



BY-LAWS of Albany Telugu Association, INC.
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Article I. Preamble

Section 1.01 Name

The name of the organization shall be Albany Telugu Association (Society) (herein after, "The Association" or "ATA").

Section 1.02 Definitions

- (a) New York Capital Region (NYCR) - For the purposes of these bylaws, "New York Capital Region", or "NYCR", shall include the counties of Albany, Rensselaer, Columbia, Saratoga and Schenectady and surrounding areas.
- (b) Member in good standing - member with all dues paid and not incapacitated in any way that would prevent him or her from making decision/judgment on his or her own behalf as a member.

Section 1.03 Objectives

Albany Telugu Association is organized as the need exists for cohesive action on the part of people of Telugu origin residing in NYCR. ATA is a not-for-profit organization formed to preserve and propagate the Telugu cultural heritage and provide a forum for Telugu Cultural, Educational, Social and charitable interaction among its members.

The specific objectives are:

- a. To represent Telugu Culture & Literature in NYCR.
- b. To develop cooperation and harmony within the Telugu community in NYCR.
- c. To expose Telugu culture and heritage to the youth of Telugu origin.
- d. To build mutual goodwill, understanding, and respect between the general people of North America and Andhra Pradesh and to contribute to social peace, harmony, and economic growth.

- e. To represent, protect, and promote the interests of persons of Telugu origin.
- f. To act as an organization to collect and donate to charities, etc. at local, national, and international level for social, cultural, educational, economic, and humanitarian causes.
- g. To organize and participate in the regional and national events which promote Telugu culture.
- h. To promote friendship and cultural exchange with other similar organizations.

Section 1.04 Non-Discrimination Policy

The organization and its members shall not discriminate against any individuals for reasons of race, color, creed, religion, national origin, gender, education, occupation, sexual orientation, and age.

Article II. Offices

Section 2.01 Principal Office

The principal office of the corporation shall be located in Albany County, State of New York. At the time of incorporation, the address of the principal office of the corporation is 17 Christina Dr, Schenectady NY 12303.

Section 2.02 Change of Address

The designation of the county of the corporation's principal office may be changed by amendment of these bylaws. The BOD may change the principal office from one location to another and such changes of address shall not be deemed, nor require, an amendment of these bylaws.

Section 2.03 Other Offices

The corporation may also have offices at such other places, within or without its state and county of incorporation, where it is qualified to do business, as its business and activities may require, and as the BOD may, from time to time, designate.

Article III. Nonprofit Purposes

Section 3.01 IRC Section 501(c)(3) Purposes

The corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 3.02 Specific Objectives and Purposes

The specific objectives and purposes of the corporation are as stated in the third article of the Certificate of Incorporation.

Article IV. **IRC 501(c)(3) Tax Exemption Provisions**

Section 4.01 *Limitations on Activities*

- (a) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
- (b) Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other 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 corresponding section of any future federal tax code, or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4.02 *Prohibition Against Private Inurement*

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

Section 4.03 *Distribution of Assets upon Dissolution*

In the event of dissolution, all of the remaining assets and property of the corporation shall after deducting all applicable expenses thereof be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, OR, to the federal government, OR, to the state or local government for a public purpose upon approval of a Justice of the Supreme Court of the State of New York.

Section 4.04 *Private Foundation Requirements and Restrictions*

In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation

- a. Shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
- b. Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- c. Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- d. Shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and
- e. Shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

Article V. Members

Section 5.01 Number

There shall be no limit on the number of members the corporation may admit. Collectively the members of the corporation shall be known as the "General Body".

Section 5.02 Determination and Rights of Members

The categories of membership shall be as follows:

- (a) Family Membership - shall apply to and include both spouses jointly applying for membership.
- (b) Individual Membership - shall apply to and include the individual applying for membership.

No member shall hold more than one membership in the corporation. Membership benefits shall include (1) Voting Rights, (2) free or discounted admissions to the corporation's facilities or events, and (3) free or discounted admissions to Member Events sponsored by the corporation where the per-person cost (not including overhead) shall be within the IRS "low-cost articles" limit. Except as expressly provided in or authorized by the articles of incorporation, these bylaws, or provisions of applicable law, all members shall have the same rights, privileges, restrictions, and conditions.

Section 5.03 Qualifications for Members

The qualifications for members in the corporation shall be all of the following:

- (a) Shall be of the age of majority in the State of New York;
- (b) Shall agree to and do abide by the articles of incorporation, these bylaws, or provisions of applicable law;

Section 5.04 Admission of Members

All membership shall require application in the prescribed application form along with any applicable fees and dues. Applicants shall be admitted to membership of the corporation subject to approval of the BOD.

Section 5.05 Termination of Members

- (a) The officers have the right to terminate a member for good cause in the interest of the organization

Section 5.06 Fees and Dues

- (a) No application fee shall be charged for applying for membership in the corporation.
- (b) There shall be annual dues payable to the corporation by its members, the amount and effective date of which shall be determined by the General Body.
- (c) The General Body may, time-to-time, review and change any applicable fees and dues payable to the corporation by its members and such changes shall not be deemed, nor require, an amendment of these bylaws.
- (d) Annual membership dues are due by March 31st in case of membership renewal. New membership fees are due within 30days from the day of admission into the corporation.
- (e) Membership shall expire on December 31 of each year and shall require timely renewal to avoid possible late fee or termination.

Section 5.07 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 or resignation or expulsion.

Section 5.08 Member Events

- (a) The corporation may, from time-to-time, organize events and activities for the general well being of its members.
- (b) ATA will organize at least three events each year which will be open to the public, including non-members of ATA.

Section 5.09 Voting Rights

Voting Rights - shall allow a member to vote in the annual election. Once acquired, voting rights shall be perpetual provided the membership (1) is not terminated, (2) is renewed by March 31 of each year, and (3) remains in good standing. Each member is entitled to one vote on each matter submitted to a vote by the members.

Article VI. Officers

Section 6.01 Number

The corporation shall have 3 - 7 directors and collectively they shall be known as the "Board of Directors" or "BOD". The number of directors can be changed by an amendment of these bylaws. The minimum three directors are: President, Secretary and Treasurer. Additional directors can be: Vice President, Joint Secretary, Joint Treasurer and Webmaster. The corporation shall have 3 - 5 advisors and collectively they shall be known as the "Board of Advisors" or "BOA". BOD and BOA are considered officers.

Section 6.02 Initial Officers

The initial officers of the corporation shall be the ones listed in the articles of incorporation.

Section 6.03 Qualifications for Officers

Qualifications for elected officers of the corporation shall be as follows:

- a. Shall be of the age of majority in the State of New York;
- b. Primary residence shall be within the NYCR;
- c. Shall be members in good standing for the full calendar year the annual election is held where such members are elected as officers;
- d. Two or more members of the same family shall not be officers concurrently.

Section 6.04 Duties

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the certificate of incorporation, or by these bylaws;
- b. Appoint and remove, and, except as otherwise provided in these bylaws, prescribe the duties of all officers, agents, if any, of the corporation;
- c. Supervise all officers, agents, if any, of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws

It shall be the duty of the advisors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the certificate of incorporation, or by these bylaws;
- b. Initiate and execute long term plans for the organization

Section 6.05 Term of Office

a. The term of the initial officers of the corporation shall expire on December 31, 2010, or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be appointed and qualified, whichever comes first.

b. All subsequent officers shall be elected as per these bylaws. Each subsequent director shall hold office for a period of one calendar year, or until his or her successor is elected and qualifies. A director cannot hold office for more than two (2) consecutive terms. An advisor cannot hold office for more than two (2) consecutive terms. The General Body can waive this restriction if a sufficient number of candidates for the director positions are not available.

Section 6.06 Regular Meetings

Regular meetings of officers shall be held once each in the months of January, April, July and October at a date and time as agreed upon by the majority of the officers. The meeting in January shall be held on or before 15th day of the month. Primary purpose of the January meeting shall be to review reports of the past year and prepare plan and budget for the current year ahead of the January General Body meeting. The purpose of the other regular meetings shall be to review quarterly performance of the corporation and monitor its progress and reevaluate plans if necessary.

Section 6.07 Quorum for Meetings

A quorum shall consist of simple majority of the officers. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of applicable law, no business shall be considered by officers at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 6.08 Vacancies

- a. Vacancies of officers shall exist (1) on their death, resignation, or removal

from office, and (2) whenever the number of authorized directors is increased.

b. Any officer may resign effective upon giving written notice to the president, the secretary, or the BOD, unless the notice specifies a later time for the effectiveness of such resignation. No officer may resign if the corporation would then be left without a duly elected officer, except upon notice to the Office of the Attorney General or other appropriate agency of the state of New York.

Section 6.09 Duties of President

The president shall be the chief executive officer of the corporation and shall, subject to the control of the BOD, supervise and manage the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the BOD. Unless another person is specifically appointed as chairperson of the BOD, the president shall preside at all meetings of the BOD and, if the corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks (jointly with treasurer), or other instruments, which may from time to time be authorized by the BOD.

Section 6.10 Duties of Vice President

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president

Section 6.11 Duties of Secretary and Joint Secretary

The secretary shall:

- a. Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
- b. Keep at the principal office of the corporation or at such other place as the BOD may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- d. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.
- e. Keep a membership record containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership record together with the date on which such membership ceased.
- f. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
- g. In general, perform all duties incident to the office of secretary and such other duties as may be 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 BOD.

Section 6.12 Duties of Treasurer and Joint Treasurer

The treasurer shall:

- a. 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, or other depositories as shall be selected by the BOD.
- b. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- c. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the BOD, taking proper vouchers for such disbursements. Any check above one hundred dollars (\$100) shall require the signatures of both the Treasurer and the President.
- d. Have the authorities to approve the reimbursement of, and disburse towards such reimbursement, up to one hundred dollars (\$100) of expense incurred by any member at the behest of any of the directors, or any of the committees of the corporation in connection with any corporate activity approved by the BOD. The treasurer shall notify the BOD, either in writing or via email, of such approvals within ten (10) days of such approvals. The Treasurer may not have an outstanding balance of such BOD-unapproved expenses exceeding two hundred

dollars (\$200) at any time.

- e. 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.
- f. 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.
- g. Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
- h. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- i. 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 BOD.

Section 6.13 General Duties of officers

a. The officers collectively have the responsibility to lead ATA, organize its activities, and provide vision and execution for the well being and growth of the organization. Each of the officers of ATA have the duty to act in accordance with these Bylaws and the desires and preferences of the majority of the members of ATA. As such, their principal responsibilities are for the efficient and timely conduct of the regular and ongoing business of ATA. They each need to consider and represent the preferences and desires of the broader ATA membership, even if that differs from their own personal views. In making such decisions they can be guided by past precedent, their own intuitions and awareness of other members' opinions, and limited polls of a few representative members.

b. If any issue cannot be resolved on a per occurrence basis with concurrence from the BOD, and needs consensus on a general policy, or which may affect the longer term social or financial health of ATA, then the Directors have the responsibility to seek a majority opinion from the officers. Then the majority decision shall be binding.

Article VII. Committees

Section 7.01 Executive Committee

The executive committee shall consist of all the directors of the corporation. .

Section 7.02 Other Committees

- (a) The corporation shall have other ad-hoc committees as may from time to time be designated by the BOD from amongst the members who volunteer to serve on such a committee. Any member in good standing and having primary residence within NYCR can volunteer for any and all such committees. Each such committee shall comprise of at least two such members, and unless there are too many volunteers to suit the needs of a committee, all volunteers will be automatically accepted. Each member of a committee will have an equal voice in the decisions of the committee. These ad-hoc committees will be individually responsible for organizing each of the events of ATA, and for any other required organizational or infrastructure activities.
- (b) Each ad-hoc committee responsible for an ATA event shall elect a chairperson six to eight weeks prior to the event. The duties of the chairperson include organizing meetings of the members of the committee (in person or via electronic means), coordinating all the activities of the committee, facilitating collective decisions, and keeping the BOD and other members informed in a timely manner.
- (c) Such ad-hoc committees shall be accountable to the BOD, and specific decisions made by them can be over-ruled by a majority of the BOD if it affects the financial or social health and well being of ATA. Each ad-hoc committee shall report the decisions made by it to the BOD in a timely manner. The BOD may appoint one of the Directors to serve on any ad-hoc committee to serve as a liaison to the BOD, if necessary. If any committee is not making adequate progress, or not reporting its decisions in a timely manner, the BOD may appoint one of the Directors to chair the committee.

Section 7.03 Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the BOD, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the BOD and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the BOD or by the committee. The BOD may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Article VIII. Election of Officers

Section 8.01 Annual Election

- a. There shall be one annual election to elect all officers of the corporation
- b. Annual election shall be held on the third Saturday of November each year. The first Saturday of December shall be the backup date for election in case the election cannot be held on the date of first choice due to circumstances beyond The control of the corporation.
- c. Annual election shall be conducted by a three-member election committee (EC) to be appointed by the Board Of Directors, by the first Saturday of October, from among volunteering members in good standing of the corporation. The EC would also act as dispute

- resolution committee, should any disputes arise in the election process or with the results of the election.
- d. The election committee shall take immediate effect upon appointment by the BOD and shall seek nominations from eligible members (as laid down in item (g) below) within one week of taking effect.
 - e. Procedure of voting shall be transparent and shall be announced by the election committee at the time of seeking nominations. Voting should be allowed via electronic media and/or paper ballot.
 - f. Election committee shall receive nominations only up to and including the fourth Saturday of October.
 - g. All candidates must be members in good standing having electoral voting rights since January 1 of the election year or before and must have primary residence within NYC for nomination to be accepted.
 - h. A candidate can nominate himself / herself.
 - i. The members will elect two to six Directors and a President who is also a director.
The members will elect 3-5 advisors.
 - j. The members of the election committee shall neither nominate anyone for the election nor be nominated.
 - k. Only members in good standing on the date of election shall be eligible to vote.
 - l. Voting shall be by secret ballot, physical or electronic.
 - o. After the winners of all the three to seven directors (one of them is President) and 3-5 advisors are known the election committee shall declare the result to the General Body.
 - p. The term of the election committee shall automatically expire upon declaration of election results.

Section 8.02 Transfer of Power to the new BOD and Advisors

Outgoing BOD and Executive Committee shall transfer all powers and authority and all relevant materials to the incoming BOD and advisors at a joint meeting by January 10 of the following year.

Article IX. Compensation and Non-liability

Section 9.01 Compensation of Directors, Advisors and Members

- a. No directors, officers, members of the corporation shall receive any compensation for their services to the corporation.
- b. Officers and members shall be allowed reimbursement of reasonable and justified expenses incurred in the performance of their duties, upon production of original receipt of such expenses. No other payments will be made to officers or members.

Section 9.02 Non-liability of Directors, Advisors and Members

- a. The officers or their agents shall not be personally liable for any of the debts,

liabilities, or other obligations of the corporation. They shall also not be liable for any acts performed or requested by them in furtherance of the goals of the corporation. Any liabilities will revert collectively to the corporation, and will be limited to the assets of the corporation.

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

Article X. Execution of Instruments, Deposits, and Funds

Section 10.01 Execution of Instruments

The BOD, 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 in writing, no officer, or agent 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.

Section 10.02 Checks and Notes

Except as otherwise specifically determined by resolution of the BOD, 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 signed by the treasurer or the acting treasurer and countersigned by the president or the acting president of the corporation.

Section 10.03 Deposits

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

Section 10.04 Gifts

The BOD may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of the corporation.

Article XI. Corporate Records, Reports, and Seal

Section 11.01 Maintenance of Corporate Records

The secretary of the corporation shall keep and be the custodian of the following records of the corporation:

a. Minutes of all meetings of officers, committees of the BOD, and, if the corporation has members, of all 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. A record of its 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;

c. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

The treasurer of the corporation shall keep and be the custodian of the following records of the corporation:

- a. Adequate and correct books and records of account, including accounts of its property and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

Records older than three years shall be archived by scanning, if necessary, and saving in electronic storage media that shall be stored at the principal office of the corporation.

Section 11.02 Corporate Seal

The BOD may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 11.03 Officer's Inspection Rights

Every officer 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 the corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of applicable law.

Section 11.04 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.

Section 11.05 Periodic Report

The BOD 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 of the corporation, to be so prepared and delivered within the time limits set by law.

Article XII. Conflict of Interest Policy

Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt not for profit corporation's interest, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement, not to replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Conflicts of Interest Regarding Compensation

As per Article 7 Section 6, no director, principal officer, or member of the corporation shall be compensated for any services rendered. Hence no conflicts of interest regarding compensation can arise.

Section 3. Conflicts of Interest Regarding Transactions

No principal officer, director, or member of the corporation shall be a party to negotiating or approving any transaction on behalf of the corporation wherein such a person may derive any direct or indirect benefit in cash or kind, and must recuse themselves from the decision making process for such a transaction. Decisions for any such transaction required

in furtherance of the corporation's goals shall be made by a suitable ad-hoc committee nominated by the subset of the directors who are not an interested party in the proposed transaction.

Article XIII. Amendment of Bylaws

Subject to the power of the members of the corporation to adopt, amend, or repeal the bylaws of the corporation and except as may otherwise be specified under provisions of applicable law, these bylaws, or any of them, may be altered, amended, or repealed, and new bylaws adopted by approval of at least two-third of the members in good standing residing within the NYCR. If the amendment has to be done, it has to coincide with the election process.

Article XIV. Construction and Terms

a. If there is any conflict between the provisions of these bylaws and the articles of incorporation of the corporation, the provisions of the articles of incorporation shall govern.

b. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

c. All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of the corporation filed with an office of the state of New York and used to establish the legal existence of the corporation.

d. All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors of the corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of preceding bylaws pages, as the bylaws of the corporation.

Dated:

Name: Signature:

Name: Signature:

Name: Signature:

Name: Signature:

Name: Signature: