

AMENDED AND RESTATED
BYLAWS
OF
SUDANESE AMERICAN COMMUNITY IN NEW YORK, INC.

Preamble

The Sudanese-American community was founded in June 2012 as a voluntary non-for-profit organization, and was registered in accordance with New York State’s law for not-for-profit organizations. The Sudanese-American community is a non-political organization, as shown in the objectives below.

Article 1

Name, Purposes, Mission, and Offices

Section 1.1 Name. The name of the corporation is Sudanese American Community in New York, Inc. (the “Corporation”), a New York not-for profit Corporation.

Section 1.2 Purpose and Powers. The purposes and powers of the Corporation shall be those set forth in the Corporation’s Certificate of Incorporation, as from time to time amended, restated, or otherwise modified.

Section 1.3 Mission and Values. The mission and values of the Corporation include the following:

- (a) Creating the conditions that support and enhance the needs, health services, and education and social services for the individuals of Sudanese origin in the New York area, through raising public awareness, capacity building and providing other services to the community members. The community also seeks to facilitate access of vital humanitarian services to individuals and families.

- (b) Encouraging the cooperation and understanding between members of the Sudanese community and other communities, organizations, and preserving the diversity of cultural heritage and advancing the social values of the community.
- (c) Encouraging the cultural and educational exchanges at all levels, and cooperating with charitable organizations and other organizations, which provide community services.

Section 1.4 Offices. The principal office of the Corporation is P.O. Box 380982, Brooklyn, New York 11238, in Kings County, New York. The Corporation may maintain additional offices at such other places within or without New York State as the Executive Committee of the Corporation (the “Executive Committee”) may from time to time designate.

Article 2 ***Membership***

Section 2.1 Membership. The Corporation has one class of members (singularly a “Member” or in plural the “Members”). The following conditions are required in order to be eligible for membership in the Corporation:

- (a) Members must be at least eighteen (18), and have full legal capacity;
- (b) Members must be of Sudanese origin;
- (c) Members shall submit an application for membership;
- (d) Members shall pay a one-time registration fee (the “Registration Fee”) and recurring subscription fee (the “Subscription Fee”), as set forth below;
- (e) Members shall accept these Bylaws and abide by the Corporation’s Code of Conduct (hereinafter defined);
- (f) Members must be residents of New York City;

- (g) Members shall not be official government employees of the Sudanese government or members of the diplomatic corps, with the exception of local staff.

Section 2.2 Member Rights and Responsibilities. Members of the Corporation are equal as regards to rights and responsibilities.

- (a) Members' rights include any rights attributed to Members in these Bylaws, or required by law.

- (b) Members' responsibilities include:

- (i) Pay the Registration Fee in the amount of ten dollars (\$10) when submitting an application for membership;

- (ii) Pay the Subscription Fee in the amount of ten dollars (\$10) per month, or one-hundred dollars (\$100) per year if it is paid in full within two (2) months of becoming a Member or within two (2) months of the beginning of the Fiscal Year. If a husband and wife or two (2) committed partners join as Members, the Subscription Fee shall be waived for one of the partners. For families, children under eighteen (18) years of age are not eligible to be Members of the Corporation, and adult children must pay their own Registration Fee and Subscription Fee to be Members of the Corporation;

- (iii) any other responsibilities attributed to Members in these Bylaws, or required by law.

Section 2.3 Limited Liability. Members of the Corporation are not responsible in any capacity, for the debts, balances, financial obligations, or liabilities of the Corporation.

Section 2.4 Non-transferable. Membership is non-transferable. A Member may not transfer their rights or any rights emanating from them to any other person and any such transfer shall be void. If a Member is deceased or their Membership is terminated, all rights of that membership are void.

Section 2.5 Termination. Membership is terminated:

- (a) upon a Member's death;
- (b) upon voluntary resignation by the Member by submitting a notice of resignation to the Executive Committee (hereinafter defined); or
- (c) upon expulsion. Members may be expelled for cause by the Executive Committee. Cause for expulsion includes failure to meet any or all of the responsibilities of Members under Section 2.2, violation of the code of conduct (the "Code of Conduct") of the Corporation, or engagement in other acts detrimental to the interests of the Corporation. A Member shall be provided with written or electronic notification of the termination of his or her membership by the President or Secretary General (hereinafter defined) of the Corporation. In the case of non-payment of the Registration Fee or Subscription Fees, the Member shall have thirty days from the date of receiving the notification of termination to pay the overdue balance in order to avoid termination of his or her Membership.

Article 3 ***Organizational Structure***

Section 3.1 Organizational Structure. The organizational structure of the Corporation consists of the following bodies:

- (a) The general assembly (the "General Assembly");
- (b) The executive committee (the "Executive Committee"); and
- (c) Any committees, as the Executive Committee deems necessary.

Article 4 ***General Assembly***

Section 4.1 General Assembly. The General Assembly consists of all Members who meet the membership requirements under Sections 2.1 and 2.2.

Section 4.2 Powers and Duties. The General Assembly has the following powers and duties:

- (a) Holding an annual meeting of the General Assembly (hereinafter defined)
- (b) Electing the Executive Committee from among its Members, every two (2) years;
- (c) Reviewing and discussing the annual report and annual financial statements, and endorsing them;
- (d) Amending the Certificate of Incorporation or these Bylaws;
- (e) Conducting a vote of no confidence motion against the Executive Committee, as described in Section 5.7;
- (f) Filing charges against a Member to be expelled for cause, as described in Section 2.5 (however, expulsion must be decided by the Executive Committee);
- (g) Approving a sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation (such action requires approval by two-thirds of the votes cast at a meeting of the General Assembly);
- (h) Approving a plan of merger, consolidation, or dissolution (such action requires approval by two-thirds of the votes cast at a meeting of the General Assembly); or
- (i) Revoking a voluntary dissolution proceeding (such action requires approval by two-thirds of the votes cast at a meeting of the General Assembly).

Section 4.3 Meetings. There shall be an annual meeting of the General Assembly (the “Annual Meeting of the General Assembly”) to review the performance and achievements of the Executive Committee, review the annual report and annual financial statements, and elect the Executive Committee every second year. The Annual Meeting of the General Assembly shall be held each year at the place, time, and date as may be fixed by the Executive Committee. Special meetings of the General Assembly shall be held whenever called by resolution of

the Executive Committee, the President of the Executive Committee, or by a written demand to the Secretary General of ten percent (10%) of the Members eligible to vote, provided that such written demand is made not less than two (2) months or more than three (3) months prior to the date of the special meeting. Upon receiving the resolution or written demand, the Secretary General shall give prompt notice of such meeting as provided in Section 4.4; if the Secretary General fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice.

Section 4.4 Notice of Meetings. Written notice stating the place, date, and time of any General Assembly meeting shall be given to each Member entitled to vote at such meeting by personal delivery; or by first class mail, postage prepaid, at his or her address as it appears in the records of the Corporation; or by facsimile or e-mail, at his or her facsimile number or address as it appears in the records of the Corporation. For any meeting other than the Annual Meeting of the General Assembly, the notice shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting also shall indicate the purpose or purposes for which the meeting is called. Notice shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice shall be deemed to have not been given if the Corporation is unable to deliver two (2) consecutive notices to a Member via facsimile or e-mail, or otherwise becomes aware that notice cannot be delivered to a Member via facsimile or e-mail. Notice of meetings need not be given to any Member who submits a waiver of notice before or after the meeting to the Secretary General or President of the Corporation. Waiver of notice may be submitted in person, by proxy, in writing, or via facsimile or e-mail.

Section 4.5 Quorum and Adjournment of Meetings. A majority of Members of the General Assembly, as defined in Section 4.1, shall constitute quorum at all meetings of the General Assembly. Any action taken by the Members at a meeting without sufficient quorum shall be deemed illegal. In the absence of quorum, the presiding officer or the Members shall adjourn the meeting. If a meeting was postponed due to lack of a quorum, the Executive Committee shall call for another meeting within four (4) weeks, for which the quorum is deemed legal if ten (10) percent of Members are present.

Section 4.6 Organization of Meetings. Meetings of the General Assembly shall be presided by the President or, in his or her absence, the Vice President. The Secretary General shall act as secretary of all meetings of the General Assembly or,

in his or her absence, the presiding officer of the meeting shall select another Executive Committee Member to serve as secretary of the meeting.

Section 4.7 Voting. At a meeting of the General Assembly, each Member, as defined in Section 4.1, who is present is entitled to one (1) vote, subject to the provisions of this Section 4.7. The record date for determining eligibility to vote shall not be fewer than ten (10) or more than fifty (50) days before the date of the meeting. In order to be eligible to vote, a Member who has been admitted to the Corporation within the three (3) months immediately preceding a vote of the General Assembly must have paid the Registration Fee and at least three (3) months' worth of the Subscription Fee.

Section 4.8 Action by General Assembly. Except as otherwise provided by statute or these Bylaws, any action or decision taken by a majority of Members who are entitled to vote and are present at a legally held meeting of the General Assembly is deemed an action taken by the General Assembly.

Article 5 ***Executive Committee***

Section 5.1 Power of the Executive Committee. The Executive Committee shall be responsible for managing the business, property, affairs, and activities of the Corporation, subject to applicable law, the Certificate of Incorporation, and these Bylaws. To that end, the Executive Committee shall perform the following tasks:

- (a) Performing all duties assigned to it, individually or collectively, in accordance with the law, the Certificate of Incorporation, and these Bylaws;
- (b) Proposing projects and programs that aim at furthering the objectives of the Corporation, and implementing such projects and programs;
- (c) Supervising members, agents and staff of the Corporation to ensure performing their duties, in an appropriate and timely manner
- (d) Preparing the annual report and the annual financial statement, submitting these reports to the Annual Meeting of the General Assembly for discussion; the Executive Committee shall strive to make the

aforementioned reports available, for example by posting them on the website of community, at least one (1) month before the Annual Meeting of the General Assembly;

(e) Holding meetings as required by these Bylaws; and

(f) Such other tasks outlined in these Bylaws or otherwise required in order for the Executive Committee to fulfill its functions

Section 5.2 Qualifications of Members of the Executive Committee. Each member of the Executive Committee (singularly an “Executive Committee Member” or in plural the “Executive Committee Members”) shall be at least eighteen (18) years old and a Member of the Corporation in good standing for a period of at least six (6) months prior to election.

Section 5.3 Number of Executive Committee Members. The Executive Committee shall consist of eleven (11) to fifteen (15) Executive Committee Members.

Section 5.4 Election and Term of Executive Committee Members. At every second Annual Meeting of the General Assembly, elections of the Executive Committee shall be held and those eleven (11) to fifteen (15) candidates who receive the highest number of votes cast by the Members shall be the Executive Committee Members. The General Assembly shall also nominate the President, and the candidate for President who receives the highest number of votes cast by the Members shall be appointed President by the incoming Executive Committee. The names of candidates for the Executive Committee with fewer votes shall be kept on the reserve list of the Executive Committee (“Reserve List”), to fill vacancies that may arise during the term of the Executive Committee. In the case of a tie vote in fifteenth (15th) place, the Executive Committee shall resolve the matter by assigning the President to conduct the drawing of lots between the rival candidates. Each Executive Committee Member shall hold office for a term of two (2) years.

Section 5.5 Vacancies. Vacancies occurring on the Executive Committee for any reason shall be filled by the Executive Committee by appointing an individual from the Reserve List. In the case of non-availability of all the candidates who are on the Reserve List, and if the vacancy or vacancies cause there to be fewer than eleven (11) Executive Committee Members, the remaining Executive Committee

Members shall call a meeting of the General Assembly to elect additional Executive Committee Members so that there will be a minimum of eleven (11) Executive Committee Members.

Section 5.7 Removal. Any Executive Committee Member may be removed for cause by vote of the General Assembly, or by vote of the Executive Committee provided there is a quorum of not less than a majority present at the meeting of Executive Committee at which such action is taken.

The General Assembly may perform a vote of no confidence against the Executive Committee by an affirmative vote cast by two-thirds of the Members present at a meeting of the General Assembly. In such case, the Executive Committee shall give up conducting business, and the President shall invite the General Assembly to convene a meeting, at a date within four (4) weeks after the vote of no confidence, to elect a new Executive Committee. In that case, the former Executive Committee shall hand over all records and funds to the incoming Executive Committee.

Section 5.8 Ordinary Meetings. The ordinary meetings of the Executive Committee shall be held every month, and the legal quorum for the meeting is a majority. The meetings of the Executive Committee shall be held in a location designated by the Executive Committee. Any one or more Executive Committee Members may participate and vote in any meeting by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other. The first meeting after each Executive Committee election, set by the President-elect, shall take place within four (4) weeks after the date of the election.

Section 5.9 Special Meetings. The President or any three (3) Executive Committee Members may call for convening a special meeting, and the legal quorum for the meeting is a majority. In very limited, extremely urgent circumstances, a special meeting may be called at which the legal quorum is one-third. Any one or more Executive Committee Members may participate and vote in any meeting by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other.

Section 5.10 Notice of Meetings. The Secretary General shall notify Executive Committee Members of the date of Executive Committee meetings at

least one (1) week in advance of each meeting. Such notice may be extended verbally, in writing, or by email. In very limited, extremely urgent circumstances, a special meeting may be called for which there is shorter notice provided.

Section 5.11 Action at a Meeting. Executive Committee Members may not vote by proxy. Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, the affirmative vote of a simple majority of the Executive Committee Members present at an Executive Committee meeting, if a quorum is present, shall be the act of the Executive Committee. The Executive Committee has no right to take actions that are contrary to the spirit and values of the Corporation, its Certificate of Incorporation, or these Bylaws. The authorization of the following shall require the affirmative vote of a higher portion of Executive Committee Members, as follows:

- (a) A sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation shall require the affirmative vote of two-thirds of the entire Executive Committee;
- (b) A purchase of real property if such property would, upon purchase, constitute all, or substantially all, of the assets of the Corporation shall require the affirmative vote of two-thirds of the entire Executive Committee;
- (c) A plan of merger, consolidation, or dissolution shall require the affirmative vote of two-thirds of the entire Executive Committee;
- (d) Revocation of a plan of voluntary dissolution shall require the affirmative vote of two-thirds of the entire Executive Committee; and
- (e) Approval of an employee serving as Chair of the Executive Committee shall require the affirmative vote of three-quarters of the entire Executive Committee.

Section 5.12 Action without a Meeting. In very limited, extremely urgent circumstances, certain actions required or permitted to be taken by the Executive Committee or any committee of the Executive Committee may be taken without a meeting if all Executive Committee Members or members of such other committee consent to the adoption of a resolution authorizing the action. Such consent shall be submitted in writing or via email or facsimile. The resolution and consents thereto shall be filed with the minutes of the proceedings of the Executive Committee or committee. In the event that immediate action must be

taken in response to such extremely urgent circumstances, the President must notify the Executive Committee before taking such action, and the President and at least two (2) other Executive Committee Members must consent to such action before such action is taken. In order for such action to be ratified after the fact, it must be unanimously consented to in writing or via email or facsimile by all Executive Committee Members.

Section 5.13 Organization of Meetings. Meetings of the Executive Committee shall be presided by the President or, in his or her absence, the Vice President or other Executive Committee Member as chosen by the Executive Committee. The Secretary General shall act as secretary of all meetings of the Executive Committee or, in his or her absence, the presiding officer of the meeting shall select another Executive Committee Member to serve as secretary of the meeting.

Section 5.14 Prohibition on Material Gains. Executive Committee Members are prohibited from obtaining any financial gain, directly or indirectly, as a result of his or her position as an Executive Committee Member. The Executive Committee shall adopt a conflict of interest policy as required by law.

Section 5.15 Limited Liability. Except as required by law, Executive Committee Members are not responsible in any capacity, for the debts, balances, financial obligations, or liabilities of the Corporation.

Section 5.16 Insurance. The Executive Committee may purchase and maintain any and all insurance policies deemed to be in the best interest of the Corporation, including insurance to indemnify the Corporation for any obligation or expenses which it incurs as a result of its indemnification of Executive Committee Members, officers, employees and agents, or to indemnify such persons in instances in which they may be indemnified as decided by the Executive Committee.

Section 5.17 Sub-rules of the Executive Committee. The Executive Committee may adopt sub-rules provisions that are consistent with applicable law the Certificate of Incorporation, and these Bylaws, so as to conduct its work.

Article 6
Sub-committees

Section 6.1 Sub-committees of the Executive Committee. The Executive Committee may create sub-committees of the Executive Committee, each consisting of three (3) or more directors. The Executive Committee shall appoint the members of any such sub-committees of the Executive Committee.

(a) Each sub-committee of the Executive Committee shall serve at the pleasure of the Executive Committee and shall have all the authority of the Executive Committee to the extent provided in the resolution or charter establishing the committee, except that no sub-committee of any kind shall have authority as to the following matters:

- (i) The filling of vacancies in the Executive Committee or in any committee;
- (ii) The fixing of compensation of the directors for serving on the Executive Committee or on any committee;
- (iii) The amendment or repeal of the Bylaws or the adoption of new Bylaws;
- (iv) The approval of amendments to the Certificate of Incorporation;
- (v) The amendment or repeal of any resolution of the Executive Committee which by its terms shall not be so amendable or repealable;
- (vi) The authorization of a sale, lease, exchange, or other disposition of all or substantially all the assets of the Corporation;
- (vii) The adoption of any plan of merger, consolidation, or dissolution of the Corporation; or
- (viii) The election or removal of officers and Executive Committee Members.

(b) Sections 5.8 through 5.15 of these Bylaws, which govern meetings, notice, quorum, participation in meetings by technology, action at a meeting, and action without a meeting, shall apply to sub-committees of the Executive Committee and their members as well, except that sub-committees of the Executive Committee shall not be required to hold annual meetings.

(c) The Executive Committee may designate one or more Executive Committee Members as alternate members of any sub-committee of the Executive Committee, who may replace any absent sub-committee member at any meeting of such sub-committee. Any vacancies occurring on a sub-committee of the Executive Committee may be filled at any meeting of the Executive Committee.

(d) Each sub-committee of the Executive Committee shall keep regular minutes of its proceedings and report the same to the Executive Committee, and such minutes shall be retained with the permanent records of the Corporation.

(e) Each sub-committee member shall serve at the pleasure of the Executive Committee. The designation of any sub-committee of the Executive Committee and the delegation thereto of authority shall not alone relieve any Executive Committee Member of his or her duty to the Corporation under Section 717 of the New York Not-for-Profit Corporation Act (Duty of directors and officers).

Section 6.2 Sub-committees of the Corporation. Sub-committees, other than sub-committees of the Executive Committee, shall be sub-committees of the Corporation. At any meeting of the Executive Committee, the Executive Committee may create one or more sub-committees of the Corporation and appoint persons to serve on such sub-committees. Such sub-committees shall be advisory only and may contain non-Executive Committee Members.

Article 7

Officers

Section 7.1 Officers. The officers of the Corporation may consist of a President, Vice President, Secretary General, Secretary of the Treasury, and other offices with such titles as the Executive Committee shall determine, each of whom shall be chosen by and shall serve at the pleasure of the Executive Committee.

Section 7.2 Election, Term of Office, and Qualifications. The officers of the Corporation shall be appointed by the Executive Committee, from among the Executive Committee Members, at the first meeting of the Executive Committee following elections of the Executive Committee. The Executive Committee shall appoint as President the candidate with the highest number of votes cast in the nomination of the President by the General Assembly under Section 5.4 of these Bylaws. Each officer shall hold office for a term of two (2) years and until such

officer's successor is appointed. All officers shall be subject to the supervision and direction of the Executive Committee.

Section 7.3 Resignation. Any officer may resign at any time by delivering written notice to the President or the Secretary General. The resignation shall take effect when such notice is so delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

Section. 7.4 Removal. Any officer may be removed by the Executive Committee at any time, with or without cause, by a vote of three-quarters of the Executive Committee Members, as described under Section 5.11. The Executive Committee may decide in its discretion what constitutes cause for removal.

Section 7.5 Vacancies . A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Executive Committee.

Section 7.6 Powers and Duties of the President. The President shall preside at all meetings of the Executive Committee. The President shall have and exercise general charge and supervision of the affairs of the Corporation and shall perform such other duties as may be assigned to him or her by the Executive Committee, these Bylaws, or by law. The President shall implement the transactions, contract liabilities, checks, or other instruments that are sanctioned by the Executive Committee from time to time.

Section 7.7 Powers and Duties of the Vice President. In case of absence of the President, or his or her inability, or refusal to do act, the Vice President shall assume the duties of the President, and as such, shall have all powers and authorities, and shall be subjected to all restrictions. The Vice President may have other powers, and shall take other responsibilities, as required by these Bylaws, the Executive Committee, or by law.

Section 7.8 Powers and Duties of the Secretary General. The powers and duties of the Secretary General shall include:

- (a) Documenting of the original text of bylaws, and the bylaws as amended;
- (b) Record and retain the minutes of all meetings of the Executive Committee and General Assembly, in a place chosen by the Executive Committee

and, if possible, retaining the records of other meetings of committees and documenting the date and venue of meeting, whether it was an ordinary or special meeting, and how the notification of meeting was issued, plus the names of attendees.

(c) Ensuring that all notices and reports are duly given or filed in accordance with these Bylaws or as required by law.

(d) Place the stamp of Corporation, in accordance with these Bylaws or the law, on documents issued by the Corporation;

(e) Making and retaining current records of Members in the Corporation, including the names and addresses of all Members, as well as dates of membership and termination of membership;

(f) Being the custodian of the Corporations records, other than financial records, and making them available as required by these Bylaws or by law;

(g) Performing other tasks of the Secretary General as required by these Bylaws, by law, or by the Executive Committee.

Section 7.9 Powers and Duties of the Secretary of the Treasury. The powers and duties of the Secretary of the Treasury shall include:

(a) Taking responsibility and being custodian of all the funds, financial records and securities of the Corporation, and depositing them on behalf of the Corporation in such banks or other depositories as it decided by the Executive Committee;

(b) Receiving of due funds from any source and issuing receipts;

(c) Authorizing or overseeing disbursement of the Corporation's funds in accordance with the directives of the Executive Committee, and retaining vouchers of such disbursements;

(d) Keeping accurate accounts of finances of the Corporation, and rendering a statement of the finances of the Corporation whenever requested by the Executive Committee;

(e) Rendering a report of the Corporation's accounts at the Annual Meeting of the General Assembly;

(f) Being the custodian of the Corporation's financial records, book, and accounts, and making them available as required by these Bylaws or by law

(g) Ensuring the preparation and filing of all legally required financial returns and reports, including, but not limited to, the Corporation's Form 990 and State charitable solicitation registrations;

(h) Performing other tasks of the Secretary General as required by these Bylaws, by law, or by the Executive Committee.

Section 7.10 Powers and Duties of Other Officers. The Executive Committee shall determine the powers and duties of other Executive Committee Members, according to the needs and objectives of the Corporation. Each officer who is charged with overseeing an office (e.g. Office of Woman and Child, Office of Foreign Affairs, Office of Youth, Office of Social Affairs) shall prepare a detailed work program for his or her office, to be approved by the Executive Committee.

Article 8 ***Financial Matters***

Section 8.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 8.2 Execution of Instruments. The Executive Committee may authorize one of its members or agents to enter into a contract for executing any instrument in the name of the Corporation, unless stipulated otherwise on these Bylaws; this power may be general or limited to specific instances. If no such authorization has been granted by the Executive Committee, no Executive Committee Member, agent, or employee of the Corporation shall have authority to bind or compel the Corporation to abide by any contract, or partnership, or pledge, or burden it with financial responsibility for any purpose or any amount of money.

Section 8.3 Checks and Bills. Only the Executive Committee may authorize with a specific decision, or when it is required by law, to endorse signing of checks,

remittances, bills, bonds and other certificates, which are indebted to the Corporation by the Secretary of the Treasury and ratified by the President of the Corporation.

Section 8.4 Bank and Deposits. The Executive Committee shall select the banks or depositories it deems proper for the funds of the Corporation. All funds and money received by the Corporation shall be deposited within five (5) working days (or as soon as possible) from the date of receipt, in the account of the Corporation at a bank or depository selected by the Executive Committee.

Article 9

Records, Reports, and Seals

Section 9.1 Books and Records . There shall be kept at the principal office or other office of the Corporation, as required by law, correct and complete books and records of the accounts, activities, and transactions of the Corporation. These records shall include a current list of the Executive Committee Members and officers of the Corporation and their addresses, and a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Members, Executive Committee, and committees. These records shall also include correct books, including the Corporation's property, commercial transactions, and calculations of the Corporation's assets, liabilities, receipts, payments, profits and losses. Any of the books, records, and minutes of the Corporation may be kept in written form or in an electronic form capable of being converted into written form within a reasonable time.

Section 9.2 Rights of Inspection. Each Member of the Corporation has the right to inspect a copy of all books and records, or any sort of documents, and check the financial property of the Corporation within a timely matter of submitting a request, as required by applicable law.

Section 9.3 Seal of the Corporation. The Executive Committee may approve a seal of the organization, and use that seal and change it. Such seal shall be kept at the principal office or other office of the Corporation. The absence of the seal on an instrument shall not affect the instrument's validity.

Section 9.4 Annual Report. The Executive Committee shall draft the annual report as required by law, shall present it to the Members at the Annual Meeting of the General Assembly, and shall file it with the records of the Corporation.

Article 10 ***Tax-Exemption***

Section 10.1 Tax-Exemption; Restrictions on Activities. The Corporation is organized exclusively for charitable purposes. The Executive Committee shall see to it that the Corporation applies for and obtains tax-exemption under Section 501(c)(3) of the Internal Revenue Code, and that the Corporation complies with all requirements and restrictions on activities of tax-exempt organizations under section 501(c)(3) of the Internal Revenue Code. No substantial part of the Corporation's activities shall be devoted to propaganda or attempts to influence legislations. The Corporation shall not contribute to or intervene in any political campaign by disseminating or distributing of data on behalf of any candidate for public office or his or her opponents.

Section 10.2 Allocation of Assets on Dissolution. When the Corporation will have been dissolved, its remaining assets shall be distributed, after paying all debts and liabilities, for exempt purposes under section 501(c)(3) of the Internal Revenue Code, or shall be granted to the Federal Government, or the State, or to the Government for a common purpose. This shall be conducted in accordance with all applicable provisions of New York State's law.

Article 11 ***Executive Committee Members' Conflicting Interest Transactions***

Section 11.1 Conflicts of Interest; Adoption of Policy . The Executive Committee shall adopt and oversee the implementation of, and compliance with, a conflict of interest policy as required by Section 715-a of the NPCL, to ensure that its members, officers, and key persons act in the Corporation's best interest and comply with applicable legal requirements regarding any potential conflict of interest, potential "related party transaction," or potential "excess benefit transaction" involving a "disqualified person" as those terms are defined in Section 102(a) of the NPCL and Section 4958 of the Internal Revenue Code. Any such transaction shall only be undertaken after the requisite disclosure, determinations,

and voting by Executive Committee Members, as provided in Sections 715 and 715-a of the NPCL and relevant regulations of the Internal Revenue Service.

Section 11.2 Annual Review of Policy; Disclosure Statements . The conflict of interest policy shall be reviewed by the Executive Committee at least annually. Prior to his or her election or appointment and annually thereafter, each Executive Committee Member shall be required to complete a disclosure statement identifying, to the best of the Executive Committee Member's knowledge, any entity of which such Executive Committee Member is an officer, director, trustee, member, employee, or owner (either as sole proprietor or a partner) and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the Executive Committee Member might have a conflicting interest. These statements shall be collected and delivered by the Secretary General to the Executive Committee, and be kept on file at the principal office or other office of the Corporation. Any additions or other changes to these statements shall be made by the Executive Committee Member in writing as they occur.

Article 12 ***Amendments***

Section 12.1 Amendments. Subject to the notice requirements of Section 4.4, these Bylaws may be adopted, amended or repealed in whole or in part at any meeting of the General Assembly, if a quorum is present at the time of the vote, by the affirmative vote of a majority of the votes cast.