

DRAFT BYLAWS OF THE
Northeast Bat Working Group, Inc.
A NON-PROFIT CORPORATION

Established: 02 July 2013

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ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in Schoharie County, State of New York.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Executive Committee may change the principal office from one location to another within the named country by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

SECTION 3. OTHER OFFICES

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

ARTICLE 2. NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(C) (3) PURPOSES

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

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The purpose of the Northeast Bat Working Group, Inc. (NEBWG) shall be to:

- provide, share, disseminate, and exchange information about bats and bat-related topics among its members and the public at large;
- promote collaboration and cooperation among bat scientists and others interested in bat study and conservation throughout the northeastern United States (U.S.) and adjacent regions;

- host an annual meeting at which biologists, bat researchers, and others interested in the study and conservation of bats may present results of past or ongoing research, conservation or management efforts, as well as coordinate plans or collaboration to address future or proposed research, conservation or management efforts in the northeastern U.S. and adjacent regions;
- maintain a current directory of members engaged in bat research, conservation, and management in the northeastern United States.

ARTICLE 3. GOVERNING BODY (EXECUTIVE COMMITTEE)

SECTION 1. NUMBER

The corporation shall have seven (7) elected officers and collectively they shall be known as the Executive Committee. These elected officers are the President, President-Elect, Past President, Vice-President, Secretary, Treasurer, and Member-At-Large.

SECTION 2. QUALIFICATIONS

Executive Committee members shall be of the age of majority in this state. Other qualifications for Executive Committee member of this corporation shall be as follows: must be a member of NEBWG

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Executive Committee.

SECTION 4. DUTIES

It shall be the duty of the Executive Committee to: (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws; (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and members of the corporation; (c) Supervise all officers, agents and members of the corporation to assure that their duties are performed properly; (d) Meet at such times and places as required by these Bylaws; (e) Register their addresses with the Secretary of the corporation; (e) and send out notices of meetings via mail, or electronic mail (e-mail) to all officers, agents and members of the corporation.

SECTION 5. PLACE OF MEETINGS

Meetings shall be held at the location of the annual meeting of the organization unless otherwise provided by the Executive Committee or at such other place as may be designated from time to time by resolution of the Executive Committee.

SECTION 6. REGULAR MEETINGS

Regular meetings of the Executive Committee shall be held during the annual NEBWG meetings. If this corporation makes no provision for members, then, at the regular meeting of the Executive Committee held during the annual NEBWG meetings, committee members shall be elected by the NEBWG membership.

SECTION 7. SPECIAL MEETINGS

Special meetings of the Executive Committee may be called by the President, the Secretary, by any two Executive Committee members, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Executive Committee. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting. Teleconferences or video conferences can be used in lieu of face to face meetings.

SECTION 8. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Executive Committee: (a) Regular Meetings. No notice need be given of any regular meeting of the Executive Committee. (b) Special Meetings. At least one week prior notice shall be given by the Secretary of the corporation to each Executive Committee member of each special meeting of the Executive Committee. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by electronic mail (e-mail), and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of indirect notification (mail, e-mail, or phone message), the Executive Committee member to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four hours of the first contact. (c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any Executive Committee member of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Executive Committee member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 9. QUORUM FOR MEETINGS

A quorum shall consist of 50% of the members of the Executive Committee. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Executive Committee at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn. Executive Committee members may be considered present if participating in the meeting via conference call in order to meet the quorum requirement.

SECTION 10. MAJORITY ACTION AS EXECUTIVE COMMITTEE ACTION

Every act or decision done or made by a majority of the Executive Committee present at a meeting duly held at which a quorum is present is the act of the Executive Committee, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Executive Committee.

SECTION 11. CONDUCT OF MEETINGS

Meetings of the Executive Committee shall be presided over by the President, or, if no such person has been so designated or, in his or her absence, the Vice-President of the corporation or, in his or her absence, by the Secretary of the corporation or, in the absence of each of these persons, by an Executive Committee member chosen by a majority of the Executive Committee present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Executive Committee, provided that, in his or her absence, the presiding officer shall appoint another person to act as

Secretary of the Meeting. Meetings shall be governed by Roberts' Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 12. NONLIABILITY OF EXECUTIVE COMMITTEE MEMBERS

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

SECTION 13. INDEMNIFICATION BY CORPORATION OF EXECUTIVE COMMITTEE

The Executive Committee and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 14. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Executive Committee may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, member or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 4. OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a President-elect or Past-President, a Vice President, a Secretary, a Treasurer, and a Board Member-At-Large. The corporation may also have one or more Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Executive Committee.

SECTION 2. QUALIFICATIONS

Any member who has reached the age of majority of this state and is a member of NEBWG may serve as officer of this corporation.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the members. Voting for the Executive Committee members shall be by written or electronic mail (e-mail) ballot, or by such other means decided by the Executive Committee and agreed to by a majority of the committee and such membership in attendance. Each member shall cast one vote per office, and may vote for as many candidates as the number of offices to be elected to the Executive Committee.

The Executive Committee, or individuals appointed by the Executive Committee shall then count the ballots after the ballot submittal deadline to determine the winning candidates. The winning candidates shall be the candidates that receive the majority of votes. In the event of a tie, the Executive Committee members will vote to determine a winner. If a person runs unopposed for an office, that person may be elected by the cast of one vote of any voting member of NEBWG other than the candidate.

The term of the President shall be a total of 4 years: the first year being as President-elect, then two (2) years as President, and the final year as Past-President. This shall serve to provide continuity in the Executive Committee. Terms of all other Executive Committee members shall be for a

period of two (2) years, except the Treasurer who will serve for four (4) years, concurrent with the President-elect cycle, and the Board Member-at-Large, who will serve for one (1) year. There is a one (1) consecutive term limit for the President, Treasurer, and Board Member-at-Large, and a two consecutive term limit for the other officer positions. Individuals may not hold more than one office at a time. Individuals may hold another office after the expiration of their current position. Terms for all officers will begin at the conclusion of the Annual Meeting.

SECTION 4. REMOVAL AND RESIGNATION OF EXECUTIVE COMMITTEE MEMBERS

Any officer may be removed, either with or without cause, by a majority vote of the membership, at any time. A majority of the Executive Committee may call for such a vote. Any committee member may resign effective upon giving written notice to the President, the President-elect, or Secretary unless the notice specifies a later time for the effectiveness of such resignation. No committee member may resign if the corporation would then be left without a duly elected Executive Committee member or members in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

The above provisions of this SECTION shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Executive Committee relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Vacancies on the Executive Committee shall exist (1) on the death, resignation or removal of any elected position, and (2) whenever the number of authorized Executive Committee members is increased. Executive Committee members may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Executive Committee may be filled by approval of the Executive Committee. If the number of Executive Committee members then in office is less than a quorum, a vacancy on the Executive Committee may be filled by approval of a majority of the Executive Committee then in office or by a sole remaining Executive Committee member. A person elected to fill a vacancy on the Executive Committee shall hold office until the next election of the vacant position or until his or her death, resignation or removal from office.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Executive Committee, supervise and control the affairs of the corporation and the activities of the officers. He or she shall not be a voting member of the Executive Committee[1]. 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 Executive Committee. Unless another person is specifically appointed as Chairperson of the Executive Committee, the President shall preside at all meetings of the Executive Committee and, if this corporation has members, at all meetings of the members. The President will conduct elections of the other offices of the Executive Committee. The President may appoint another officer to assist with these duties providing there is no conflict of interest. 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, or other instruments which may from time to time be authorized by the Executive Committee.

SECTION 7. DUTIES OF THE PRESIDENT-ELECT

In the absence of the President, or in the event of his or her inability or refusal to act, the President-elect 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. The President-elect shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Executive Committee. The President-elect shall be a voting member of the Executive Committee.[2] After the one (1) year term as President-elect, he/she will serve as President for two (2) years. He/she then shall serve a one (1) year term as Past President following the term as President.

SECTION 8. DUTIES OF THE PAST PRESIDENT

The main role of the Past President is to act in an advisory role to retain continuity and institutional knowledge between terms of office of the President. The Past President shall be a non-voting member[3] of the Executive Committee, and shall perform such duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Executive Committee.

SECTION 9. DUTIES OF VICE-PRESIDENT

The Vice-President shall be primarily responsible for creating, communicating, and implementing the organization's mission and overall direction as identified by the Executive Committee. At the request of the Executive Committee or through the membership, he or she shall be responsible for creating Ad-Hoc Committees and assigning responsibilities to members and evaluating the work of these Committees. He or she shall be a voting member of the Executive Committee.[4] 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 Executive Committee.

The Vice-President shall provide liason for all Standing Committees and Ad-Hoc Committees and shall ensure persons are assigned to maintain a book of minutes for all committee meetings. The Vice-President will provide members with committee reports in a timely manner. In the event of a resignation or removal of a President, the Vice-President will conduct elections of the President and may appoint other members to assist in these duties providing there is no conflict of interest.

SECTION 10. DUTIES OF SECRETARY

The Secretary shall: Certify and keep at the principal office of the corporation the original copy of these Bylaws as amended or otherwise altered to date. Keep at the principal office of the corporation or at such other place as the Executive Committee may determine, a book of minutes, which may be kept electronically, of all meetings of the Executive Committee, and, if applicable, meetings of committees of Executive Committee 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. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. 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. Keep at the

principal office of the corporation or at such other place as the Executive Committee may determine, a membership book 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 book together with the date on which such membership ceased. Maintain an electronic mailing list of all members. Exhibit at all reasonable times to any member of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the Executive Committee of the corporation. 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 Executive Committee.

SECTION 11. DUTIES OF TREASURER

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 Executive Committee. 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 Executive Committee, taking proper vouchers for such disbursements. 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 member of the corporation, or to his or her agent or attorney, on request therefore. Render to the President and Executive Committee, 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 Executive Committee.

SECTION 12. DUTIES OF THE BOARD MEMBER-AT-LARGE

The Board Member-at-Large shall be a voting member^[5] of the Executive Committee. The Board Member-at-Large shall serve as Chair of the Annual Conference Committee, and shall act as the liaison between the Annual Conference Committee and the Executive Committee. In this role, the Board Member-at-Large shall be responsible for the oversight, planning and coordination of the annual meeting.

SECTION 12. COMPENSATION

Executive Committee members shall serve without compensation except that a reasonable fee may be paid to committee members for attending regular and special meetings of the corporation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

ARTICLE 5. COMMITTEES

SECTION 1. STANDING COMMITTEES

The following committees are permanent: Annual Conference Committee, and Audit Committee.

The Annual Conference Committee is charged with organizing the annual conference, including arranging for a venue, soliciting presentations, sponsors, posters, and attendees, and arranging the conference program. The Chair of the Annual Conference Committee shall be the Board Member-at-Large of the Executive Committee, and shall oversee and coordinate the arrangements for the annual meeting and act as liaison between the Annual Conference Committee and the Executive Committee.

The Audit Committee is charged with auditing the finances of the corporation on an annual basis. The Chair of the Audit Committee shall be appointed by the President.

SECTION 2. AD-HOC COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Executive Committee. These committees may consist of persons who are not also members of the Executive Committee and shall act in an advisory capacity to the Executive Committee. The President has the power to appoint Committee Chairs and otherwise direct activities of each committee. The Vice-President shall be responsible for assigning responsibilities to Ad-Hoc Committee members and evaluating the work of the Committee.

SECTION 3. 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 Executive Committee, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Executive Committee and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Executive Committee or by the committee. The Executive Committee 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 6. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Executive Committee, except as otherwise provided in these Bylaws, may by resolution authorize any officer, agent, or member 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 officer, agent, or member 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 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Executive Committee, 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 President or President-elect of the corporation.

SECTION 3. 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 Executive Committee may select.

SECTION 4. GIFTS

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

ARTICLE 7. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office: (a) Minutes of all meetings of the Executive Committees and, if this 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) 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 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; (d) 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.

SECTION 2. CORPORATE SEAL

The Executive Committee 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 3. EXECUTIVE COMMITTEE'S INSPECTION RIGHTS

Every Executive Committee 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 this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. MEMBERS' INSPECTION RIGHTS

Each and every 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, addresses 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 obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names of the corporation members as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled. (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Executive Committee or Ad-Hoc Committees of the Executive Committee, 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. Any information released to a member may not be used for profit or released or shared with any other individual, company or other entity without the express written permission of two or more members of the Executive Committee.

SECTION 5. 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 6. PERIODIC REPORT

The Executive Committee 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 8. IRC 501(C) (3) TAX EXEMPTION PROVISIONS

SECTION 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 provided 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 deductible under SECTION 170(c) (2) of the Internal Revenue Code.

SECTION 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, 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.

SECTION 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 this state.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in SECTION 509(a) of the Internal Revenue Code, the corporation 1) 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; 2) shall not engage in any act of self-dealing as defined in SECTION 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in SECTION 4943(c) of the Internal Revenue Code; 4) shall not make

any investments in such manner as to subject the corporation to tax under SECTION 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in SECTION 4945(d) of the Internal Revenue Code.

ARTICLE 9. AMENDMENT OF BYLAWS

Subject to the power of the members of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of a plurality of the votes cast by the membership.

ARTICLE 10. CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. 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. 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 this corporation filed with an office of this state and used to establish the legal existence of this corporation. 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.

ARTICLE 11. MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have two classes of members: regular members and student members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for membership in this corporation are as follows: any person is qualified to be a regular member of this corporation. Any person actively enrolled in a university, college or accredited school is qualified to be a student member.

SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to membership upon written request to the Secretary or by attendance to an annual meeting of the organization.

SECTION 4. FEES AND DUES

(a) The following fee shall be charged for application for membership in the corporation: no fee required. (b) The annual dues payable to the corporation by members shall be set by the Executive Committee.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 6. MEMBERSHIP BOOK

The corporation shall keep an electronic membership file 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 maintained by the Secretary and copies periodically updated at the corporation's principal office.

SECTION 7. NONLIABILITY OF MEMBERS

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

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

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

SECTION 9. TERMINATION OF MEMBERSHIP

The membership of a member shall terminate upon the occurrence of any of the following events: (1) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail. (2) If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after failure to renew. (3) After a period of three (3) years since member has attended an annual meeting of the organization unless member has provided written notice to the Secretary stating his or her desire to maintain membership. (4) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Executive Committee 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. All rights of a member in the corporation shall cease on termination of membership as herein provided.

ARTICLE 12. MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the annual meeting of the NEBWG or at such other place or places as may be designated from time to time by resolution of the Executive Committee.

SECTION 2. REGULAR MEETINGS

An annual meeting of members shall be held during the annual NEBWG meeting for the purpose of conducting business of the organization, reporting the activities of the organization and transacting other business as may come before the meeting.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the Executive Committee or the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

SECTION 4. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and,

in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days before the date of the meeting, either personally, by mail, or by electronic mail (e-mail), by or at the direction of the President, the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone, or electronic mail (e-mail). The notice of any meeting of members at which Executive Committee members are to be elected shall also state the names of all those who are nominees or candidates for election to the Executive Committee at the time notice is given. Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 5. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

SECTION 6. VOTING RIGHTS

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting on articles, proposals, or other business of the Corporation shall be, at the discretion of the Executive Committee, by paper ballot or voice vote. Election of officers, however, shall be by written ballot at meetings or by electronic mail (e-mail) prior to meetings, or as otherwise determined by the Executive Committee and a vote of the membership.

SECTION 7. ACTION BY WRITTEN BALLOT

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall: 1. set forth the proposed action; 2. provide an opportunity to specify approval or disapproval of each proposal; 3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of the Executive Committee, state the percentage of approvals necessary to pass the measure submitted; and 4. shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws. Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. The Executive Committee may be elected by written ballot. Such ballots for the election of the Executive Committee shall list the persons nominated at the time the ballots are mailed or delivered. For the purposes of these actions, an anonymous electronic survey that provides a

list of voting members and a summary of the voting results to the Secretary, will be considered a valid form of written ballot.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the Executive Committee, or, if there is no President or, in his or her absence, by the Vice-President of the corporation or, in his or her absence, by the Secretary of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 14 preceding pages, as the Bylaws of this corporation.

_____ Signature	_____ Date
Michael S. Fishman _____ Name (Print)	
_____ Signature	_____ Date
D. Scott Reynolds _____ Name (Print)	
_____ Signature	_____ Date
Jeffrey C. Gruver _____ Name (Print)	