the LLA membership may be called when deemed necessary, by the Executive Committee or the Board, the purpose being stated in the call.

At each meeting of the members, a chairperson shall preside. The chairperson shall be the President, unless another person is appointed as chairperson by the Board of Directors.

Members may raise comments or questions at any meeting.

## **Section 6. Notice of Meetings**

Except as otherwise provided in the Michigan Nonprofit Corporation Act (the "Act"), written notice of the time, place and purpose of a meeting of members shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by U.S. mail, or by an e-mail to each person who is a member of record on the date that the Notice is sent. Notice given by mail or e-mail shall be sent to the address shown on LLA's records.

If a purpose of a meeting of members is to vote upon an amendment to LLA's Articles of Incorporation, then the notice of the meeting shall be sent by U.S. mail (not e-mail) at least twenty (20) days before the date of the meeting to the last known address of each member entitled to vote thereon and shall state the time, place and object of the meeting and shall also set forth the proposed amendment or a summary of the changes to be affected thereby if the amendment is adopted.

## **Section 7. Voting**

Each member of LLA is entitled to cast one vote on each matter presented for a vote by the members. No voting by proxy is permitted.

The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless more extensive membership participation is required by law, by the Articles of Incorporation or by these Bylaws. Officers shall be elected by a plurality of the votes cast at an election.

## **Section 8. Member Proposals**

Members have the right to submit agenda items for LLA Board meetings to the Board President or Secretary.

The Michigan Nonprofit Corporation Act of 2015 (the "Act") permits a member to submit a proposal for a vote at a meeting of members if the following conditions are met: 1) the proposal is a proper subject for member action (see below); 2) the member submitting the proposal informs the LLA Board of her intent to present the proposal at a members' meeting; 3) the proposal is submitted to LLA's President or Secretary together with a petition signed by no fewer than ten percent (10%) of members entitled to vote. The Board shall review the proposal and, if the preceding conditions are met, place it on the agenda of a meeting of members to be scheduled within the following six (6) months to give all members sufficient time to study and review the proposal.

A proposal is a proper subject for member action only if it involves a vote on any matter for which the Act specifically requires a vote of the members. If the proposal is for an action for which member approval may be permitted (but is not one for which the members are required to vote under the Act), then the proposal is not a proper subject for member action and shall not be presented for a vote at a meeting of members. The Board of Directors shall determine if a proposal meets the requirements and qualifies as a proper subject for member action.

If a proposal submitted by a member is submitted for a vote at a meeting of the members, the Board of Directors may make a recommendation to the members regarding whether they should approve or not approve the proposal.

If a proposal meets these requirements and is submitted for a membership vote, the LLA Board may recommend to the members whether they should approve or not approve the proposal.\*

### **Section 9. Member Review of Books and Records**

For a proper purpose, members have access to LLA books and records, including list of members, approved minutes of LLA Board meetings and written actions of the LLA Board. As used herein a “proper purpose” means a purpose that is reasonably related to a person’s interest as a member. Members wishing to inspect LLA’s membership list or other books and records must submit a request in writing to LLA. LLA may deny inspection of its books and records if inspection of certain records would impair the rights of privacy of members or impair the lawful purposes of the corporation. Members do not have the right to inspect LLA’s list of donors or donations because opening the list of donors or donations for inspection is not in the best interest of LLA or its donors.

### **Section 10. Quorum**

Three (3) or more members in attendance at a general meeting constitute a quorum for that meeting.

### **Section 11. Termination of Membership**

Membership shall be terminated by the death, resignation or expulsion of a member or upon the expiration of a member’s term of membership.

A member may be expelled from membership if the Board of Directors, by a vote of a majority of the Directors in office, determines that the member has failed to materially comply with any rules or requirements, established by the Board or the membership, that members are to follow.

## **ARTICLE IV Board of Directors**

### **Section 1. Functions**

The Ladies’ Library Association Board of Directors (herein referred to as the Board) is entrusted with the rights, powers, duties and responsibilities to manage and control LLA property, activities and affairs. In addition, the Board may take any lawful action on behalf of the LLA if another party is not required to do so.

### **Section 2. Composition and Term**

The number of Directors shall not be less than three (3) persons. The number of persons serving on the Board on the date that these amended Bylaws are approved shall be the size of the Board; however, the Board members, by vote, may increase or decrease the size of the Board.

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\*The 2015 Act gives members other rights, in addition to those outlined above in pars. 2-15. Legal advice should be sought concerning these and other detailed provisions of the Act.

The Board shall:

- a) serve a term of two years;
- b) consist of: (i) the elected officers named in Article IV, Section 3 below, and (ii) the chairs of the following committees: Building and Grounds, Communications, Membership, Ways and Means and Nominating;
- c) be required to sign and adhere to the Code of Ethics appended to these Bylaws;
- d) conduct the business of LLA;
- e) meet monthly unless otherwise ordered by the Executive Committee, President or Secretary;
- f) fill vacancies occurring among the officers and chairs on an interim basis.

### **Section 3. Officers**

Officers are elected by the members and shall be:

- President (initially elected to serve as Vice President/President Elect)
- Vice President/President Elect (also serves as Program Committee Chair)
- Secretary
- Treasurer
- Past President (by virtue of past office)

These officers shall be elected to serve for a two-year term or until their successors are elected; they shall assume office upon their installation. Although she must be re-elected, the Treasurer is not subject to term limits.

With the exception of the Treasurer, and unless on an emergency, interim basis, no officer may serve more than one term in the same office. An officer may hold more than one office concurrently with the Board's approval; however, no officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation or Bylaws to be executed, acknowledged or verified by two (2) or more officers.

### **Section 4. Additional Elected Directors**

Although not an officer, the LLA Membership Chair is elected by the membership. See Article VII, Section 8.

### **Section 5. Eligibility**

No member shall serve as an officer who has not been a member of the LLA for at least one year unless the Board approves otherwise.

### **Section 6. Vacancy in Office**

President:

- a) In the case of a vacancy in the office of President, the Vice President/President Elect shall have the option of serving as President for the remainder of the term.
- b) An interim President may be appointed by the Board of Directors to fulfill said duties until the Vice President is ready to assume the office of President
- c) The interim President may serve until the expiration of the term.

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Other Officers and Directors:

A vacancy in any other elected officer or director position shall be filled on an interim basis by the Board, until a special election is held to choose a replacement.

Vacancies in positions held by the chair of a committee shall be filled by the person selected by the President to be the new chair of that committee.

### **Section 7. Resignation**

A Director may resign by giving written notice to the President or Secretary of LLA, which shall be immediately forwarded to the Board. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt, and acceptance of the resignation shall not be necessary to make it effective.

### **Section 8. Removal**

Any Director may be removed at any time, with or without cause, by a vote of a majority of members entitled to vote at an election of Directors. Before a Director is removed, members shall be given thirty (30) days prior written notice of the fact that a vote will be taken concerning the removal of this Director.

If because of death, resignation or other cause, LLA has no Directors in office, an officer, member, executor, administrator, trustee or guardian or a member or other fiduciary entrusted with responsibility for the person or estate of said individual, may call a special meeting of members in accordance with these bylaws.

### **Section 9. Board Meetings**

The Board may set the time and place for regular meetings. The Board shall meet monthly except in July, unless otherwise determined.

The schedule of regular Board meetings shall be available to the membership. Board meetings are open to members and the general public, except when personnel issues are discussed that would breach the privacy of the persons involved.

Special meetings of the Board may be called by the Secretary of the Board upon request of the President or one (1) of the Directors. The object of the meeting shall be stated in the call and no other business may be transacted. Notice of the time, place and purpose of a special meeting and of any rescheduled regular meeting shall be given to the Directors not less than seventy two (72) hours before the meeting either personally, by U.S. mail, or by an e-mail. Notice given by U.S. mail or e-mail shall be sent to the address shown on LLA's records.

### **Section 10. Quorum**

The presence of a majority of the total number of Directors then in office shall constitute a quorum at any Board meeting.

### **Section 11. Voting**

The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a vote by the full Board is required by law, by the Articles of Incorporation or by these Bylaws. Each Director present shall have one vote, even if she holds more than one Board position (e.g., Past President and Chair of Building & Grounds). Directors must be present in person to vote (including being present by remote communication). No proxy voting is allowed and Directors cannot send persons to act in their place. No abstentions are permitted, but a Director may recuse herself if the matter up for a vote represents a conflict of interest.

### **Section 12. Participation in Meeting by Telephone.**

By written permission of a majority of the Board of Directors, a member of the Board of Directors or of a committee designated by the Board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

## **ARTICLE V Duties of Officers**

### **Section 1. President**

#### **The President shall:**

- a) preside at all meetings of LLA, the Board and the Executive Committee;
- b) appoint:
  1. all standing committee chairs;
  2. all special committee chairs;
- c) be an ex-officio member of all committees, except the Nominating Committee,
- d) be the representative of the LLA on all occasions, appointing alternates when necessary;
- e) fill Nominating Committee vacancies with the approval of the Board;
- f) deliver an address at the Annual Meeting;
- g) upon retirement as President, become Chair of the Filing Committee and serve on the Board for as long as she is the immediate Past President;
- h) prepare an Annual Report;
- i) compile the Annual Reports of the chairs and have them printed and distributed; and
- j) perform other duties applicable to the office as prescribed by the parliamentary authority adopted by LLA.

### **Section 2. Vice President /President Elect**

#### **The Vice President shall:**

- a) preside in the absence of the President and perform the duties of the President should a vacancy occur;
- b) assume the office of President when the sitting or interim President's term ends;
- c) attend meetings of the LLA, the Executive Committee and the Board;
- d) be an ex-officio member of all committees, except the Nominating Committee;
- e) serve as Program Chair and coordinate the calendar of programs for member meetings;
- f) prepare an Annual Report; and
- g) perform other duties applicable to the office as prescribed by the parliamentary authority adopted by LLA.

### **Section 3. Secretary**

#### **The Secretary shall:**

- a) record the minutes of the Board, Executive Committee, Budget-Finance Committee and member meetings at which business is transacted;
- b) have custody of all records and papers of LLA;
- c) shall make the approved Board meeting minutes and records available to members unless member or employee privacy would be adversely affected (Article III, section 9);
- d) prepare and distribute meeting agendas for the Board;
- e) prepare an Annual Report; and
- f) perform other duties applicable to the office as prescribed by the parliamentary authority adopted by LLA.

### **Section 4. Treasurer**

- a) submit a written monthly and year-to-date financial report of LLA funds to the Board;
- b) pay all bills approved in the budget but is not authorized to sign checks;
- c) prepare the biweekly payroll;
- d) complete quarterly and annual payroll reports;
- e) serve as chair of the Budget-Finance Committee and present a draft of the annual budget to the Board for approval;
- f) submit the records for audit at the end of the calendar year;
- g) be the Resident Agent;
- h) provide financial records to the LLA CPA for annual federal reporting; and
- i) perform other duties applicable to the office as prescribed by the parliamentary authority adopted by LLA.

### **Section 5. Compensation of Officers**

No officer of LLA shall be compensated for the performance of services to LLA; however, she may be reimbursed for expenses incurred on behalf of LLA.

### **Section 6. Annual Reports and Documents**

It shall be the duty of each officer and committee chair to submit an Annual Report to the President.

Each officer and committee chair shall turn over her current records to her successor.

## **ARTICLE VI Elections**

### **Section 1. Nominating Committee**

The Nominating Committee (see Article VII, sec. 2) shall create a slate of candidates for open offices and directorships on the LLA Board, as well as for two (2) members of the next Nominating Committee.

Any LLA member eligible to serve on the Board (see Article IV, section 4), shall submit her notice of intent to the chair of the Nominating Committee in time to be vetted and, if found acceptable for

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candidacy, be placed on the ballot for the General Election. No one who has not been vetted by the Nominating Committee may be considered a candidate.

## **Section 2. General Elections**

Regular elections are held no later than October of odd-numbered years; elected officers and Directors shall be installed and assume office as early as possible in the following year.

Elections shall be by voice vote or show of hands.

The holders of the following positions are elected by LLA members:

- President (by virtue of previous office as Vice President/President Elect)
- Vice President/President Elect
- Secretary
- Treasurer
- Past President (by virtue of previous office)
- Membership Chair
- Nominating Committee Members (2)

## **Section 3. Votes**

Officers of the Board shall be elected by a plurality of the votes cast.

## **Section 4. Assumption of Office**

All newly elected candidates shall assume office once they are installed at the first member meeting of the calendar year, or in case of an interim candidate, at the member meeting at which they are elected.

# **ARTICLE VII Committees**

## **Section 1. Budget -Finance**

The Budget-Finance Committee shall prepare the annual budget for presentation to the Board for adoption.

The Budget-Finance Committee shall be composed of the Secretary, Treasurer, Ways and Means Chair, Building and Grounds Chair and the immediate Past President.

## **Section 2. Building and Grounds**

The Building and Grounds Committee is responsible for:

- a) the preservation, safety and functionality of the LLA building;
- b) presenting requested bids on proposed projects to the Board for approval and making any recommendations to the Board regarding these bids that the Committee may have; and
- c) maintaining the following insurance, with such coverage and in such amounts as are approved by the Board:
  1. comprehensive building and contents
  2. general liability

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3. directors' and officers' liability
4. workers' compensation
5. umbrella liability

In an emergency, the Building and Grounds Committee Chair must seek the direction of the Executive Committee. In the chair's absence, a designated Building and Grounds Committee member shall assume the duties of chair.

### **Section 3. Bylaws**

The Bylaws Committee shall prepare periodic updates of the organization's Bylaws, keeping them current with legal and policy changes.

The Bylaws Committee Chair is appointed by the President; this Committee is comprised of at least two (2) additional volunteers recruited by the Chair.

### **Section 4. Communications**

The Communications Committee shall oversee and direct all media vehicles for internal communication with LLA members (e.g., newsletters, printed and electronic and social media) and the public (e.g., press releases, announcements, etc.). The Chair is appointed by the President, subject to Board approval; the Chair may recruit committee members as needed from the general membership.

### **Section 5. Community Outreach (referred to herein as Outreach)**

The President appoints a chair to explore and implement activities linking LLA with the community. Proposals shall be presented to the Board for adoption. Additional committee members may be recruited from the general membership by the Outreach Chair. Ongoing subcommittees of the Outreach Committee support the LLA Books for Babies project and Kalamazoo Valley River Trail cleanup.

### **Section 6. Executive Committee**

The Executive Committee shall consist of the currently elected officers: President, Vice President, Secretary and Treasurer. A majority of Executive Committee members present constitutes a quorum.

The Executive Committee shall have all powers and rights of the full Board to transact business of an emergency nature between Board meetings and any action so taken, including, without limit, contracts that are approved, shall be binding on LLA as if it had been approved by the full Board and shall not require ratification by the Board to be binding on LLA.

The Executive Committee may review and make recommendations to the Board on non-emergency matters that may, in the future, come before the Board for its review and/or approval. The Executive Committee shall report to the Board any action it has taken on any matters of a non-emergency nature and any recommendations of the Executive Committee shall be presented to the Board for review and ratification and shall be binding on LLA only if approved by the Board.

To the extent provided herein, only the Executive Committee may exercise any or all powers of the

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Board and take action to bind the LLA. All other standing and special committees may not exercise the power of the Board and shall only act upon and perform under the direction of the Board those functions described in these Bylaws or stated in a resolution approved by the Board.

### **Section 7. Filing**

The Filing Committee shall be composed of the immediate Past President and her designee(s) and assemble annually all papers and records of the LLA deemed worthy of preservation and not needed for incoming officers and chairs.

### **Section 8. Membership**

The Membership Committee consists of a chair elected by the LLA members. She may work alone or select committee members to assist her. She shall

- a) serve as primary liaison and resource for LLA members;
- b) process new member applications and communicate relevant information to the Board and the membership;
- c) assist in the preparation of annual dues collection;
- d) help update LLA database;
- e) provide up-to-date information for the annual LLA Yearbook; and
- f) create annual report on LLA membership

### **Section 9. Nominating**

The Chair of the Nominating Committee shall be appointed by the President, and two members are elected by the membership, as provided in Article VI, section 1.

The Nominating Committee of three members shall

- a) nominate candidates for open offices, and two members of the Nominating Committee, for two-year terms or to fill a vacant elected office;
- b) establish a slate of candidates for the upcoming election;
- c) inform the membership of candidates and their credentials;
- d) obtain a consent form from each candidate; and
- e) advise the membership in writing of the proposed slate one month prior to the election and again orally prior to the election.

A member of the Nominating Committee shall have been a member of the LLA for at least one (1) year and may not serve more than two (2) consecutive years.

### **Section 10. Ways and Means**

The Ways and Means Committee creates and implements fundraising activities and programs open to LLA members and/or the community, including managing the LLA kitchen. The Chair is appointed by the President, subject to Board approval; the Chair may recruit committee and subcommittee members as needed from the general membership.

### **Section 11. Additional Standing and Special Committees**

The Board may appoint additional standing and special committees as deemed necessary. Special committees shall be dissolved after they have fulfilled their assigned duties.

## **Section 12. Special Interest Groups (SIG's)**

Special Interest Groups are informal social groups of LLA members who pursue shared hobbies or interests; a SIG may be initiated by a member who has obtained Board approval for her proposed activity. Group leaders may be self-designated and shall report to the Board and Communications Committee to record their activities and recruit participants.

## **Section 13. Term Limits**

A committee chair's term of office shall be for two years, with the option of a second two-year term, except in the case of the Budget-Finance Committee Chair, a duty of the Treasurer, whose term may be renewed indefinitely. In all events, terms of service may be extended with Board approval.

## **Section 14. Powers**

Committees are authorized by the Board to exercise their stated power and perform their duties; they recommend courses of action to the Board for consideration.

No committee shall have the power or authority to:

- a) amend the Articles of Incorporation;
- b) adopt an agreement of merger or consolidation;
- c) amend the Bylaws of LLA;
- d) fill vacancies on the Board;
- e) fix compensation of the directors for Board or committee service;
- f) terminate a person's membership in LLA; or
- g) take any other action prohibited by law, the Articles of Incorporation or these Bylaws.

## **ARTICLE VIII Indemnification and Insurance**

To the extent that a claim exceeds or is not covered by LLA insurance, and at the complete discretion of the Board, the LLA may indemnify any LLA volunteer or employee who has acted in good faith and in a manner in which she reasonably thought was lawful and in the best interests of the LLA.

The LLA shall maintain directors' and officers' liability insurance to protect its officers and directors. The LLA shall also carry coverage to protect its employees, volunteers and LLA itself. This policy shall include a "duty to defend" clause stating that the insurance company must hire an attorney to defend the officer or director in the course of litigation.

## **ARTICLE IX Financial Year; Audit**

### **Section 1. Financial Year**

The financial year of the LLA shall be from January 1 to December 31.

## **Section 2. Audit**

The External or Internal Auditor(s) shall be appointed by the President and approved by the Board and shall audit the books of the Treasurer at the close of the financial year. A written report shall be submitted to the President to be approved by the Board.

## **ARTICLE X Dissolution**

In the event of the dissolution of LLA, after LLA has paid or made provision for the payment of LLA's liabilities, all of LLA's assets, real and personal, shall be distributed to such charitable organization or organizations as the Board of Directors may select, which are described in Section 501(c)(3) of the Code, exempt from federal income tax under Section 501(a) of the Code or corresponding provisions of any subsequent federal income tax laws and engaged in purposes similar to those of LLA, or to a State or any political subdivision of any State but only if the assets are used exclusively for public purposes. Any such assets not so disposed of, for whatever reason, shall be disposed of by order of a court of competent jurisdiction in the County in which the principal office of LLA is then located to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for purposes described in Section 501(c)(3) of the Code (or corresponding revision of any subsequent income tax laws) and which is exempt from Federal Income Tax under Section 501(a) of the Code (or any corresponding revision of any subsequent federal income tax laws).

## **ARTICLE XI Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, may be referred to as Association guidelines in all applicable cases consistent with these Bylaws and any special rules of order or policies the LLA may adopt.

## **ARTICLE XII Amendment of Bylaws**

These Bylaws may be amended at any meeting of the LLA Board, provided that a quorum is present.

Members shall receive copies of the draft document of the Bylaws so that they may provide feedback to the Board.

LLA Bylaws Committee:  
Paula Jamison, Chair  
Nancy Colburn  
Janet Heller  
Betty Lee Ongley  
Marie Tucker