

CHARTER AND BY-LAWS

TABLE OF CONTENTS

Article I - Organization.....1

- Section 1. Name.....1
- Section 2. Office.....1
- Section 3. Nonprofit Corporation.....1

Article II - Purposes and Policies.....1

- Section 1. Purposes.....1
- Section 2. Policies.....1

Article III - Membership and Affiliation.....2

- Section 1. Members.....2
- Section 2. Affiliates.....2
- Section 3. Eligibility.....2
- Section 4. Application and Admission.....3
- Section 5. Membership and Affiliation by Region...3
- Section 6. Dues.....3
- Section 7. Termination of Membership or
Affiliation.....3

Article IV - Meetings of the Corporation.....3

- Section 1. Annual Meeting.....3
- Section 2. Special Meeting.....3
- Section 3. Conduct of National Business.....4
- Section 4. National Delegates and Alternates.....4
- Section 5. Quorum.....5
- Section 6. Voting.....5
- Section 7. Parliamentary Rules.....5
- Section 8. Order of Business.....5
- Section 9. Non-business Meetings.....5

Article V - Board of Directors.....5

- Section 1. General Powers and Responsibilities....5
- Section 2. Composition.....6
- Section 3. Chairperson.....6
- Section 4. Vice-chairperson.....6
- Section 5. Secretary.....6
- Section 6. Treasurer.....6
- Section 7. Eligibility, Nomination and Election...6
- Section 8. Term of Office.....7
- Section 9. Resignations and Vacancies.....7
- Section 10. Removal.....7

Article VI - Meetings of the Board of Directors.....	8
Section 1. Annual Meeting.....	8
Section 2. Regular Meetings.....	8
Section 3. Special Meetings.....	8
Section 4. Quorum and Voting.....	8
Section 5. Absence.....	8
Section 6. Action by Written Consent.....	8
Article VII - Regions.....	8
Article VIII - Meetings of Regions.....	9
Section 1. Annual Meeting.....	9
Section 2. Special Meetings.....	9
Section 3. Conduct of Regional Business.....	9
Section 4. Quorum.....	9
Section 5. Voting.....	9
Section 6. Parliamentary Rules.....	9
Section 7. Non-business Meetings.....	10
Article IX - Regional Executive Committee.....	10
Section 1. General Powers and Responsibilities...10	10
Section 2. Composition.....	10
Section 3. President.....	10
Section 4. Vice-President.....	10
Section 5. Recording Secretary.....	10
Section 6. Corresponding Secretary.....	10
Section 7. Treasurer.....	10
Section 8. Eligibility and Election.....	11
Section 9. Term of Office.....	11
Section 10. Resignations and Vacancies.....	11
Section 11. Removal.....	11
Article X - Meetings of the Regional Executive Committee.....	11
Section 1. Meetings.....	11
Section 2. Quorum and Voting.....	12
Section 3. Absence.....	12
Section 4. Action by Consent.....	12
Article XI - Mail Vote.....	12

Article XII - Fiscal and Other Provisions.....12

 Section 1. Fiscal Year.....12

 Section 2. Contracts, Instruments, Loans and
 Other Indebtedness.....12

 Section 3. Real Estate, Trusts, Scholarships
 and Investments.....13

 Section 4. Member Informational Records.....13

 Section 5. Checks, Drafts and Other Orders.....13

 Section 6. Deposits.....13

 Section 7. Budget.....14

 Section 8. Compensation.....14

Article XIII - Indemnification.....14

Article XIV - Dissolution.....14

Article XV - Amendments.....15

BYLAWS OF THE ARMENIAN NETWORK OF AMERICA, INC.

ARTICLE I. ORGANIZATION.

Section 1. Name. The name of the corporation is the Armenian Network of America, Inc. (hereinafter referred to as the "Corporation").

Section 2. Office. The principal office of the Corporation shall be in the city of New York, or such place as the Board of Directors may designate.

Section 3. Nonprofit Corporation. The Corporation is a nonprofit corporation incorporated in the State of New York.

ARTICLE II. PURPOSES AND POLICIES.

Section 1. Purposes. The Corporation shall be operated exclusively for cultural, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Such purposes shall include:

a. Promoting the appreciation of the Armenian cultural heritage in the United States by creating a network of individuals and organizations involved in the arts, letters, education and other professions, and by holding forums and seminars dealing with Armenian-American heritage and personal development.

b. Promoting Armenian-American participation in American society by creating and maintaining an Armenian-American network through cooperative efforts, exchanging ideas and information, discussing common problems, gathering data, holding educational seminars, guiding students and professionals emerging in their fields, and encouraging observance of professional standards.

c. Promoting Armenian-American participation in American society through scholarship grants, cooperation with other individuals, groups, associations, corporations, government officials and agencies, and by assisting other individuals, groups, corporations, government officials and agencies to promote the public's greater understanding of the Armenian-American community and its cultural heritage.

Section 2. Policies. The Armenian Network of America, its officers, employees, sponsors and members shall: (1) be ever mindful of the pluralistic character of the Armenian-American community, its worth, its institutions and organizations; (2) observe and respect all laws of the United States and any state or local jurisdiction thereof; and, (3) conduct no activities

inconsistent with its tax-exempt status under the laws of the United States, or any state or local jurisdiction thereof.

ARTICLE III. MEMBERSHIP AND AFFILIATION.

Section 1. Members. A Member shall be entitled to hold one membership which shall not be transferable and which shall terminate upon death or as provided in Section 7 of this Article. The Corporation shall have two classes of Members, namely:

a. Regular Members. Regular Members are entitled to privileges of membership including, but not limited to: (1) access to the Corporation's services; (2) receipt of designated publications of the Corporation; (3) the right to attend meetings of the Corporation; (4) except as otherwise stated by these Bylaws, the right to elect and be elected to the Board of Directors, to a Regional Executive Committee or as a National Delegate; and, (5) such other rights as designated by the Board of Directors. The Board of Directors may establish classes of regular membership entitled to at least the above-enumerated privileges.

b. Honorary Members. Honorary Members are entitled to privileges of regular membership except the right to elect and be elected to the Board of Directors, to a Regional Executive Committee or as a National Delegate. Honorary Members shall not pay annual dues. Honorary Members may be nominated by the Board of Directors or by a Regional Executive Committee. Honorary Members must be approved by the Board of Directors.

Section 2. Affiliates. Affiliates are entitled to: (1) access to the Corporation's services; (2) receipt of designated publications of the Corporation; and, (3) such other rights as designated by the Board of Directors. Affiliations are not transferable and terminate upon death.

Section 3. Eligibility.

a. Regular Members. Regular membership in the Corporation is open to any person who: (1) is 21 years of age or older; (2) is interested in promoting and supporting the purposes and policies of the Corporation; (3) adheres to these Bylaws; (4) submits a completed application for membership in the Corporation, and (5) meets the financial obligations of a Regular Member.

b. Honorary Members. The Board of Directors shall determine eligibility for Honorary Membership in the Corporation.

c. Affiliates. Affiliation with the Corporation is open to any person who: (1) is 18-20 years of age; (2) is interested in promoting and supporting the purposes and policies of the Corporation; (3) adheres to these Bylaws; (4) submits a completed

application for affiliation with the Corporation; and (5) meets the financial obligations of an Affiliate.

Section 4. Application and Admission. Applications for membership in, and affiliation with, the Corporation shall be made in the form and manner prescribed by the Board of Directors.

Section 5. Membership and Affiliation by Region. All Members and Affiliates shall belong simultaneously to a Region of the Corporation and to the Corporation itself.

Section 6. Dues. The Board of Directors shall establish (1) a schedule of annual dues for membership and affiliation in the Corporation, and (2) the procedures for collection of dues. Such schedule and procedures shall apply uniformly to all regions. Dues shall be collected by each Region and divided between the Region and the Board of Directors according to a percentage determined by the Board of Directors, provided that no more than 49% of the dues shall be distributed to the Board of Directors.

Section 7. Termination of Membership or Affiliation. A Regular Member or Affiliate that fails to meet the requirements of membership or affiliation shall be notified in writing by the Region of such failure. If the requirements of membership or affiliation are not met, the Member or Affiliate shall be removed from membership or affiliation. Notwithstanding the forgoing, the Board of Directors may permit the correction of such failure upon request of a Member or Affiliate and for good cause shown.

ARTICLE IV. MEETINGS OF THE CORPORATION.

Section 1. Annual Meeting. An Annual Meeting of the Corporation shall be held for election of the Board of Directors, for receipt of annual reports, for the approval of a Corporation Budget and for the transaction of other business. The Annual Meeting shall be held at a time and place designated by the Board of Directors.

Notice of the Annual Meeting shall be mailed to each Member not more than sixty (60) calendar days nor less than thirty (30) calendar days prior to the date of such Annual Meeting. The Notice shall include the topics to be discussed and the Nominating Committee's slate for the Board of Directors. Notice shall be deemed given as of the date such notice is mailed.

Section 2. Special Meeting. Special Meetings of the Corporation shall be called by the Chairperson of the Board of Directors when directed to do so by: (1) the Board of Directors; (2) petition of 25% of the National Delegates of the Corporation, subject to the approval of the Board of Directors; or (3) by

petition of a majority of the National Delegates of the Corporation.

Notice of a Special Meeting of the Corporation shall be mailed to each member not more than sixty (60) calendar days nor less than twenty (20) calendar days prior to the date of such Special Meeting. The Notice shall include the purpose of the Special Meeting. Notice shall be deemed given on the date such notice is mailed.

Section 3. Conduct of National Business. All business at Annual and Special Meetings of the Corporation shall be conducted by National Delegate vote.

Section 4. National Delegates and Alternates. National Delegates and Alternates shall be elected by the Regular Members of a Region at the Annual Meeting of the Region. Only Regular Members shall be eligible to be elected as National Delegates and Alternates. One National Delegate shall be elected for every twenty (20) Regular Members. A National Delegate shall represent and vote on behalf of the Region at the Corporation's Annual and Special Meetings.

In determining the number of National Delegates and Alternates to be elected at the time of the Annual Meeting of the Region, those Regular Members as of the date of that Meeting shall be counted as Regular Members. Eligibility to participate in a Regional vote shall be as provided in Article VIII, Section 5.

Thirty (30) days prior to the Annual Meeting of the Corporation, a Regional Executive Committee shall recount its Regular Members to determine whether an adjustment in the number of its National Delegates is needed. In the event that a Region becomes entitled to an additional National Delegate, the Regional Executive Committee shall appoint a new National Delegate from among the Alternates. If the number of Alternates is insufficient, the Regional Executive Committee shall appoint the necessary additional Delegate(s) from among its Regular Members. In the event that the number of National Delegates to which a Region is entitled decreases, the Regional Executive Committee shall convert a Delegate to an Alternate status. In the event that a National Delegate is unable to attend an Annual or Special Meeting of the Corporation, the Regional Executive Committee shall designate a substitute Delegate for that meeting from among the Alternates.

A list of National Delegates, and a list of Regular Members as of thirty (30) days prior to the Annual Meeting of the Corporation, must be submitted by the Regional Executive Committee to the Board of Directors no later than twenty (20) days prior to the Annual Meeting of the Corporation.

Section 5. Quorum. A majority of the National Delegates shall constitute a quorum for the transaction of business at Annual and Special Meetings of the Corporation.

Section 6. Voting. Each National Delegate to an Annual or Special Meeting of the Corporation shall have one vote. The affirmative vote of a majority of the National Delegates shall constitute action of the Corporation, unless the affirmative vote of a greater number is required by law or by these Bylaws.

Section 7. Parliamentary Rules. The usual parliamentary rules as laid down in Robert's Rules of Order shall govern all deliberations, when not in conflict with these Bylaws. The Chairperson of the Board of Directors shall preside over Annual and Special Meetings of the Corporation.

Section 8. Order of Business. The order of business at the Annual Meeting of the Corporation shall be as follows:

1. Call to order.
2. Reading of minutes of previous meeting.
3. Receiving of communications.
4. Reports of Officers.
5. Reports of Committees.
 - a. Standing.
 - b. Special.
6. Unfinished business.
7. New business.
8. Election of Directors.
9. Adjournment.

The order of business may be altered or suspended by majority vote of the Delegates present.

Section 9. Non-Business Meetings. The Corporation may hold meetings at which no business is conducted. Such meetings shall not be subject to the notice and quorum requirements applicable to Annual and Special Meetings of the Corporation.

ARTICLE V. BOARD OF DIRECTORS.

Section 1. General Powers and Responsibilities. The Board of Directors shall be the governing body of the Corporation and shall have final authority over the Corporation and its Regions. The responsibilities of the Board of Directors shall include, but not be limited to: (1) the establishment of major administrative policies governing the affairs of the Corporation and the identification of means for the Corporation's growth and development; (2) the transaction of the general business of the Corporation in the interim between Meetings of the Corporation; (3) the authorization of expenditures of all moneys belonging to

the Corporation, except as otherwise provided in these Bylaws; (4) the proposal of a Corporation budget; (5) the maintenance of financial records; and, (6) the maintenance of informational records on Members and Affiliates.

Section 2. Composition. The Board of Directors shall consist of nine (9) persons, from among whom shall be elected a Chairperson, Vice Chairperson, Treasurer and Secretary.

Section 3. Chairperson. At its Annual Meeting, the Board of Directors shall elect a Chairperson who shall preside over meetings of the Board of Directors, unless otherwise provided in these Bylaws, and shall, subject to the approval of the Board of Directors, create such committees and appoint such committee-heads as the Chairperson may find necessary or as may be required by these Bylaws.

Section 4. Vice Chairperson. At its Annual Meeting, the Board of Directors shall elect a Vice-Chairperson who shall execute the duties of the Chairperson in the Chairperson's absence, and who shall have such other duties as the Board of Directors may designate.

Section 5. Secretary. At its Annual Meeting, the Board of Directors shall elect a Secretary who shall maintain all meeting minutes, records and correspondence of the Board of Directors, and who shall have such other duties as the Board of Directors may designate.

Section 6. Treasurer. The Treasurer shall keep an account of all moneys received and expended by the Corporation, and shall make disbursements authorized by the Board and approved by the Chairperson and such other officers as the Board of Directors may prescribe. The Treasurer shall deposit all sums received in such banks, or trust companies or other depositories, as approved by the Board of Directors, and shall make a report at the Annual Meeting and when called upon by the Board of Directors. The funds, books, and vouchers in the Treasurer's possession shall at all times be subject to verification and inspection by the Board of Directors.

Section 7. Eligibility, Nomination and Election. Members of the Board of Directors shall be elected at the Annual Meeting of the Corporation by the National Delegates. To be eligible to be elected to and to serve on the Board of Directors, a person must be a Regular member of the Corporation for at least three hundred and sixty five (365) calendar days prior to the Annual Meeting of the Corporation. A National Delegate or Regional Executive Committee Member may not concurrently serve as a Member of the Board of Directors.

At least one hundred and twenty (120) calendar days prior to the Annual Meeting of the Corporation, the Chairperson of the Board of Directors shall appoint a Nominating Committee of three (3) or more persons to nominate candidates for election to the Board of Directors. At least sixty (60) calendar days before the date of the Annual Meeting of the Corporation, the Nominating Committee shall notify the Board of Directors, in writing, of the names of the persons it nominates. Additional candidates may be nominated from the floor, provided that each such floor nomination be made by two National Delegates. At the Annual Meeting of the Corporation, candidates must provide an oral or written assurance that they are eligible and willing to serve if elected.

Section 8. Term of Office. At the first Annual Meeting of the Corporation following the adoption of these Bylaws, the National Delegates shall elect nine (9) persons to the Board of Directors of the Corporation, five of whom shall be elected for a term of two years and four of whom shall be elected for a term of one year. At each Annual Meeting thereafter, each person elected to the Board of Directors shall serve a two-year term. No member of the Board of Directors shall serve more than two consecutive two-year terms.

Members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified, or until they resign, are removed, or are otherwise unable to fulfill an unexpired term.

Section 9. Resignations and Vacancies. Any member of the Board of Directors may resign by written notice, and shall be deemed to resign if such member no longer meets eligibility requirements. Any vacancy shall be filled by the Board of Directors until the next Annual or Special Meeting of the Corporation, whereupon an election for the unexpired term shall occur.

Section 10. Removal. A member of the Board of Directors may be removed for cause at a meeting of the Board of Directors by two-thirds vote or at an Annual or Special Meeting of the Corporation by two-thirds vote. Removal of a Member of the Board of Directors requires that written notice of the meeting and the grounds for removal be mailed at least twenty (20) calendar days prior to such meeting. Notice shall be deemed given on the date the notice is mailed. The Member of the Board of Directors to be removed shall be given an opportunity to be heard at the meeting but may not chair or impede removal proceedings.

ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS.

Section 1. Annual Meeting. The Board of Directors shall hold an Annual Meeting following the Annual Meeting of the Corporation, for the election of Officers and to transact other business. Notice of the Annual Meeting of the Board of Directors shall be given to each member of the Board of Directors not less than twenty (20) calendar days prior to the date of the meeting. Notice may be given orally or in writing and, if by mail, shall be deemed given on the date the notice is mailed.

Section 2. Regular Meetings. The Board of Directors shall have at least two Regular Meetings within the calendar year, in addition to the Annual Meeting. Notice of a Regular Meeting of the Board of Directors shall be given to each member of the Board of Directors not less than twenty (20) calendar days prior to the date of the meeting. Notice may be given orally or in writing and, if by mail, shall be deemed given on the date the notice is mailed.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson or by a majority of the members of the Board of Directors. Notice of a meeting of the Board of Directors shall be given to each Board of Directors member not less than twenty (20) calendar days prior to the date of the meeting. Notice may be given orally or in writing and, if by mail, shall be deemed given on the date the notice is mailed.

Section 4. Quorum and Voting. A majority of the members of the Board of Directors shall constitute a quorum required for the transaction of business at a meeting of the Board of Directors. Each member of the Board of Directors shall have one vote, except the Chairperson who shall cast a vote only to break or create a tie. The affirmative vote of a majority of the members of the Board of Directors shall constitute action of the Board of Directors, unless the affirmative vote of a greater number is required by law or these Bylaws.

Section 5. Absence. If a member of the Board of Directors is absent from two consecutive meetings without good and reasonable cause as determined by the Board, his or her resignation shall be deemed to have been tendered and accepted.

Section 6. Action by Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Board of Directors members consent thereto in writing.

ARTICLE VII. REGIONS.

The Corporation shall be comprised of one or more regions, the geographical boundaries of which shall be defined by the Board

of Directors according to membership distribution and demographic patterns within the Armenian-American community. Twenty (20) or more persons may petition the Board of Directors in writing for the creation of a new Region of the Corporation. The Board of Directors shall have sole authority to recognize a Region. Regions must be recognized at least one hundred and eighty (180) calendar days prior to an Annual or Special meeting of the Corporation in order to be eligible to have National Delegate representation at such meeting.

ARTICLE VIII. MEETINGS OF REGIONS.

Section 1. Annual Meeting. The Annual Meeting of a Region shall be held at a time and place designated by the Regional Executive Committee, for the election of a new Regional Executive Committee and National Delegates and Alternates, and for the transaction of other business. Notice of the Annual Meeting shall be mailed to each member of the Region not more than sixty (60) calendar days nor less than thirty (30) calendar days prior to the date of each Regional Annual Meeting. Notice shall be deemed given on the date such notice is mailed.

Section 2. Special Meeting. A Special Meeting of a Region may be called by the President of the Regional Executive Committee when directed to do so by either the Regional Executive Committee or by petition of twenty-five (25) percent of the Regular members of the Region. Notice of a Special Meeting shall be mailed to each member not more than sixty (60) nor less than twenty (20) calendar days prior to the date of the Special Meeting. Notice shall be deemed given on the date such notice is mailed. The notice shall include a statement as to the purpose of the Special Meeting.

Section 3. Conduct of Regional Business. All business at meetings of a Region shall be conducted by vote of members of the Region.

Section 4. Quorum. Twenty-five (25) percent of the Regular Members of a Region, by person or proxy, shall constitute a quorum for the transaction of business at all Regional meetings.

Section 5. Voting. A Member shall have one vote, which shall be exercised either in person or by proxy. The affirmative vote of a majority of the Members of a Region shall constitute action of the Region, unless the affirmative vote of a greater number is required by law or these Bylaws. Eligibility to participate in a Regional vote requires membership in such Region for at least thirty (30) calendar days prior to such vote.

Section 6. Parliamentary Rules. The parliamentary rules as laid down in Robert's Rules of Order shall govern all deliberations, when not in conflict with these Bylaws.

Section 7. Non-Business Meetings. The Region may hold meetings at which no business is conducted. Such meetings shall not be subject to the notice and quorum requirements applicable to Annual or Special Meetings of Members of the Region.

ARTICLE IX. REGIONAL EXECUTIVE COMMITTEE.

Section 1. General Powers and Responsibilities. A Regional Executive Committee shall support the purposes and policies of the Corporation, and shall adhere to these Bylaws. A Regional Executive Committee shall: (1) collect annual dues; (2) conduct Regional activities; (3) raise and expend funds for Regional activities; (4) maintain financial records; and, (5) maintain informational records on its Members and Affiliates.

The financial transactions of the region shall be conducted in accordance with these Bylaws and generally accepted accounting principles and shall be subject to audit and adjustment as directed by the Board of Directors.

Section 2. Composition. The Regional Executive Committee shall be composed of a President, Vice President, Corresponding Secretary, Recording Secretary, and Treasurer.

Section 3. President. The President shall preside over all meetings of the Regional Executive Committee, unless otherwise provided by these Bylaws. The President shall, subject to approval by the Regional Executive Committee, create such committees and appoint such committee-heads, as the President may find necessary or as required by these Bylaws.

Section 4. Vice President. The Vice-President shall execute the duties of the President in the President's absence, and shall have such other duties as the Regional Executive Committee may designate.

Section 5. Recording Secretary. The Recording Secretary shall give notice of all meetings of the Region, keep a record of all proceedings, attest to documents and perform such other duties as are assigned by the Regional Executive Committee.

Section 6. Corresponding Secretary. The Corresponding Secretary shall be responsible for all Regional communications and such other duties as are assigned by the Regional Executive Committee.

Section 7. Treasurer. The Treasurer shall keep an account of all moneys received and expended by the Region, and shall make disbursements authorized by the Regional Executive Committee. All sums received shall be deposited in such banks, or trust companies or other depositories as approved by the Regional Executive

Committee. The Treasurer shall make a report at the Regional Annual Meeting and when called upon to do so by the Regional Executive Committee. The Region's funds, books, and vouchers shall at all times be subject to verification and inspection by the Regional Executive Committee and by the Board of Directors.

Section 8. Eligibility and Election. Members of the Regional Executive Committee shall be elected at the Annual Meeting of the Region by vote of the Regular Members of the Region. To be eligible to be elected to and to serve on the Regional Executive Committee, a person must be a Regular Member of the Corporation for at least one hundred and eighty (180) calendar days prior to the Annual Meeting of the Region.

Section 9. Term of Office. Each person elected to the Regional Executive Committee shall serve a term of one year. Members of the Regional Executive Committee shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified, or until they resign, are removed, or are otherwise unable to fulfill an unexpired term.

Section 10. Resignation and Vacancies. Any Regional Executive Committee Member, National Delegate or Alternate may resign by giving written notice to the Regional Executive Committee, and shall be deemed to resign if such Regional Executive Committee Member, National Delegate or Alternate no longer meets the eligibility requirements. Vacancies shall be filled by the Regional Executive Committee until the next Annual or Special Meeting of the Region, whereupon an election for the unexpired term shall occur.

Section 11. Removal. A Regional Executive Committee Member, National Delegate or Alternate may be removed for cause at an Annual or Special Meeting of a Region by two-thirds vote. Removal of a Member of a Regional Executive Committee requires that written notice of the meeting and the grounds for removal be mailed at least twenty (20) calendar days prior to such meeting. Notice shall be deemed given on the date the notice is mailed. The Member of the Regional Executive Committee to be removed shall be given an opportunity to be heard at the meeting, but may not chair or impede such removal proceedings.

ARTICLE X. MEETINGS OF THE REGIONAL EXECUTIVE COMMITTEE.

Section 1. Meetings. Meetings of the Regional Executive Committee may be called by the President or by a majority of the members of the Regional Executive Committee. Notice of a meeting of the Regional Executive Committee shall be given to each Regional Executive Committee member not less than five (5) calendar days prior to the date of the meeting. Notice may be given orally or

in writing and, if by mail, shall be deemed given on the date the notice is mailed.

Section 2. Quorum and Voting. A majority of the members of the Regional Executive Committee shall constitute a quorum required for the transaction of business at a meeting of the Regional Executive Committee. Each member of the Regional Executive Committee shall have one vote, except the President who shall cast a vote only to break or create a tie. The affirmative vote of a majority of the members of the Regional Executive Committee shall constitute action of the Regional Executive Committee.

Section 3. Absence. If a member of the Regional Executive Committee is absent from two consecutive meetings without good and reasonable cause as determined by the Regional Executive Committee, his or her resignation shall be deemed to have been tendered and accepted.

Section 4. Action by Consent. Action required or permitted to be taken by the Regional Executive Committee may be taken without a meeting if all Regional Executive Committee members consent thereto.

ARTICLE XI. MAIL VOTE.

Whenever, in the judgment of the Board of Directors, a question shall arise which it believes should be put to a vote of the National Delegates, and when it deems it inexpedient to call a Special Meeting of the Corporation for such purpose, the Directors may, unless otherwise required by these Bylaws, submit such matter to the National Delegates by mail for vote. The question thus presented shall be determined according to a majority of the votes received by mail within a period of days as designated by the Board of Directors, provided that the votes of at least two-thirds of the National Delegates are received.

ARTICLE XII. FISCAL AND OTHER PROVISIONS.

Section 1. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 2. Contracts, Instruments, Loans And Other Indebtedness. The authority to enter into, to execute or to deliver a contract in the name of, or on behalf of, the Corporation may only be granted by the Board of Directors. The Board of Directors may so authorize a member of the Board of Directors or a member of a Regional Executive Committee to enter into, to execute, or to deliver contracts, instruments, loans and other indebtedness in the name of or on behalf of the Corporation, within the limits and intent of these Bylaws. The Board of Directors

Section 7. Budget. At the Annual Meeting of the Corporation, the Board of Directors shall submit a proposed Corporation budget for the ensuing fiscal year to the National Delegates for approval.

No later than thirty (30) calendar days after their election, each Regional Executive Committee shall adopt a Regional budget for the ensuing fiscal year, and shall submit it to the Board of Directors for approval.

Section 8. Compensation. Members of the Board of Directors, Regional Executive Committee, National Delegates and Alternates may not receive any compensation for services rendered to the Corporation. The Board of Directors or a Regional Executive Committee may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses.

ARTICLE XIII. INDEMNIFICATION.

The corporation may, by resolution of the Board of Directors, provide for indemnification by the Corporation of members of the Board of Directors or members of a Regional Executive Committee or former members of the Board of Directors or former members of a Regional Executive Committee against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been a member of the Board of Directors or of a Regional Executive Committee, except in relation to matters as to which such member of the Board of Directors or Regional Executive Committee or former member of the Board of Directors or Regional Executive Committee shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XIV. DISSOLUTION.

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Corporation. On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XV. AMENDMENTS.

These Bylaws may be amended by three-quarters vote of the National Delegates at an Annual or Special Meeting of the Corporation at which a quorum is present. Amendment may not be made by mail vote. A quorum for the purpose of amending the Bylaws shall be two-thirds of the National Delegates. Notice of proposed amendments must be sent to National Delegates at least sixty (60) calendar days prior to such Meeting. Such notice shall describe the proposed amendment or amendments.