

By-Laws

Of

S.C.O.P.E., Inc.

Adopted by Membership
October 28, 1995

As Amended by Membership
April 25, 1998

ARTICLE 1 - MEMBERS

Section 1. Qualification.

Membership shall be open to all citizens of good repute, who are not a member of any organization which advocates in any manner the violent overthrow of the legitimate government of the United States or any of its political subdivisions, and who are dedicated to the preservation of the United States of America and the Constitution of the United States of America generally, and particularly Article 2 of the Bill of Rights. All members agree to abide by the bylaws of SCOPE and promote its purposes.

Section 2. Membership, Criteria & Classes.

The Board of Directors of the Corporation may establish such other criteria for membership, including a schedule of dues and classes of members, as they may deem appropriate. Membership in S.C.O.P.E., Inc. automatically entitles the member to membership in the county chapter thereof if one exists or comes into being in the county of residence of the member.

Section 3. Voting.

Method

At any statewide meeting of the members, each member present in person or by proxy shall be entitled to one vote. The form of proxy shall be determined by the State Board.

Except as otherwise provided by statute or these by-laws, any action authorized by a majority of the votes cast at a meeting of members shall be the act of the members. Action may be taken without a meeting on written consent setting forth the action to be taken, signed by all of the Members.

Actions Requiring Vote of Members.

A majority of the votes cast at a meeting of the members is required for:

1. Any amendment of or change to the certificate of incorporation;
2. A petition for judicial dissolution.

A two-thirds majority of the votes cast at a meeting of the members is required for:

1. Disposing of all, or substantially all, of the assets of the Corporation;
2. Approval of a plan of merger;

3. Authorization of a plan of non-judicial dissolution; or
4. Revocation of a voluntary dissolution proceeding.

PROVIDED, HOWEVER, that the affirmative votes cast in favor of any such action shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

Section 4. Meetings.

Quorum Adjournments & Voting.

At all meetings of the members not less than the members entitled to cast one hundred or one-tenth of the total number of votes entitled to be cast whichever is less, shall constitute a quorum for the transaction of business. In the absence of a quorum, the members present in person may adjourn the meeting.

Upon demand of any member, any vote before a meeting shall be by written ballot.

Annual Meetings

The annual meeting of members of S.C.O.P.E. Inc. for the election of at large directors and for the transaction of such other business as may come before the members shall be held on the 4th Saturday of April of each year in Syracuse unless otherwise voted by the Board. The date, time and place shall be decided by the State Board. Notice of said meeting shall conform to Section 605 (as amended) of the Not-For-Profit Corporation Law.

Special Meetings

Special meetings of members may be called by majority vote of the Board of Directors. The special meeting shall be held in Syracuse, unless otherwise voted by the Board, at such date, time and place as the Board shall determine. Notice of said meeting shall conform to Section 605 (as amended) of the Not-For-Profit Corporation Law. In any case, a special meeting of the members may be convened by the members entitled to cast ten per cent of the total number of votes entitled to be cast at such meeting, who may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. The Secretary upon receiving the written demand shall promptly give notice of such meeting. If he fails to do so within five business days thereafter, any member signing such demand may give such notice. The meeting called by members shall be held at Syracuse, New York.

Section 5 Termination of Membership

Involuntary.

The State Board may terminate the membership of any member who fails to pay all dues required to be paid by such member or who engages in conduct prejudicial to the Corporation or inimical to its purposes, upon 30 days notice to the member in writing specifying the charges brought against said member and upon an opportunity to be heard.

Voluntary.

Any member may resign at any time. All resignations shall be in writing and shall be effective when received by S.C.O.P.E. Inc.

Effect

All rights of a member as such shall cease on the termination of membership by death, resignation or otherwise.

Section 6. Organization

The President of the corporation shall preside at all meetings of the members or, in the absence of the President, the Vice- President or then the Secretary shall preside.

In the absence of the Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

ARTICLE 2 - BOARD OF DIRECTORS

Section 1. Powers, Duties and Number.

Statewide

The property, affairs and activities of the Corporation and chapters thereof shall be managed and controlled and its powers exercised by the Board of Directors and each county chapter board as delegated by the State Board. The state Board shall consist of county chapter chairpersons elected by the members in that chapter (or alternates as herein provided), and up to 10 members elected at large at the statewide annual membership meeting.

It shall be the duty of the state Board of directors to establish and support in each county of the state of New York county chapters of S.C.O.P.E., Inc. or multi-county chapters to pursue the purposes of the corporation in said county. The board of directors shall create and maintain a procedural manual to direct the activities of chapters and memorialize resolutions of the Board. A copy of said manual and updates thereto shall be provided to each county chapter chairperson and regularly updated.

County Chapters

The chapter board shall consist of the chairman, secretary and treasurer at minimum elected by the chapter members and such other directors as the chapter may authorize by

member vote at the annual meeting so long as the total chapter board does not exceed seven.

Qualifications

Each director shall be at least eighteen (18) years of age. All Directors, state and county, shall be and must remain members of S.C.O.P.E., Inc. in good standing.

With the exception of at large directors, statewide directors shall be county chapter chairpersons of chapters in good standing with S.C.O.P.E., Inc.

Section 2. Election, Term of Office & Qualifications.

Election

At-large directors shall be elected at the statewide annual membership meeting. The county chapter chairman elected at the county chapter annual meeting shall also serve as a director on the State Board of Directors.

All directors shall be elected by ballot, or proxy in the event that the member can not attend, in accordance with rules formulated by the State Board. All proxies will be counted toward a quorum.

The candidates receiving the most votes will be considered elected.

Term

The at-large Directors shall be elected to hold office for two year terms, chapter chair Directors for 1 year terms; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to any number of consecutive terms.

The Board shall elect a chairman at it's first meeting who shall preside at all meetings of the Board. His term of office shall be one year.

Qualifications

At-large directors must be at least 18 years of age and must also have been a member in good standing for at least 2 years prior to their notice of candidacy. To become an at-large candidate a member must give a notice of candidacy and a biography by January 1st to the election committee. The member will become a recognized candidate unless the election committee can show cause for ineligibility.

A chapter chair may not hold the position of at-large Board member.

Section 3. Alternates to the State Board.

In accordance with Not-For-Profit Corporation law Section 703 (d), county chapter chairman may delegate their powers and responsibilities as a director of the State Board to another elected officer of the county.

Section 4. Newly Created Directorships and Vacancies.

County Chapters

Newly created directorships and vacancies among the directors for any reason may be filled by vote of the members of the chapter at a special meeting called for said purpose and the directors so elected shall serve until the next annual meeting of the members.

Statewide

Vacancies in statewide at-large directors shall be filled by the State Board until the next annual membership meeting.

Section 5. Resignations.

Statewide and County Chapters

Any director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or its President. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.

Section 6. Removal.

Non-At-Large Directors

A director who is a county chair may be removed with or without cause by a two-thirds (2/3) majority of the chapter members which elected him.

At-Large Directors

Directors elected at large may be removed for cause by majority vote of state membership or by vote of the state directors provided there is a quorum of not less than a majority present at the meeting of directors at which such action is taken.

Hearing

A written notice of any meeting convened for such purpose must be mailed to the membership at least two weeks prior to such meeting. A hearing shall be afforded to any director proposed to be removed. Such hearing shall be open to the membership.

Section 7. Meetings.

State Board.

Meetings of the Board shall be held in central N.Y. or Syracuse, N.Y. unless otherwise voted by two-thirds (2/3) of the entire Board, and be at such times as the Board shall determine.

The annual meeting of the Board shall be held immediately following the annual meeting of the members.

Regular meetings of the Board shall be held no less than quarterly during the year. Special meetings of the Board shall be held whenever called by a majority of the Board of Directors, or the chairman of the Board, in each case at Syracuse, N.Y. The Board is empowered to meet electronically in accordance with the Not-For-Profit Corporation Law Section 708.

Section 8. Quorum and Voting.

Unless a greater proportion is required by law, a majority of the entire Board (including alternates) shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or these by-laws, 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. If at any meeting of the Board there shall be less than a quorum present, the Directors may adjourn the meeting until a quorum is obtained.

Section 9. Action by the Board.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more of the members of the Board or any committee may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 10. Notice of Meetings.

Notice of the time and place of each regular or special meeting of the Board together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be mailed or faxed to each director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary), at least fourteen days before the day on which the meeting is to be held; provided, however,

that notice of special meetings to discuss matters requiring prompt action as authorized by the chairman of the Board may be sent to him or her at such address by fax, telegram, e-mail, or given personally or by telephone (live or on answering machine), no less than four days before the time at which such meeting is to be held. Notice of a meeting need not be given to any director who submits a signed 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 or her. No notice need be given of any adjourned meeting.

Copies of the minutes of the state board of directors' meetings shall be sent to each county Chapter and county Committee.

Section 11. Committees of the Board.

The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an executive and other standing committees. The Chairman of the Board of Directors shall appoint, with the approval of the appointee, the chairman of each committee. Each committee so appointed shall consist of three or more directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

1. the filling of vacancies on the Board or on any committee;
2. the amendment or repeal of the by-laws or the adoption of new by-laws;
3. the amendment or repeal of any resolution of the Board which by its terms shall not be amendable or repealable; and
4. the fixing of compensation of the directors for serving on the Board or any committee.

Special committees may be appointed by the President with the consent of the Board and shall have only the powers specifically delegated to them by the Board.

The Board may designate one or more directors as alternate members of any standing committee, who may replace any absent member or members at any meeting of such committee.

Election Committee

The election committee will be composed of one (1) non-running member of the Board and two (2) non-running S.C.O.P.E. members, appointed by the Chairman of the Board.

Section 12. Compensation.

No member of the Board of Directors may receive a salary by reason of holding office. This shall not be construed to mean that a director cannot be compensated for services provided to the organization in some other capacity than as a director

ARTICLE 3 - OFFICERS, EMPLOYEES AND AGENTS

Section 1. Officer Number and Qualification.

The officers of the Corporation shall be a President, a Secretary, a Corporate Secretary/Treasurer and such other officers, if any, including one or more Vice Presidents, as the Board may from time to time establish. One person may hold more than one office in the Corporation except that no one person may hold the offices of President and Secretary or President and Corporate Secretary/Treasurer. Officers can also be Directors of the Corporation. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. Officer Election, Term and Duties.

Election and Term

The President, Secretary, Corporate Secretary/Treasurer and any other officers created by the Board shall be elected at the annual meeting of the Board of Directors held immediately following the annual meeting of members. The officers, whether elected at the annual meeting of directors or to fill a vacancy or otherwise, shall hold office until the close of the election of officers at the annual meeting of the Board next held after their election or until a successor shall have been elected and shall qualify, or until the death, resignation or removal of said officer, whichever is earlier. The officers shall be elected annually.

Powers and Duties

PRESIDENT: The president shall preside at all meetings of the members. The president shall have general supervision of the affairs of the corporation, and shall keep the board of directors fully informed about the activities of the corporation. He has the power to sign and execute alone and in the name of the corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The president shall perform all the duties usually incident to the office of the president, and shall perform such other duties as from time to time may be assigned by the board of directors. The president may be one of the officers who shall sign checks or drafts or any other instrument of indebtedness.

VICE-PRESIDENT: The vice president(s) shall have such powers and duties as may be assigned to them by the president. In the absence of the president, the vice president(s), in the order designated by the president, shall perform the duties of the president.

SECRETARY: The secretary shall keep the minutes of the annual meeting and all meetings of the board of directors in books provided for that purpose. He shall be responsible for the giving and serving of all notices of the corporation and shall perform all the duties customarily incident to the office of the secretary, subject to the control of the president, and shall perform such other duties as may be from

time to time assigned by the president. The Board may appoint a corresponding secretary to attend to all official correspondence of the organization and to otherwise assist the secretary as directed by the Board. The Board may remove any corresponding secretary at any time.

CORPORATE SECRETARY/TREASURER: The corporate secretary/treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the corporation in the name and to the credit of the corporation in such banks or depositories as the board of directors may designate. At the annual meeting of the board of directors and whenever else required by the board of directors, he shall render a statement of the corporation's accounts. He shall at all reasonable times exhibit the corporation's books and accounts to any officer or director of the corporation and shall perform all duties incident to the position of corporate secretary/treasurer subject to the control of the president, and when required, give such security for the performance of his or her duties as the board of directors may determine. He shall keep the Board fully informed about all financial activities of the corporation. The Corporate Secretary/Treasurer may be one of the officers who shall sign checks or drafts or any other instrument of indebtedness. The corporate secretary/treasurer shall have the power to sign and execute alone and in the name of the corporation all contracts authorized either generally or specifically by the board unless the board shall specifically require an additional signature.

Section 3. Employees and other Agents.

The president may appoint, subject to approval by the Board, from time to time such employees and other agents as he shall deem necessary, each of whom shall hold office at the pleasure of the president or the Board, and shall have the authority and perform such duties and shall receive such reasonable compensation, as the Board shall determine. No such officer or agent need be a director of the corporation. To the full extent allowed by law, the board of directors may delegate to any officer or agent any powers possessed by the board of directors and may prescribe their respective title, terms of office, authorities and duties.

Section 4. Removal.

Any officer, employee, or agent of the corporation may be removed with or without cause by a vote of the majority of the entire board of directors.

Section 5. Compensation.

Any officer, employee or agent of the corporation or any chapter thereof is authorized to receive reasonable compensation for services rendered to the corporation when authorized by a majority of the state board of directors, and only when so authorized.

ARTICLE 4 - CHAPTERS

Section 1. County Committees - Authorization & Purpose.

The board of directors is empowered to certify one county committee in each county upon receiving and reviewing a petition for committee status. A county committee may be certified as a county chapter by the board of directors in accordance with such rules as the board of directors may from time to time enact. In no case shall a county committee be certified as a county chapter in less than one year.

The purpose of the committee shall be to gain membership and create a county chapter.

The committee shall consist of a chairman, secretary and treasurer and such other committee members as the committee shall see fit to appoint not to exceed twelve. The committee shall elect its own officers who shall serve one year terms. A majority of the committee may remove any officer thereof.

Section 2. Chapters - Authorization & Purpose

The board of directors is empowered to certify one county chapter or multi-county chapter for each county or group of adjoining counties of the State of New York in accordance with such rules as the state Board shall from time to time establish. A petition for chapter status shall be submitted to the state Board for its approval upon majority vote of the county committee. The chairman, secretary and treasurer of the committee filing said petition shall, upon approval of chapter status, be the officers and directors of the chapter until elections are held but the chairman shall not be a member of the state Board until after elections are held. Elections for county officers and directors shall be held within 90 days of chapter certification.

The county chairman will be responsible for overall operations of the county chapter and shall be a member of the statewide board of directors so long as said chapter remains in good standing with S.C.O.P.E., Inc. and shall be considered a corporate officer. The county chapter may establish its own procedures such as are not inconsistent with regulations of the board of directors. Such procedures shall be voted by the county board and printed in a manual and filed with the state Board and updated as necessary and shall only take effect upon such filing and approval by the state Board. Any county procedure may be overruled by subsequent rules of the state Board.

Each county chapter shall be responsible for carrying out the political, educational, membership enrollment and fundraising of S.C.O.P.E., Inc. in the chapter's county(s) in furtherance of the purposes of S.C.O.P.E. as set forth in the Certificate of Incorporation, these By-Laws and as directed by the board of directors. It shall be an additional duty of any multi-county chapter to establish separate chapters in

each county as soon as practical.

Section 3. Officers.

Each county chapter shall have a county chairman, a secretary, and a treasurer. The chairman, secretary, treasurer and any other officers shall be elected by the membership of the county chapter. The number of additional officers beyond the chairman, secretary, and treasurer shall be determined by the membership at its annual meeting not to exceed seven officers. There shall be no proxy voting.

Section 4. Removal of Officers

An officer may be removed with or without cause by a two-thirds (2/3) majority vote of the chapter membership.

Section 5. Financing.

County chapters can receive up to one half of the annual dues rate per member of the chapter. The payment will be made quarterly in accordance with rules promulgated by the board of directors. County chapters may submit requests for additional special funding to the board of directors. County committees shall be funded based on funding requests approved by the state Board.

Section 6. Suspension and De-certification.

The board of directors shall have the power to suspend or decertify any chapter for cause and may promulgate regulations for said purpose, to include the right to a hearing before the Board. The chairman of a chapter proposed for de-certification or suspension may not vote at said meeting.

Section 7. Meetings

Organization

The county chapter chairman shall preside at all meetings of the chapter members and chapter Board. In the absence of the county chapter chairman, the vice-chairman shall preside, if there is one, otherwise the secretary then the treasurer in that order. The presiding officer may appoint a person to act as Secretary of the meeting in the absence of the Secretary. The meetings shall be open to all members of SCOPE, but only members in that county, or multiple-county area, may vote at such meetings. The minutes of said meeting shall be forwarded promptly to the President.

Regular Meetings

The chapter shall hold at least three membership meetings per year in addition to the annual meeting.

Annual Meetings

The annual meeting of the members for the election of chapter officers, chapter board members, and for the transaction of such other business as may come before the members shall take place in March of each year at a date, time and place to be decided by the County Chapter Chairperson of each county chapter after consultation with the county board but in any event, in the county, or counties if multi-county chapter, of said chapter. Notice of said meeting shall conform to Section 605 (as amended) of the Not-For-Profit Corporation Law. Each county chapter shall report in writing to the State Board the results of said annual election and forward the minutes of the meeting forthwith.

Special Meetings

A special meeting of the members may be called by the County Board or Chapter Chairman, said special meeting to be held in the County of said chapter. Notice of said meeting shall conform to Section 605 (as amended) of the Not-For-Profit Corporation Law. In any case, a special meeting of the members may be convened by the members entitled to cast ten per cent of the total number of votes entitled to be cast at such meeting, who may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. The Secretary upon receiving the written demand shall promptly give notice of such meeting. If he fails to do so within five business days thereafter, any member signing such demand may give such notice. Said meeting shall be held in the County of the chapter.

Board Meetings.

County chapter board meetings shall be open to the members unless voted closed by a two-thirds vote of the county board. Chapter board meetings shall be scheduled by the chairman at least quarterly within the county(s) of said chapter. Minutes of all meetings shall be kept and forwarded to the President promptly after the meeting.

ARTICLE 5 - OFFICE AND FINANCE

Section 1. Office.

The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

Section 2. Checks, Notes and Contracts.

The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements,

checks, releases, contracts and documents.

Section 3. Investments.

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds, or other securities, as the Board of Directors may deem desirable.

Section 4. Books.

There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the certificate of incorporation, a copy of these by-laws, and all minutes of meetings of the members and of the Board of Directors and the operations manual.

Section 5. Fiscal Year

The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE 6 - INDEMNIFICATION

The Corporation may, to the extent now or hereafter permitted by and in accordance with the standards and procedures provided for by sections 721 through 726 of the Not-For-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses including attorneys' fees.

ARTICLE 7 - AMENDMENTS

These by-laws may be amended or repealed by the affirmative vote of a majority of the members of the Corporation at a meeting duly called for the purpose of altering these by-laws, providing notice of the proposed alteration has been included in the notice of meeting.

Section 1.

The board by majority vote of quorum present shall have the power to adopt, amend or repeal the bylaws except for language adopted by vote of the membership as of April 25, 1998, and designated by the members as subject to

change only by vote of the membership- such language to be printed in bold face type.

Section 2.

To qualify under this section the proposed amendment must be signed by 2 members of the board or alternatively by 50 members entitled to vote and submitted in writing at the board meeting prior to the meeting at which it will be voted on.

Language to be submitted for a vote of the membership must be submitted in writing to the board no less than 90 days prior to the annual meeting of the members.

ARTICLE 8 - TRANSITION

This is a transitional clause that will expire upon completion of transition on the 4th Saturday in April 1997 at the members meeting.

1. Current Board terms expiring 10/95 will be extended until 4/96 at which time 7 expiring terms will be replaced by 4 2yr terms.
2. Current Board terms expiring 10/96 will be extended until 4/97 at which time 8 expiring terms will be replaced by 5 2yr terms.
3. Elections to be conducted as provided for in these By-Laws.
4. Vacancies occurring during the transition period can not be filled by the Board unless the total number of at-large directors falls below 9.

ARTICLE 9 - EFFECT

These by-laws will go into effect immediately upon passage by the membership.