

Bylaws of the Corporation

Article I Name

The name of this Corporation shall be "Also-Known-As, Inc."

Article II Offices

Section 2.01 Principal Office

The principal office of the Corporation shall be located in the County of New York, in the State of New York.

Section 2.02 Change of Address

The designation of the country of this Corporation's principal office may be changed by amendment of these Bylaws and by processes pursuant to Section 8039(a) of the New York State Not for Profit Corporation Law. The Board of Directors may change the principal office from location to another within the named county by noting the changed address and effective date below, and such changes of the address shall not be deemed, nor require an amendment of these Bylaws:

349 W. Broadway, Apt. 15
New York, NY 10013
date: June, 12, 2000

Other Offices: The Corporation may also have offices at such other places, within or outside its state of incorporation, where it is qualified to engage in business, as its business and activities may require, and as the Board of Directors may from time to time designate.

Article III Mission

The mission of Also-Known-As is to empower the intercountry adoption community, build cultural bridges and transform conversations about race.

Article IV Non-Profit Purposes and Tax Exemption Provisions

Section 4.01 Internal Revenue Code 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 under Section 501(c)(3) of the Internal Revenue Code.

Section 4.02 Limitations of Activities

No substantial part of the activities of this Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 301(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:

1. By a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.
2. By a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 4.03 Prohibition Against Private Inurement

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

Section 4.04 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 4.05 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 a manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code
5. Shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

Article V National Convention

Section 5.01 Meetings

A national convention of the Corporation shall be held at least biannually and, called at such time, on such notice, and at such place as the Board may determine. Such meetings shall be presided over by the President. Procedure for the convention shall be according to Roberts Rules of Order Newly Revised (1990 Edition).

Section 5.02 National Agenda

A national agenda consisting of public policy positions, national affiliations and associations, changes in governance over chapters and other issues and topics that effect this Corporation and its chapters, may be adopted at a duly convened convention of the Corporation. The national platform shall not relate to budgetary or fiscal matters of this Corporation. The national agenda, or a portion thereof, approved by a majority of voting delegates present at the national convention shall be binding on the Board and all chapters of the Corporation.

1. The Board shall have the exclusive power to propose a national agenda for approval by the voting delegates of the national convention. However, any delegate, chapter, general member or chapter member may submit a policy position paper on a particular issue to the Board for consideration. Such position paper must be submitted to the Board before the Board votes to propose the national agenda to the voting delegates, or before a deadline for such submission set by the Board or a committee of the Board.
2. The voting delegates of the national convention shall consider the national agenda proposed by the Board. The power of the voting delegates to the national convention shall be restricted as follows: (1) they may not propose a position on an issue or issues to be included in the national agenda except through the process promulgated by the Board under Article XII, Section 12.02(a) of these Bylaws; (2) they may, after due consideration and debate, approve, disapprove or modify the national agenda, or a portion thereof.

Section 5.03 Delegates to the National Convention

1. Each chapter shall send three to five delegates to the national convention. All delegates have the right to vote and shall be elected or appointed by each chapter according to the rules and procedure established by such chapter. All members of the executive officers, members of the Board of Directors and members of the Board of Trustees of this Corporation shall be voting delegates to the national convention.

Article VI Board of Directors

Section 6.01 Composition

1. Elected Directors: The number of Directors shall not be less than three persons. Collectively they shall be known as the Board of Directors ("the Board" as set forth hereafter). Thereafter, the number of Directors may be fixed from time to time by action of the Board of Directors requiring a two-thirds majority vote. No decrease shall shorten the term of any Director then in office.
2. Ex-officio Directors: The President, Vice President, Secretary and Treasurer shall be voting ex-officio members of the Board.

Section 6.02 Qualifications

Each Director shall be of at least 21 years of age and shall be a member of the Corporation during his/her Directorship.

Section 6.03 Powers

Subject to the provisions of the law of this state and any limitations in the Articles of Incorporation and these Bylaws relating to the action required 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 Board of Directors.

Section 6.04 Duties

The duties of the Board of Directors are as follows but are not limited to the following:

1. Perform any and all duties imposed on them collectively or individually by laws of this state, by the Articles of Incorporation or by these Bylaws.
2. Appoint and remove, employ or discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any of all officers, agents and employees of the Corporation.
3. Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly.
4. Meet at such times and places as required by these Bylaws, at least five-sixths of all Regular Meetings.
5. Register their addresses with the Secretary of the Corporation, and notices of meetings mailed to such addresses shall be valid notices thereof.

Section 6.05 Term of Office

Elected Directors shall each be elected for the term of one year. Term of office begins on September 1st of that year and shall hold office until his or her term expires, resigns, is removed from office or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified. The term of office for ex-officio Directors shall be for two years beginning at the term of their office.

Section 6.06 Compensations

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

Section 6.07 Elections

1. Nominations:
 1. Any General Member may submit names of qualified members for election to the Board.
 2. The Governance Committee shall review each candidate and select nominees for the position of Director not less than two months prior to election.
 3. The names of nominees will be placed on official ballot.
2. Elections:
 1. Election for Elected Directors shall be held at the Annual Meeting of Members.
 2. Voting for the election of Directors shall be by written ballot.
 3. Each General Member shall cast one vote per candidate.
 4. General Members may vote by absentee ballot.
 5. Official ballots shall be sent by United States Mail to each member requesting absentee ballots.
 6. Ballots must be returned to the location, and by the date designated by the Board or a committee delegated by the Board.
 7. A candidate may vote for himself or herself.
 8. The candidates receiving the most number of votes cast shall be elected to the vacant seats on the Board.

Section 6.08 Removal

The Board of Directors requiring a two-thirds majority vote may remove Directors from office, with or without cause.

Section 6.09 Resignation

Any Director may resign effective upon giving written notice to the Chairperson of the Board, if any, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Secretary of State of the State of New York or other appropriate agency.

Section 6.10 Vacancies

Vacancies of the Board of Directors shall exist on the death, resignation or removal of any Director and whenever the number of maximum Directors has increased. Mid-term vacancies on the Board may be filled by approval of the Board of Directors by a simple majority. If the number of Directors then in office is less than quorum, a vacancy may be filled by the approval by the remaining Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors.

Section 6.11 Non-Liability and Indemnification

The Directors shall not be personally liable for the debt liabilities, or other obligations of the Corporation. The Corporation to the fullest extent permissible shall indemnify the Directors and Officers of the Corporation under the laws of the State of New York.

Section 6.12 Insurance for Corporate Agents

Except as may be otherwise provided under the provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including Directors, officers, employees or other agents) 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.

Section 6.13 Meetings of the Board of Directors

1. Place of Meetings: Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

2. Regular Meetings: Regular meetings of Directors shall be held as determined by the Board of Directors from time to time.

3. Special Meetings: Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice President, the Secretary, the Treasurer, by any two Directors, or if different by persons specifically authorized under the laws of the State of New York to call special meetings of the Board. Such meetings shall be held at the principal office of the Corporation or, at the place designated by the person or persons calling the special meeting.

4. Notice of Meetings: No notice need be given of any regular meetings of the Board of Directors. Notice for Special Meetings is at least one week prior notice shall be given by the Secretary of the Corporation to each Director of each special meeting of the Board of Directors. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile or electronically, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In case of facsimile and electronic notification, the Director to be contacted shall acknowledge personal receipt of notice by a return message with 24 hours of the receipt of notice.

5. Notice of Waiver: Whenever any notice of a meeting is required to be given to any Director of this Corporation under provisions of the Articles of Incorporation, these Bylaws or by the Law of the State of New York, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

6. Quorum for Meetings: A quorum shall consist of no less than one third of Directors. If there are more than 15 Directors, the quorum must be at least five, plus one addition person for every ten Directors or fraction of in excess of 15.

7. No Quorum Present: Except as other provided the Articles of Incorporation, these Bylaws, or provisions of law no business shall be considered by the Board at any meeting in which the required quorum is not present, and the only motion which the Chair shall entertain at such a meeting is a motion to adjourn.

8. Majority Action as Board Action or Resolution: Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act or resolution of the Board of Directors unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for the approval of a matter by the Board.

9. Chairperson of the Board: Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated the President of the Corporation shall preside. In the absence of the Chairperson, each of these persons in succession shall preside: the Vice President, the Secretary, the Treasurer or a chairperson chosen by a majority of the Directors present at the meeting may preside for that meeting.

10. Conduct of Meetings: Meetings shall be governed by such procedures as may be approved from time to time by the Board of Directors, insofar as such rules are not inconsistent or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

Section 6.14 Board of Trustees

The Board of Trustees shall consist of prominent members of the community who have made minimum monetary contributions that are appointed by the Board of Directors. Such Minimum monetary contributions are determined by the Board of Directors from time to time. The Board of Trustees shall provide advice and assistance to Also-Known-As and assist in resource development. Trustees shall not be members of the Board of Directors.

Article VII Executive Officers

Section 7.01 Designation of Officers

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The Corporation may also have a Chairperson of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers, and such officers with titles as may be determined from time to time by the Board of Directors. The same person except the office of President and Secretary may hold any two or more offices.

Section 7.02 Qualifications

Each officer shall be of at least 21 years of age and shall be a member of the Corporation during his/her office.

Section 7.03 Term of Office

Officers shall be elected for the term of two years on every odd year. Term of office begins on September 1st of that year. Each officer shall hold office until his or her term expires, resigns, is removed from office or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified.

Section 7.04 Nominations and Elections

1. Nomination: Any Director may nominate candidates for office.
2. Election: The Board shall elect the officers of the prior to the Annual meeting of members falling on an odd year. The officers shall be elected by at least a majority vote of the Directors present at the Board meeting.
3. A candidate may vote for himself or herself.

Section 7.05 Removal and Resignation

The Board of Directors may remove any officer, with or without cause, at any time.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified there, the acceptance of such resignation shall not necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

Section 7.06 Vacancies

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

Section 7.07 Duties of the President

The President shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of its officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and at all meetings of the members. The President shall serve as chair of the Executive Committee meetings; coordinate the activities of the Executive Committee and executive officers shall preside at membership meetings, shall oversee the work of all committees; and shall act as spokesperson for the Corporation. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, her or she shall engage in contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

Section 7.08 Duties of the Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all duties of the President. The Vice President shall have all the powers of, and be subject to all the restrictions on, the President. In the event where the Corporation has more than one vice President, the Board of Directors must create an order of succession at the time at which the new office(s) are created. The Vice President shall have other powers and perform such other duties as may be prescribed by law, the Articles of Incorporation, by these Bylaws, or by the Board of Directors. The Vice President shall be responsible for policies and programs related to the internal affairs of the Corporation, including matters relating to structural organization.

Section 7.09 Duties of the Secretary

The Secretary of the Corporation and shall:

1. Certify and keep at the principal office of the Corporation the original or a copy of these Bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the Corporation or at such other places as the Board may determine, a book of minutes of all meetings of the Directors, and if applicable, meetings of committees of Directors and of its members, recording therein the time and place of the meeting, whether regular or special, how called, how notice thereof was given and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. 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.
5. Keep the at the principal office of the Corporation a membership book containing the name and addresses of each and any members, and in the case where any membership has been terminated, here or she shall record such a fact in the membership book together with the date on which such membership ceased.
6. Exhibit at all reasonable times to any Director 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 Directors of the Corporation.

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

Section 7.10 Duties of the Treasurer

The Treasurer shall:

1. Have charge and custody of, and be responsible for, all the funds and securities of the Corporation, and deposit such funds in the name of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
2. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. 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.
5. Exhibit at all reasonable times the books of the account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefor.
6. Render to the President and Directors, whenever requests an accounting of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. 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, by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 7.11 Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this Corporation, shall be reasonable and given in return for services actually rendered to or for the Corporation.

Section 7.12 Additional Officers

Additional Officers may be created by the Board of Directors from time to time as they see fit.

Article VIII Committees

Section 8.01 Purposes

The Board shall form, remove or modify committees as necessary for the purposes of carrying out the work of the Corporation.

Section 8.02 Executive Committee

The Executive Committee, consists of the President, Vice President, Secretary and Treasurer, as well as any other officer position designated by the Board of Directors. The Board of Directors delegates to the Executive Committee, the powers and authority of the Board in the management of the business and affairs of the Corporation, with the exception of submitting action for membership approval, filling a vacancy of the Board of Directors, fix Directors' compensation, alter the Bylaws or change a resolution of the Board of Directors, or by any other provisions of law. By a majority vote, the Board of Directors may at any time revoke or modify any or all of the Executive Committee's authority so delegated, increase or decrease but not to below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from positions on the Board of Directors. The President shall serve as Chair of the Executive Committee. In his or her absence, the Vice President shall preside. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with corporate records, and report the same to the Board from time to time as the Board of Directors may require.

Section 8.03 Governance Committee

The Governance Committee shall be responsible for planning developing, and implementing programs and activities related to Board Development, reviewing and suggesting proposed amendments to the Bylaws and nominating candidates to serve as Directors. The Vice President shall oversee the operations and chair or appoint a chair of, which appointment is subject to the approval to the Board, this committee.

Section 8.04 Finance Committee

This committee shall be responsible for reviewing the management of corporate funds for the purposes of planning, developing, and recommending policies which reduce costs, minimize risk, and maximize the potential for investment and capital development. The Treasurer shall oversee the operations and chair or appoint a chair of, which appointment is subject to the approval to the Board, this committee.

Section 8.05 Marketing Committee

This committee shall be responsible for developing, planning, coordinating, implementing, and overseeing marketing activities of the Corporation and its programs. The Board shall appoint a Director to oversee the operations and chair this committee.

Section 8.06 Membership Committee

This committee shall be responsible for developing, planning, coordinating, implementing, and overseeing all membership activities and programs, including activities relating to recruitment, retention, benefits and policies. The Board shall appoint a Director to oversee the operations and chair this committee.

Section 8.07 Other Committees

The Corporation shall form such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not Directors. These committees shall act in an advisory capacity to the Board of Directors, and by resolution of the Board of Directors administrate programs of the Corporation.

Section 8.08 Meetings and Actions of Committees

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

Article IX Corporate Records, Reports and Seal

Section 9.01 Maintenance of Corporate Records

The Corporation shall keep at its principal office:

1. Minutes of all meetings of Directors, committees and if this Corporation has members, meetings of members, indicating the time and place of holding such meetings,
2. Adequate and correct books and records of accounting including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses,
3. 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, and
4. A copy of the Corporation's Articles of Incorporation, and Bylaws as amended to inspection by its members, if any, of the Corporation at all reasonable times during office hours.

Section 9.02 The Corporate Seal

The Board of Directors 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 9.03 Director's Inspection Rights

Every Director 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 by law.

Section 9.04 Right to Copy and Make Extracts

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

Section 9.05 Annual Report

The Board of Directors 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 X Execution of Instruments, Deposits and Funds

Section 10.01 Execution of Instruments

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

Section 10.02 Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and/or the President of the Corporation.

Section 10.03 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors by select.

Section 10.04 Gifts

The Board of Directors may on behalf of the Corporation accept any contribution, gift, bequest, or device for the non-profit purposes of the Corporation.

Article XI Members

Section 11.01 Determination of Members

The Corporation shall have two classes of members (1) General members; (2) Chapter members. No member shall hold more than one membership in the Corporation.

Section 11.02 General Members

1. Definitions: "General Members" shall be defined as those individuals whose membership application has been approved and is in good standing. General members shall be in good standing so long as all membership requirements have been satisfied and membership dues are current.

2. Application for Membership: Individuals shall apply for general membership by submitting application on forms prescribed by the Board for general membership. Applications for general membership shall be approved so long as they meet the requirements for general membership. General members must also abide by all other requirements prescribed by the Board.

3. Dues and Fees: A fee may be charged for making application for general membership in the Corporation in such amount as may be specified from time to time by the Board of Directors.

4. Term of Membership: The Term of Membership shall be one year, beginning on the first day the membership application has been accepted and ending one year thereafter.

5. Renewals: General membership shall remain in good standing as long as the membership dues and other requirements are satisfied. General Members may renew their memberships from year to year by paying annual dues.

6. Termination of General Membership: The membership of a general 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, Secretary or Membership Director 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 general 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 a written notification of delinquency is given personally or mailed to such member by the Secretary or Membership Director of the Corporation.

3. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or the purposes of the Corporation. Any person expelled from the Corporation shall receive a refund of dues already paid for the current dues period.

7. All rights of a member in the Corporation shall cease on termination of membership as herein provided.

Section 11.03 Chapter Members

"Chapter members" shall be defined as members in good standing of this Corporations duly chartered chapter in good standing.

Section 11.04 Rights and Privileges

1. All general members and chapter members in good standing shall be entitled to all rights and privileges, unless otherwise provided.

2. Only general members shall have the right to vote. Chapter members are represented in the Organization through National Convention Delegates appointed or elected by their respective chapters in accordance with Bylaws, rules and procedures established by their respective chapters.

Section 11.05 Membership Book

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

Section 11.06 Non-Liability of Members

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

Section 11.07 Non-Transferability of Membership

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

Section 11.08 Meetings of Members

1. **Place of Meetings:** Meetings of members shall be held at the principal office of the Corporation or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

2. **Regular Meetings:** A regular meeting of members shall be held at any time in the second month of the fourth quarter of the organization program year at such place or places as may be designated by resolution of the Board of Directors, for the purpose of electing Directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each voting member shall cast one vote, with voting by ballot only. The annual meeting of members for the purpose of electing Directors shall be deemed a regular meeting. Other regular meetings shall be scheduled from time to time by resolution of the Board of Directors. If the day fixed for a regular meeting falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day.

3. **Special Meetings:** Special meetings of the members shall be called by the Board of Directors, the Chairperson of the Board, or the President of the Corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings.

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 special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or at the direction of the President, or 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, facsimile machine or electronic mail, provided however, in the cases of facsimile and electronic mail notification, the member to be contacted shall acknowledge personal receipt of the facsimile or electronic mail notice by a return message or telephone call within twenty four hours of the first facsimile or electronic mail transmission. The notice of any meeting of members at which Directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board 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 New York State, a waiver of notice in writing signed by the member, whether before or after the time of such meeting, shall be equivalent to the giving of such notice.

5. **Quorum for Meetings:** A quorum shall consist of no less than ten (10) percent of the voting members of this Corporation. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

6. **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 at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

7. **Voting Rights:** Each general member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however shall be by written ballot.

8. **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 Directors, 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.

5. 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. Directors may be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered.

9. Conduct of Meetings: Meetings of members shall be presided over by the Chairperson of the Board, or, if there is no Chairperson or, in his or her absence, by the President of the Corporation or, in his or her absence, by the Vice President of the Corporation or, in absence of all these persons, by a Chairperson chosen by a majority of 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 the discretion of the presiding officer, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with the provisions of law.

Article XII Chapters

Section 12.01 Formation of Chapters

Any four (4) persons residing in the United States may apply to the Board of Directors to obtain a charter as a chapter of Also-Known-As. The application for chapter charter must be accompanied by the names and signatures of at least four (4) persons and include a statement indicating the adoption of Articles I, III and IV of these Bylaws. In addition, each chapter must be a membership-based organization and incorporate Also-Known-As in their name. The Board of Directors may impose such additional conditions or require such additional information as it deems necessary or proper to be observed and performed by the chapter applicants. The chapter shall be accepted, and a charter granted to the new chapter, upon the vote of two-thirds of the Board of Directors.

Section 12.02 Chapter Autonomy

Each approved chapter shall be an autonomous and legally distinct entity. Each chapter must engage in activities which aim to achieve the mission of Also-Known-As, as state in Article III of these Bylaws and comply to articles I, III and IV of these Bylaws. The Board shall have no direct control of chapter activities, save for the power of probation, suspension and revocation, as provided in section 6,7 and 8 of this Article. The Executive Committee or if none exists the Board of Directors shall oversee the activities of the chapters to insure their compliance with Article I, III and IV of these Bylaws and any additional conditions imposed by the Board of Directors.

Section 12.03 Chapter Finances

Each approved chapter shall be financially independent and shall be solely liable for its own debts and obligations. Under no circumstances shall this Corporation or its Board of Directors be liable for chapter debts, liabilities or obligations. Each chapter shall also be responsible for obtaining its own employer identification number.

Section 12.04 Relations with the Board of Directors

Each chapter in good standing shall elect or appoint two representatives to interact with the Board of Directors and/or the Executive Committee.

Section 12.05 Fees and Dues

The Board of Directors shall determine from time to time the amount of, and whether to impose, chapter dues or fee payable to the Corporation.

Section 12.06 Chapter Probation

A chapter which has been inactive for one year during which it has elected no officers; carried on no activities; paid no fees and dues to the Corporation; committed any violation of applicable law; failed to advance the goals and mission of Also-Known-As; engaged in any activity that has damaged, or has threatened to damage the standing of Also-Known-As, failed to comply with any conditions imposed by the Board of Directors, or violated Articles I, III or IV of these Bylaws, may upon being notified of such delinquency or violation, be placed upon a probation by the Executive Committee or the Board of Directors. If no appropriate change takes place at the end of the probation period, the Executive Committee shall initiate action under Sections 7 and 8 of this Article. During the probationary period, the chapter may continue to carry on its business.

Section 12.07 Suspension of Chapter Charters

1. Grounds for Suspension. The Board of Directors may suspend the charter of any chapter, and may suspend any association with any such chapter, for just cause. Just cause includes, but is no limited to, a determination that the chapter has committed any violation of applicable law; has failed to advance the goals and mission of Also-Known-As; has engaged in any activity that has damaged, or has threatened to damage, the standing of Also-Known-As; has violated Articles I, III, or IV of these Bylaws; has failed to comply with any additional conditions imposed by the Board of Directors; or has failed to pay dues, as required under section 5 of this article.

2. Procedure for Suspension. To temporarily suspend a chapter's charter, the following procedure shall be followed:

1. A notice shall be sent by certified or registered mail to the most recent address of the chapter. Such notice shall set forth the reasons for the proposed suspension of the chapter's charter and the length of suspension, and shall be sent at least thirty (30) days before the proposed effective date of the suspension;

2. The chapter so notified in writing retains the right to respond to the notification of suspension by personal appearance or in writing, as it so chooses, at a hearing to take place not fewer than ten (10) business days before the effective date of the

proposed suspension. The hearing shall be conducted by the Executive Committee, or a committee duly appointed by the Board for such reason.; and

3. Following the hearing, the Board must approve the suspension by majority vote of all national Directors present.

3. A probation under Section 6 of this Article is no a prerequisite for suspension.

Section 12.08 Revocation of Chapter Charters

1. Grounds for Revocation. The Board of Directors may revoke the charter of any chapter, and may dissolve its association with any such chapter, for just cause. Just cause includes, but is not limited tom, a determination that the chapter has committed any violation of applicable law; has failed to advance the goals and mission of Also-Known-As; has engaged in any activity that has damaged or has threatened to damage, the standing of Also-Known-As; has violated Articles I, III, or IV, of these Bylaws; has failed to comply with any conditions imposed by the Board of Directors; or has failed to pay dues, as required under Section 5 of this Article.

2. Procedure for Revocation. To revoke a chapter's charter, the following procedure shall be followed:

1. A notice shall be sent by certified or registered mail to the most recent address of the chapter. Such notice shall set forth the reasons for the proposed revocation of the chapter's charter and shall be sent at least thirty (30) days before the proposed effective date of the revocation;

2. The chapter is notified in writing retains the right to respond to the notification of revocation by personal appearance or in writing, as it so chooses, at a hearing to take place not fewer than ten (10) business days before the effective date of the proposed revocation. The hearing shall be conducted by the Executive Committee or a committee duly appointed by the Board for such reason.; and

3. Following the hearing, the Board must approve the revocation by a majority vote.

3. A probation or suspension under Section 6 or 7 of this Article is not a prerequisite for revocation of the charter.

4. A chapter, whose charter has been revoked, may no longer use the Also-Known-As name or logo in any manner or imply any connection with Also-Known-As in any way.

Article XIII Ratification and Amendment of Bylaws

Section 13.01 Ratification

Ratification of these Bylaws requires the two-thirds majority votes of the current Board of Directors and will go into effect immediately following its ratification.

Section 13.02 Amendments

Subject to the power of the Members, if any of this Corporation to adopt, amend or repeal the Bylaws of this Corporation and except as my otherwise be specified under provisions of law, the Bylaws, or any of them, my be altered, amended, or repealed and new Bylaws adopted by resolution of the Board of Directors.

Article XIV Construction and Terms

Section 14.01 Conflict

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.

Section 14.02 Unenforceable Provisions

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

Section 14.03 References

All references in these Bylaws to the Articles of Incorporation shall be to the founding document of this Corporation filed with the Secretary of State of the State of New York, 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 of 1986 as amended from time to time, or to corresponding provisions of any future tax code.