

**By Laws
of
Redshield, Inc.**

A NOT-FOR-PROFIT CORPORATION
INCORPORATED UNDER THE LAWS OF
THE STATE OF NEW YORK

DRAFT

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BY-LAWS of REDSHIELD-1391, Inc.

ARTICLE I - ORGANIZATION

1.1 NAME

The name of the organization shall be Redshield, Inc.

This organization shall for the purposes of brevity hereinafter be referred to as Redshield.

1.2 LOCATION

The principal office of the corporation shall be in the County of Monroe, State of New York. The corporation may also have offices at such other places within or without this state as the Board of Directors (the "Council") may from time to time determine or the business of the corporation may require.

1.3 FISCAL YEAR

The fiscal year of Redshield shall coincide with the calendar year.

ARTICLE II – PURPOSE

2.1 STATEMENT

The purposes for which this corporation has been organized are on file with the New York State Secretary of State. The general purpose shall be to collect, preserve, research, and interpret medieval history and jousting.

2.2 IRC SECTION 501(C) (3)

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

2.3 SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be:

- A. To recreate in reasonably accurate historical detail the clothes, tools, food, weapons, combat, arts, crafts, agriculture, architecture and other aspects of the culture of France and Western Europe of the gentry, merchants, and yeomanry and its equivalents in the period of 1375 – 1425.
- B. To encourage and promote the study of western European history, with emphasis on the middle classes and lesser nobility of the late14th and early15th Century.
- C. To organize and conduct events such as tournaments, feasts, festivals, fairs, military company drill and maneuver, and demonstrations of everyday life. Effort shall be made to narrow the time period of events to within an approximate one year time interval of 1391.

2.4 SCOPE OF ACTIVITY

- A. No portrayals of historical social station or corresponding period territory should be attempted that are disproportionate to the size and resources of the Company.
- B. Participation at events requires adequate clothing, equipment, and accessories for a reasonably accurate portrayal of both the historical individual and any associated activity.
- C. The portrayals of persons, events and equipment should emphasize what was typical for the time period and not what was extraordinary.
- D. The Company will emphasize periodicity only *at* events, an not between events.
- E. Any historical portrayals at events sponsored by the corporation shall be under the direction of the Council.
- F. The Council may reserve the portrayal of some social stations for those who have sufficient experience in the organization or related organizations, and historical knowledge and any requisite skills to adequately recreate the historical personage and typical activity. The Council may also place restrictions on the use of titles and portrayals associated with precedence or rank that would convey authority over other members, or compromise the social focus of the organization.
- G. If a member can document that a particular practice is significantly out of period, the Council must at least address the issue, and document the reasons for the “deviation”.
- H. To provide for a reasonable degree of historical consistency in any event area or presentation, the Council may require that obviously un-period articles or activities be restricted from the site, unless the article or activity is necessary for health and safety, or a reasonable accommodation for a physical handicap.
- I. Events shall be scheduled so that members shall have adequate time to prepare for a quality presentation.
- J. Events will be held within the general membership area of the States of New York and Pennsylvania, unless specifically authorized by the Council.
- K. The rules of re-creational combat will be contained in the Redshield Manual of Combat.

ARTICLE III - MEMBERSHIP

3.1 MEMBERSHIP INFORMATION

Redshield is a membership corporation and there is no limit on the number of Members (as defined below) the corporation may admit. Membership is open to all individuals who support our mission and goals of historical research and education.

3.2 MEMBERSHIP CLASSES

Redshield shall have three classes of Member: Voting Members (Full Members), Nonvoting Members (Associates and Recruits), and Minor Members. Except as expressly provided in or authorized by the corporation's Certificate of Incorporation or these Bylaws, all Members shall have the same rights, privileges, restrictions, and conditions. (See below for differences between Member types.) Collectively, the Voting, Nonvoting, and Minor Members shall be referred to as the "Members."

3.3 MEMBER TYPE DESCRIPTIONS

Full:

Full membership is restricted to persons age 16 and above who have demonstrated attendance at events and educational demonstrations held by the Company. Full members are the only class of member who may vote on Company matters.

Associate:

Associate membership is restricted to persons age 16 and above who have demonstrated attendance at events and educational demonstrations held by the Company. Associate members may not vote on Company matters.

Recruit:

Recruit membership is restricted to persons age 16 and above who have demonstrated an interest in the Company and wish to further explore the possibility of membership without incurring a commitment.

Minor:

Minor membership is restricted to persons below age 16 who have demonstrated attendance at events and educational demonstrations held by the Company.

3.4 CHANGE OF STATUS

All changes in membership status are at the invitation of the Council.

3.5 MEMBERSHIP DUES

Regular membership dues will be required of all Full members. Associates, Recruits, and Minors are not required to pay dues. The Council may from time to time change the amount and/or frequency of membership dues by a majority vote of the Council when there is a quorum present.

3.6 VOTING RIGHTS

Each Full Membership is entitled to one vote at the annual business meeting. Associates and Recruits are not entitled to vote.

3.7 MEMBERSHIP ROLL

The corporation shall keep a membership database containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principle office.

3.8 NON-LIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

3.9 NON-TRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

3.10 TERMINATION OF MEMBERSHIP

The membership of a member shall terminate upon the occurrence of any of the following events:

- A. Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by conventional or electronic mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- B. Upon a failure to renew his or her membership by paying dues on or before their due date. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the due date.
- C. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon determination by the Council that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period. Expulsion requires a 2/3 vote of the Council.
- D. Termination of membership shall have no effect on any record of member activity.

ARTICLE IV - MEETINGS

4.1 ANNUAL MEETING

Business meetings of members shall be held at the principal office of the corporation or such other place or places as may be designated from time to time by resolution of the Council. A membership business meeting is not an historical recreation activity, but is a normally annual meeting of all classes of members to discuss the running of the corporation.

The secretary shall cause to be mailed or emailed to every member in good standing at his email or postal address as it appears on the membership roll book of the Corporation, a notice stating the time and place of the annual meeting.

The annual membership meeting of the corporation shall be held during the first quarter of the calendar year.

4.2 QUORUM REQUIREMENTS

The presence at any membership meeting of not less than 50 percent of the members shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than four weeks from the date scheduled by the by-laws and the secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

4.3 CHANGE OF MEMBER STATUS

Members may be dismissed and removed from the membership rolls by a majority vote of the Council.

4.4 SPECIAL MEETINGS

Special meetings of the membership may be called by the Council or the President. The secretary shall cause a notice of such meeting to be mailed or emailed to all members at their addresses as they appear in the membership roll book at least ten days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be conducted at such special meeting without the unanimous consent of all present at such meeting.

4.5 OTHER MEETINGS

Other regular meetings of the corporation shall be held at the discretion of the Council.

Other general meetings of the corporation held for the purpose of educating or informing members, or soliciting their views or for other purposes not requiring the conduct of business or the election of Council members, shall be held at the discretion of the Council using such notice as the Council may determine and without the necessity of a quorum.

4.6 FIXING RECORD DATE

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Council shall fix in advance, a date as the record date for any such determination of member. Such date shall not be more than fifty or less than ten days before any such meeting, nor more than fifty days prior to any other action.

4.7 ACTION BY MEMBERS WITHOUT A MEETING

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

4.8 PROXIES

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

ARTICLE V - ORDER OF BUSINESS

5.1 STATEMENT

The order of business at all meetings of members shall be as follows:

1. Roll call
2. Reading of the minutes of the preceding meeting
3. Reports of committees
4. Reports of Officers
5. Old and unfinished business
6. New Business
7. Adjournments

ARTICLE VI - VOTING

6.1 ENTITLEMENT

Each Full Member shall be entitled to one vote on each matter submitted to a vote at a meeting of members. The affirmative vote of a majority of the Full Members represented at the meeting shall be the act of the members as a whole unless the vote of a greater number of members is required by law or otherwise in these Bylaws.

6.2 METHOD

At all meetings, except for the election of officers and Council members, all votes shall be by voice. For election of Council Members, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

6.3 FREQUENCY

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and Council members.

6.4 OVERSIGHT

At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VII- COUNCIL

7.1 MANAGEMENT OF THE CORPORATION

The corporation shall be managed by the President and the elected Council which shall consist of not less than three Council members. Each council member shall be at least 21 years of age and must maintain Full membership in the corporation.

7.2 ELECTION AND TERM OF COUNCIL MEMBERS

Council members will serve a three year term. In order to avoid the inherent confusion during the time of familiarization of newly elected Council members, the terms of Council members are staggered such that a minimum of two Council seats will NOT be up for election each year. At each annual meeting of members the membership shall elect the required number of Council members to fill any vacancies. Each director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal. The President of the organization by virtue of his office shall be Chairman of the Council.

The Initial members of the Council will be elected at the first general membership meeting.

The terms of the initial members of the Council will be one, two, and three years respectively in order to establish a staggered pattern for election of subsequent Council members.

7.3 INCREASE OR DECREASE IN NUMBER OF COUNCIL MEMBERS

The number of Council members may be increased or decreased by a vote of a majority of the Council. No decrease in number of Council members shall shorten the term of any incumbent director nor reduce the number of Council members to less than three.

7.4 NEWLY CREATED COUNCIL MEMBERS AND VACANCIES

Newly created Council memberships resulting from an increase in the number of Council members and vacancies occurring in the Council for any reason except the removal of Council members without cause may be filled by a vote of a majority of the Council members then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation.

Vacancies occurring by reason of the removal of Council members without cause shall be filled by vote of the members.

A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

Vacancies in the Council shall not exceed 30 days.

7.5 REMOVAL OF COUNCIL MEMBERS

Elected Council members may be removed, with or without cause by $\frac{3}{4}$ majority vote of the Council.

7.6 RESIGNATION

A Council member may resign at any time by giving written notice to the Council, the President or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Council or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

No Council member may resign if the corporation would then be left without a duly elected director, or directors, in charge of its affairs, except upon notice to the Office of the Attorney General of the State of New York.

7.7 QUORUM OF COUNCIL MEMBERS

Unless otherwise provided in the certificate of incorporation, a majority of the entire Council shall constitute a quorum for the transaction of business or of any specified item of business.

7.8 ACTION OF THE COUNCIL

Unless otherwise required by law, the majority vote of the Council members present at the time of the vote, if a quorum is present at such time, shall be the act of the Council. Each Council member present shall have one vote.

7.9 PLACE AND TIME OF COUNCIL MEETINGS

The Council may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

7.10 REGULAR ANNUAL MEETING

A regular annual meeting of the Council shall be held immediately following or within two weeks of the annual meeting of members.

7.11 NOTICE OF MEETINGS OF THE COUNCIL, ADJOURNMENT

Regular meetings of the Council may be held without notice at such time and place as the Council shall from time to time determine.

Special meetings of the Council shall be held upon notice to the Council members and may be called by the president upon three days' notice to each director either personally, by mail, or by email; special meetings shall be called by the president or by the secretary in a like manner on written request of two Council members.

Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the Council members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Notice of the adjournment shall be given all Council members who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Council members.

7.12 CHAIRPERSON

At all meetings of the Council, the President, or in his or her absence, a person chosen by the Council shall preside.

7.13 EXECUTIVE AND OTHER COMMITTEES

The Council, by resolution adopted by a majority of the entire Council, may designate from among its members an executive committee and other committees, each consisting of three or more Council members. Each such committee shall serve at the pleasure of the Council.

7.14 NONLIABILITY OF COUNCIL MEMBERS

The Council members shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

7.15 INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The Council members and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of New York.

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ARTICLE VIII – OFFICERS

8.1 OFFICES, ELECTION, TERM

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. Unless otherwise provided for in the certificate of incorporation, the Council may elect or appoint one or more vice-presidents, a public relations officer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the Council following the annual meeting of members. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

8.2 QUALIFICATIONS

Any Full Member who has reached the age of majority in their state of residence may serve as an officer of this corporation.

8.3 REMOVAL, RESIGNATION, SALARY

Any officer elected or appointed by the Council may be removed by the Council with or without cause. In the event of the death, resignation or removal of an officer, the Council in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president or chairperson, and secretary. Officers and Council members shall serve without compensation.

8.4 VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Council. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Council shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Council may or may not be filled as the Council shall determine.

8.5 PRESIDENT

The President shall be the chief executive officer of the corporation; shall preside at all meetings of the members and of the Council; shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Council are carried into effect; and shall be co-signatory on all corporate financial transactions and contracts. The President is not an elected position and as such the President shall serve in perpetuity or until such time as he, or she, resigns.

8.6 VICE-PRESIDENTS

During the absence or disability of the chief executive officer, the vice-president, or if there are more than one, the executive vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the Council shall prescribe.

8.7 TREASURER, CHIEF FINANCIAL OFFICER

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Council.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Council.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and Council, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Council.

8.8 SECRETARY

The Secretary shall:

Certify and keep the original, or a copy, of these By-Laws as amended or otherwise altered to date.

Keep the minutes of the Council and also the minutes of the members.

Have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the Council.

Attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the Council may direct;

Attend to such correspondence as may be assigned to him or her, and perform all the duties incidental to the office.

Keep membership rolls containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership database together with the date on which such membership ceased.

In general, perform all duties incident to the office of Secretary and such other duties as required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Council.

8.9 PUBLIC RELATIONS

The Public Relations Officer shall oversee the representation of a positive organizational image to the general public and the community. He or she oversees preparation and dissemination of press releases and articles and coordinates media events. He or she also directs the writing, editing and publishing of organizational publications and media.

8.10 ASSISTANTS

The Secretary, Treasurer, and Public Relations Officer may, at their discretion appoint assistants to aid them in the completion of their respective duties. During the absence or disability of the primary Officer, the assistant, or if there are more than one, the one so designated by the primary Officer or by the Council, shall have all the powers and functions of the primary Officer.

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ARTICLE IX – EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

9.1 EXECUTION OF INSTRUMENTS

The Council, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no office, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

9.2 CHECKS AND NOTICES

Except as otherwise specifically determined by resolution of the Council, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be co-signed by both the President and Treasurer of the corporation.

9.3 DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, or other depositories as the Council may select.

9.4 GIFTS

The Council may accept on behalf of the corporation any contribution, gift, bequest, or device for the nonprofit purposes of this corporation.

ARTICLE X – CORPORATE RECORDS AND REPORTS

10.1 MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- A. Minutes of all meetings of the Council, committees of the Council, and business meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- C. A record of members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- D. A copy of the corporations Articles of Incorporation and Bylaws as amended to date, which shall be available to inspection by the members.

10.2 INSPECTION RIGHTS OF THE COUNCIL

Every Council member shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

10.3 INSPECTION RIGHTS OF MEMBERS

Each Full member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- A. To inspect and copy the record of all members' names, and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- B. To inspect at any reasonable time the books, records, or minutes of proceedings of the members, or the Council, or committees of the Council, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

10.4 RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

10.5 PERIODIC REPORT

The Council shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE XI – IRC 501(c) (3) TAX EXEMPTION STATUS

11.1 LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise noted by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are tax deductible under Section 170(c)(2) of the Internal Revenue Code.

11.2 PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

11.3 DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of New York.

ARTICLE XII – CORPORATE SEAL

12.1 STATEMENT

The seal of the corporation shall bear the corporate name and logo.

ARTICLE XIII - CONSTRUCTION

13.1 STATEMENT

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

All questions of procedure not covered by these By Laws shall conform to Robert's Rules of Order.

ARTICLE XIV - AMENDMENTS

14.1 STATEMENT

The by-laws may be adopted, amended or repealed by the members at the time they are entitled to vote in the election of Council members. By-laws may also be adopted, amended or repealed by the Council but any by-law adopted, amended or repealed by the Council may be amended by the members entitled to vote thereon as hereinbefore provided. If any by-law regulating an impending election of Council members is adopted, amended or repealed by the Council, there shall be set forth in the notice of the next meeting of members for the election of Council members the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we do consent to, and hereby do adopt the foregoing Bylaws, consisting of the 19 preceding pages, as the Bylaws of this corporation.

Date: _____

Council Member 1: _____

Council Member 2: _____

Council Member 3: _____

President: _____

DRAFT