

BYLAWS OF NATIONAL YOUTH RIGHTS ASSOCIATION, INC.

MISSION STATEMENT AND POSITION PAPERS

1. The organization's broad goals and purpose shall be put down into a mission statement. Actions of the organization must not conflict with the mission statement. Amendments to the mission may be put into effect immediately by an affirmative vote of at least three-fourths (3/4) of the directors present at a meeting of the board of directors and sanctioned later by an affirmative vote of at least three-fourths (3/4) of the members at an annual or special general election.
2. The organization shall put forth its positions on issues of public policy in documents called position papers. Position papers may be adopted or amended and put into effect immediately by an affirmative vote of at least two-thirds (2/3) of the directors present at a meeting of the board of directors and sanctioned later by an affirmative vote of at least two-thirds (2/3) of the members at an annual or special general election. This does not preclude the organization from voicing opinions on specific pieces of legislation or controversies, provided that such statements do not conflict with the position papers.

CORPORATE SEAL

3. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

CONDITIONS OF MEMBERSHIP

4. Individuals may become members in the organization by giving written notice to the organization.
5. Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation. Membership may be suspended or revoked by the board for non-compliance with the rules and regulations.
6. The corporation may charge reasonable membership fees or dues to cover the expenses of communication with the membership.
7. Any member may withdraw from the corporation by delivering to the corporation a written resignation.
8. Membership shall not be denied solely on the basis of age, sex, race, ethnicity, religion, economic standing, handicap, or sexual preference.
9. Any member may be required to resign by a vote of three-quarters (3/4) of the members at any election.

HEAD OFFICE

10. The head office of the corporation shall be held at 1703 Farragut Ave, Rockville, MD 20851.

BOARD OF DIRECTORS

11. "The property and business of the corporation shall be managed by a board of a minimum of three (3) directors to a maximum of eleven (11) directors of whom a three (3) shall constitute a quorum. Directors must be members."

12. The directors shall be elected by the members at an annual election and shall serve for a term of one year.

13. The office of director shall be automatically vacated:

- a. if a director has resigned their office by delivering a written resignation to the secretary of the corporation;
- b. if a director is found by a court to be of unsound mind;
- c. if a director becomes bankrupt or suspends payment or compounds with his creditors;
- d. if at an annual election, a resolution is passed by two-thirds of the members voting that a director be removed from office;
- e. on death;
- f. "if a director fails to attend or participate in all meetings of the board of directors for a period of two consecutive months or four consecutive meetings, whichever time period is longer. A director is considered in attendance if he votes on one-half (1/2) of matters put to a vote, and/or contributes to the discussion. This also applies to non-director officers."

14. Any vacancy on the board may be filled by appointment by *an affirmative vote of at least two-thirds (2/3)* of the board of directors, binding until the next annual general election.

15. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours notice of such meeting shall be given, other than by mail, to each director. Notice shall be sent by regular mail at least 14 days prior to the meeting or by electronic mail at least 7 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote. If all the directors of the corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

16. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from a director position as such; provided that a director may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefore.

17. Retiring directors shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted.

18. A reasonable remuneration for all officers, agents and employees and committee members may be fixed by the board of directors by resolution.

19. *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 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 approval of a matter by the board.

INDEMNITIES TO DIRECTORS AND OTHERS

20. Every director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against:

g. all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;

h. all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

21. Member information shall remain confidential and for the exclusive use by NYRA officials. For the privacy of our members, no sale or transfer of member information to outside parties unaffiliated with the organization is permitted.

POWERS OF DIRECTORS

22. The directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.

23. The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers or executive committee of the corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe.

24. The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

OFFICERS

25. "The officers of the corporation shall be a president, vice-president, secretary and treasurer and any such other officers as the board of directors may by bylaw determine. More than one office may be held by the same person, except the office of president and vice-president. Officers must be members. All officers, with the exception of the president and vice-president, need not be directors."

26. Officers shall be appointed by resolution of the board of directors at the first meeting of the board of directors *and, in following years, at the first meeting of the board of directors* following an annual election of board directors.

27. The officers of the corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

STAFF

28. "The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment. These powers may be delegated to the executive director."

29. The Board may create a position of "Executive Director," to serve as chief executive of the Organization. The Executive Director must be a member of the organization. The Board may authorize the Executive Director to carry out the policies of the Organization, to conduct the business of the Organization, to hire staff, to enter into contracts and agreements, to lease real property for offices, to purchase or lease office equipment and office supplies, to open bank accounts, make deposits, sign and endorse checks on behalf of the Organization, to organize conferences, to enter into coalitions, and otherwise have all of the powers of a chief executive necessary to carry out the duties of chief executive of the Organization.

30. The Board may fire staff hired by the Executive Director by a 2/3rd majority vote.

DUTIES OF OFFICERS

31. The president shall be the chief executive officer of the corporation. The president shall chair at all meetings of the corporation and of the board of directors. The president shall have the general and active management of the affairs of the corporation. The president shall see that all orders and resolutions of the board of directors are carried into effect.

32. The vice-president, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon them by the board of directors.

33. The treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company, or, in the case of securities, with such registered dealer in securities as may be designated by the board of directors from time to time. The treasurer shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. The treasurer shall also perform such other duties as may from time to time be directed by the board of directors.

34. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out the affairs of the corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the members and of the board of directors, all shall perform such other duties as may be prescribed by the board of directors and president, under whose supervision the secretary shall be. The secretary shall be custodian of the seal of the corporation which they shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

35. The duties of all other officers of the corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

EXECUTION OF DOCUMENTS

36. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

ELECTIONS

37. The annual or any other election shall be held via standard mail ballot, web ballot or electronic mail ballot, the preference to be designated *by each member*.

38. During every annual election, in addition to any other business that may be transacted, the report of the directors and financial statements shall be presented. The members may consider and transact any business either special or general during any election. The board of directors shall have power to call, at any time, an election. The board of directors shall call a special election on written requisition of members carrying not less than 15% of the voting rights if there are fewer than 500 members or 10% of the voting rights otherwise.

39. Written notice must be given or sent to each voting member, by regular or electronic mail, at least sixty (60) days prior to the set date of the commencement of the election.

40. The ballot shall include the commencement and end dates where ballots will be accepted. The end date shall be no earlier than thirty (30) days following the commencement date. The ballot of any election where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken."

41. Each voting member returning ballots for an election shall have the right to exercise one vote. There shall be no proxies. Members wishing to have special business transacted at a general election shall present the business and supporting information to directors so that it may be added to the ballot. The board of directors shall add special business to the ballot on written requisition of members carrying not less than 15% of the voting rights if there are fewer than 500 members or 10% of the voting rights otherwise. The business may be presented at any time, but no later than 10 days preceding the commencement of an election, special or regular. Special business may include:

i. motions requiring the resignation of a member (ref. Bylaw 9, requires 3/4 of votes);

j. motions requiring the resignation of a director (ref. Bylaw 13d, requires 2/3 of votes);

k. amendment of bylaws (ref. Bylaw 46, requires 2/3 of votes)

l. motions recommending rules and regulations (ref. Bylaws 36 & 49, requires majority of votes).

m. motions requiring the adoption or change of position papers (requires 2/3 of votes).

42. No error or omission in giving notice of any annual or general election of the corporation shall invalidate it or make void any proceedings taken thereat and any member may at any time waive notice of any such election and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any election or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the corporation.

VOTING OF MEMBERS

43. At all elections of the corporation, every question shall be determined by an Instant Run-Off majority of votes unless otherwise specifically provided by statute or by these bylaws.

FINANCIAL YEAR

44. Unless otherwise ordered by the board of directors, the fiscal year-end of the corporation shall be December 31.

COMMITTEES

45. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix any remuneration to be paid.

AMENDMENT OF BYLAWS

46. The bylaws of the corporation not embodied in the Articles of Incorporation may be repealed or amended by a bylaw enacted and put into effect immediately by a majority of the directors at a meeting of the board of directors and sanctioned later by an affirmative vote of at least two-thirds (2/3) of the members at an annual or special general election.

BOOKS AND RECORDS

47. The directors shall see that all necessary books and records of the corporation required by the bylaws of the corporation or by any applicable statute or law are regularly and properly kept.

48. Nondisclosure agreements shall be required to view private financial information such as individual contribution records. The president, treasurer, fundraising committee, and any official treasurer appointees, will have access to all financial records without restriction provided they have agreed to the terms of the nondisclosure agreement. Directors may have access to individual contribution records provided (a) they have signed a nondisclosure agreement and (b) they have a documented reason for viewing each contribution record. All general information, including but not limited to the corporation's annual budget as well as annual totals of contributions, will be available to the public for viewing.

RULES AND REGULATIONS

49. The board of directors may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the corporation as they deem expedient. These rules and regulations enacted by the board of directors shall be enforced until they are overturned by a majority vote of the board of directors, a future board of directors, or the membership of the corporation.

INTERPRETATION

50. In these bylaws and in all other bylaws of the corporation hereafter passed unless the context otherwise requires, words, importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.