

By-laws of
The Eagle Institute Inc.

ARTICLE I - OFFICES

The principle office of the corporation shall be in the Town of Highland, County of Sullivan, State of New York. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

ARTICLE II - PURPOSES

The purposes for which this corporation has been organized are as follows:

- To create, form, establish and maintain an organization to protect the eagle and other birds of prey;
- To promote and provide habitat conservation, public education, awareness and research concerning the eagle and other birds of prey;
- To disseminate information regarding the biological and habitat needs affecting such birds of prey;
- To promote, foster and advance interest in conservation issues relevant to the eagle and other birds of prey;
- To promote, foster and encourage community interest and support for the purposes of the corporation;
- To increase and further enhance public interest and activism for the welfare of the eagle and other birds of prey;
- To hold, conduct and organize workshops, seminars, meetings discussions and forums to consider community opinion on contemporary environmental recovery, restoration and improvement issues;
- To acquire, assemble and disseminate information on environmental protection issues;
- To aid, assist, cooperate co-sponsor and otherwise engage in concerted action with private and government agencies, organizations, and groups on environmental issues affecting the eagle and other birds of prey;
- To solicit, collect and otherwise raise money for the purposes of this corporation and other environmental and civic purposes;
- To generally endeavor to protect the eagle and other birds of prey and the resources that comprise their habitat by all available means and methods.

ARTICLE III- MEMBERSHIP

Section 1. Membership in this organization shall be open to all persons, families, businesses and organizations in agreement with its purposes.

Section 2. There shall be four categories of membership: Student/Junior; Individual; Family; Lifetime Sponsor.

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Section 3: Annual dues shall be: Student/Junior: \$10; Individual: \$20; Family: \$50; Lifetime Sponsor: \$100.

Section 4: Membership shall be terminated for failure to pay annual dues.

Section 5: Membership shall be reinstated by payment of current annual dues.

ARTICLE IV- GOVERNING BODY

Section 1. Management of the corporation: The governing body of this corporation shall be a Board of Directors consisting of a chairperson and at least three other board members. Each director shall be at least nineteen years of age.

Section 2. Increase or decrease in number of directors: The number of directors may be increased or decreased by a majority vote of all the directors. No decrease in number of directors shall shorten the term of any incumbent director.

Section 3. Newly created directorships and vacancies: Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of the majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor.

Section 4. Removal of Directors: Any or all of the directors may be removed from office by vote of the members or by action of the board.

Section 5: Resignation: A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer and the acceptance of the resignation shall not be necessary to make it effective.

Section 6. Quorum of directors: Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

Section 7. Action of the board: Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

Section 8. Place and time of board meetings: The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

Section 9. Regular annual meeting: A regular annual meeting of the board shall be held at least once a year to conduct the election of officers and other business and may be called more often as

determined by the chairman of the board.

Section 10. Notice of board meetings: Regular meetings of the board may be held at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three days notice to each director either personally or by mail or by wire or by e-mail. Special meetings shall be called by the president or the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him/her. Members of the board may participate in a teleconference to conduct business. The quorum and notification required for such a conference shall be the same as required for special meetings. All decisions shall be taken by a roll call voice vote.

Section 11. Adjournments. A majority of the directors present, whether or not a quorum, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Section 12. Executive and other committees: The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

Section 13. Chairman: A chairman chosen by the board may preside at meetings in absence of the board president.

ARTICLE V-OFFICERS

Section 1. Offices, election, term: The board may elect or appoint a president, one or more vice-presidents, a secretary and a treasurer and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the annual meeting of the board. Each officer shall hold office for the term for which he is elected or appointed and until his/her successor has been elected or appointed and qualified.

Section 2. Removal, resignation, salary: any officer elected or appointed by the board may be removed by the board with or without cause. In the event of death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president and secretary. Officers may be reasonably compensated for their services, the amount to be determined by the board.

Section 3. Officer Duties:

A) **President:** The president shall be the chief executive officer of the corporation; shall preside at all meetings; shall have the general management of the corporation and shall see that all

orders and resolutions of the board are carried into effect.

B) Vice-president(s): During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the board shall prescribe.

C) Treasurer: The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; he shall, when duly authorized by the board, sign and execute all contracts in the name of the corporation, when countersigned by the president; he shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the president; shall at all reasonable times exhibit the books and accounts to any director upon application at the office of the corporation during normal business hours.

At the end of each corporate year, an audit or review by an accountant shall be conducted of the accounts of the corporation and the treasurer shall present such an audit in writing at the annual meeting at which time he shall also present an annual report setting forth in full the financial conditions of the corporation.

D) Secretary: The secretary shall keep the minutes of the board of directors and also have custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board. He/she shall attend to the giving and serving of all notices of the corporation and shall have charge of such books and papers as the board may direct. He/she shall attend to the correspondence as may be assigned and perform all the duties incidental to his/her office. The secretary shall keep a membership roll containing the names, alphabetically arranged, showing their addresses and time when they became members.

Section 4: Sureties and bonds. In case the board shall so require, any officer of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

ARTICLE VI - SEAL

The seal of the corporation shall be as follows:

ARTICLE VII- CONSTRUCTION

If there is any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE VIII- AMENDMENTS

The by-laws may be adopted, amended or repealed by a quorum of the board of directors under the following procedures: certain note of a proposed change in writing be made to all board members; the change be voted at a formal meetings; board members who cannot attend the meeting must submit their vote in writing prior to the date of the meeting.

ARTICLE IX- DISSOLUTION OF ASSETS

In the event of dissolution of the corporation, all remaining assets and property of the organization shall, after payment of all necessary expenses thereof, be distributed to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, or to the federal government or state or local governments for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.