

## **BYLAWS FOR**

### **WE THE PEOPLE FOUNDATION FOR CONSTITUTIONAL EDUCATION, INC.**

**(As amended on December 15, 2001)**

#### ARTICLE I. GENERAL.

1. Name. This organization is named We The People Foundation for Constitutional Education, Inc., (the Foundation) and is incorporated under the laws of the State of New York, Not-For-Profit Corporation Law, subparagraph (a)(5) of Section 102 (Definitions). It shall be a Type B corporation pursuant to Section 201. 2. Location. The principal corporate office of the Foundation is located in Washington County, New York. Its mailing address is 2458 Ridge Road, Queensbury, New York, 12804.

3. Purpose. The Foundation is established to fulfill a fundamental need for more public information, awareness, and knowledge about the federal and state constitutions, about the sovereignty of the people whose will the constitution is supposed to express, and about the government it is meant to control. The Foundation will address these needs with a variety of educational programs, research and investigation into constitutional issues, and evaluation of governmental performance with respect to the constitutions.

#### ARTICLE II. BOARD OF DIRECTORS.

1. The activities of the Foundation shall be overseen, regulated, and generally directed by a Board of Directors (the Board). The Board shall be comprised of no less than five and no more than 21 members. The current members are listed on the list of Members of the Board of Directors, attached. The size of the Board may be changed from time to time through amendment to the Bylaws by the Board of Directors.

2. Terms and succession. Members of the Board shall serve until new members are selected. Members shall be elected or re-elected by the Board at a meeting scheduled to be held in November 2002. Such election may occur sooner if so determined by the Board.

3. Meetings. Regular meetings of the Board shall be held quarterly. At least ten days prior to each meeting, the Secretary shall send to each member written notification of the meeting, including a preliminary agenda, as prepared by the Chairman, and notice of any actions taken by the Executive Committee. Special meetings may be called by the Chairman upon seven days' written notice to members of the Board.

4. Quorum. For the purposes of conducting business at a meeting of the Board, at least 5 members must be present. A majority of those present and voting shall be sufficient to pass a motion. If there is not a quorum, business may be conducted by the Executive Committee, as prescribed below, waiving 24-hour notice. If there is not a quorum at a meeting of the Board at which a matter is to be voted upon that is beyond the power of the Executive Committee to take action upon, the motion or resolution may be sent out to the Board members by the Secretary for ratification; such ratification shall require that a majority of the Board members send back a response approving the motion.

5. Order of Business. The order of business at regular board meetings shall be as follows: roll call; requests for additional agenda items; vote to approve minutes of previous meeting; committee reports; officers' reports; old business; new business. Meetings shall be guided by Roberts' Rules of Order.

6. Removal of board member. A member of the Board may be removed from office for actions or behavior detrimental to the purposes of the Foundation by a majority vote in a meeting of the Board at which a quorum is present.

### ARTICLE III. OFFICERS AND OFFICIALS.

1. The Board of Directors shall elect from among its members a Chairman, Vice-Chairman, Treasurer, and Secretary. The Board may also designate other officials, including a Bookkeeper/accountant and an Attorney. Duties are as follows:

The Chairman shall be the Executive Officer of the Foundation, and shall perform all the duties usually incident to such office.

The Vice-Chairman shall have authorization to perform the duties of the Chairman in the event the Chairman is absent, incapacitated, or unable to act.

The Treasurer shall have custody of the Foundation's funds and securities, and shall keep full, clear, and accurate accounts of all receipts and disbursements in books belonging to the Foundation. The Treasurer shall deposit all funds of the Foundation in the name of the Foundation in such bank or banks as shall from time to time be designated by the Board of Directors.

The Secretary shall issue or cause to be issued all notices and agendas of meetings of the Foundation's Board of Directors, and shall keep complete records of the minutes of the meetings of the Board and the Executive Committee. The Secretary may use audio and/or video tape of meetings to assist in this function.

The Secretary shall also keep custody of updated Bylaws and Policy Statements of the Foundation.

A Bookkeeper/accountant may be elected by the Board of Directors to assist the Treasurer, and an Attorney may be appointed by the Board of Directors for legal consultation.

2. Election and Terms of Officers and Officials. The officers and officials of the Foundation shall be elected by the Board of Directors at such meeting thereof previously designated for the purpose by the Board and noticed to Board members in the meeting announcement. Officers and officials shall serve until their successors are elected, providing the Board of Directors may terminate the tenure of their office at will.

3. Removal of officer or official. An officer or official may be removed by vote of the Board for excessive absence, unsatisfactory performance, or any other sufficient reason.

#### ARTICLE IV. COMMITTEES.

1. Standing committees of the Foundation shall include the Executive, Finance, Fundraising, and Program. The members of any committee shall serve until their successors have been selected. The chairperson and all committee members not otherwise provided for in these Bylaws shall be appointed by the Chairman subject to approval by the Board of Directors. The absence of a veto by the Board shall be regarded as approval. The Chairman shall be an ex-officio member of any committee. All committees shall report to the Board and submit reports of their meetings to the Secretary.

2. The Executive Committee shall consist of the Chairman, Vice-Chairman, Treasurer, Secretary, and the chairpersons of Fundraising and Program Committees. The Executive Committee shall have full authority to conduct the affairs of the Foundation between meetings of the full Board as if it were the full Board, except that the Executive Committee may not amend the Bylaws, nor remove an officer or member of the Board, nor reverse or undo an action or resolution previously adopted by the Board. A quorum for the Executive Committee shall be three. If a quorum is present, a simple majority vote is sufficient to carry a motion. Executive Committee meetings may be called by the Chairman or any two of its members on 24 hours notice by telephone, or less if there is no objection. Committee members shall be notified of agenda items at the time the meeting is called. It is permissible to conduct an Executive Committee meeting by conference call, if notification, agenda, and quorum requirements, above, are met. If a Board of Directors meeting shall fail to have a

quorum, the Executive Committee may meet in lieu of the Board, with notification requirement waived.

3. The Finance Committee shall consist of the Chairman of the Board, the Treasurer, and chairpersons of the Fundraising and Program Committees. At least three members of the Committee must be present at a meeting to conduct the business of the Committee. The Finance Committee shall: prepare the Foundation's budget for approval by the Board; audit the books of the Foundation; prepare quarterly financial reports to be reviewed by the Board; and prepare and propose rules, policies, and procedures for the conduct of financial affairs for approval by the Board of Directors. The Committee may be assisted by the Foundation's Bookkeeper and Attorney. The financial books of the Foundation shall be open for inspection or review by any members of the Board before, during, and after a Board meeting at least once each quarter.

4. The Fundraising Committee shall plan and conduct fundraising activities, including application for grants and solicitation of contributions from individuals or organizations.

5. The Program Committee shall plan and conduct educational activities to accomplish the purposes and goals of the Foundation. Such activities shall include programs to educate and inform the public about the Declaration of Independence, and the federal and state constitutions; foster vigilance in the citizenry; promote and conduct investigative research into constitutional issues and transgressions; evaluate performance of public officials with respect to the constitutions and their constitutional laws; focus the spotlight of public attention upon constitutional matters; communicate issues to the media and public; and propose plans for expenditure of Foundations funds for educational purposes.

#### ARTICLE V. AMENDING THE BYLAWS.

1. The Bylaws may be amended by the Board of Directors at any regular meeting or at a special meeting called for the purpose. Amendments may be proposed by a Board member at such a meeting, or may be prepared by the Executive Committee and presented to the Board for approval. A proposed amendment must be approved by a majority of those present and voting at a meeting with a quorum in attendance. If a quorum is not present at a Board meeting at which an amendment to the Bylaws is to be voted upon and was noticed in the meeting announcement, the amendment may be sent out to the Board members by the Secretary for ratification; such ratification shall require that a majority of members of the Board send back a response approving the amendment.

**BOARD OF DIRECTORS**

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December 16, 2001

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