

**AMENDED AND RESTATED
BYLAWS
AdkAction.org, Inc.**

ARTICLE I

NAME

Section 1. Name. This corporation is and shall be known as AdkAction.org, Inc., hereinafter referred to as “AdkAction.org” or the “corporation”.

ARTICLE II

PURPOSES

Section 1. Purposes. The purposes for which the corporation is organized are as stated in the Certificate of Incorporation for the corporation, filed with the New York State Department of State on January 10, 2011, as now or hereafter amended.

Section 2. Nonprofit Policy. AdkAction.org shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized, as the same may be amended from time to time. The corporation shall abide by the Exemption Requirements of Article VIII of the Certificate of Incorporation for the corporation and operate in compliance with the IRS determination of exemption issued to the corporation.

ARTICLE III

MEMBERSHIP

Section 1. Membership. All individuals on the Board of Directors shall be members of AdkAction.org, together with all other persons as from time to time are hereafter duly qualified for membership as provided in Sections 2 or 3 hereof.

Section 2. Eligibility for Membership. Any person shall become a member of AdkAction.org upon receipt of membership dues (herein referred to as “Member” or “Membership”) and shall remain a member so long as he or she shall subscribe to its policies and bylaws and pay such dues as the Board of Directors shall fix from time to time. No person shall be ineligible for membership on grounds of race, creed, color, gender, or age.

Section 3. Terms, Classification and Qualifications of Membership. The Board of Directors may, in its discretion, establish reasonable categories of Membership and set dues for each category. Reasonable terms for the duration of Membership and reasonable qualifications for the renewal of Membership need not be the same for different categories of membership. Membership shall be terminated by death, resignation, expulsion, or expiration of the term of Membership applicable to each Member.

Section 4. Member Rights. In addition to all rights and privileges of Membership contained within these bylaws, all qualified Members shall have equal access to the records and information of AdkAction.org; provided, however, such Member shall give the Chairperson at least ten (10) days written notice of the Member’s request to inspect and review such records, or to be provided with copies of same, and provided further that any information identified as proprietary or personal shall remain confidential.

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Information relating to Members may only be made available to the extent required by law or as authorized in writing by a Member.

Section 5. Place of Meetings. All meetings of the Members of AdkAction.org shall be held at the place specified in the notice of the meeting, or in the waiver of notice thereof. The Annual Meeting of Members shall be held each year, on the day and at the hour specified in the notice of the meeting, or in the waiver of notice thereof.

Section 6. Report at Annual Meeting. There shall be presented at each Annual Meeting of the Members a Directors' Report, verified by the Chairperson and Treasurer, or by a majority of the Directors. Such report shall be filed with the records of the Corporation, a copy or abstract thereof shall be entered in the minutes of the Annual Meeting.

Section 7. Special Meeting. Special meetings of the Members of AdkAction.org may be called at any time by the Chairperson or Vice Chairperson, any two other officers, or 25% of the Members of AdkAction.org, at such time and place as may be specified in the notice or waiver of notice thereof.

Section 8. Election of Directors. The Board of Directors shall solicit votes from the Members for the election of Directors at the Annual Meeting of the Members to be held each year at the time and place of such meeting set forth in the Notice of Meeting from the Directors of AdkAction.org.

Section 9. Notice of Meetings to Members. Notice of each annual or special meeting of the Members of AdkAction.org shall be addressed to each Member at his or her physical or electronic (email) address as it appears on the records of AdkAction.org, not less than ten or more than fifty days before the date of the meeting. Written notice shall declare the time, date, and place of the meeting and, unless it is an Annual Meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting and state the purposes for which the meeting is being called. Notice of any meeting need not be given to any Member if waived by such Member before or after the meeting in writing or by email. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such a meeting, shall constitute a waiver of notice by him or her. No notice need be given of any adjourned meeting if the date and time of the adjournment was announced at the meeting at which the adjournment is taken.

Section 10. Quorum. At all meetings of the Members, the presence, in person, by telephone, or by proxy, of the Members entitled to cast one hundred votes or one-tenth of the total number of Members, whichever is less, shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, the Members present in person or by telephone may adjourn the meeting from time to time for a period not exceeding twenty days in any one case. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 11. Voting. Each Member shall be entitled to one vote, and all matters shall be decided by the vote of a majority of the Members voting. A family membership shall require there be two individuals as members and shall be entitled to two votes on any matters where membership is entitled to vote.

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Section 12. Eligibility of Members. Any Member in good standing on the day prior to the date a notice of meeting is mailed or emailed, or on the date of any meeting if no such notice is mailed or emailed, shall be entitled to vote at such meeting, in person or by proxy. The Secretary shall maintain an official roster of Members in good standing.

Section 13. Proxies. Attendance and voting at any meeting of the Members of AdkAction.org may be in person, by telephone, or by a Member acting as proxy for an absent Member. Every proxy must be executed by the Member or by such Member's duly authorized agent or attorney-in-fact appointed by properly executed Power of Attorney; a proxy must be in favor of a Member who votes at the meeting and is revocable at any time by a later proxy received prior to any vote. No proxy shall be valid after the expiration of eleven months from its date, unless the Member executing it shall have specified therein a longer duration. Mailed proxies must be received at the post office box of AdkAction.org no less than 24 hours in advance of the meeting. Emailed proxies containing the valid signature (including an electronic signature) of the Member are acceptable and will be accepted up to the commencement of the meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Election and Powers. The management of the affairs of the corporation are vested in the Board of Directors including but not limited to custody, control and direction of AdkAction.org, its collections, property, programs and other assets. Directors shall be elected by the Membership of AdkAction.org as specified in Article III, Section 8 hereof, and each Director shall serve until his or her resignation, death, removal, expiration of their respective terms, or otherwise.

Section 2. Number. The number of Directors constituting the entire Board of Directors shall be not more than fifteen (15), nor less than five (5) and shall be fixed by two-thirds vote of the Board of Directors. The Board of Directors, by a two-thirds (2/3) vote of all Directors, may resolve to increase or decrease the number of Directors provided that no decrease shall shorten the term of an incumbent Director. In addition to regular Directors, Ex Officio Directors can be appointed at the pleasure of the Directors to represent various government sectors and agencies as determined by a 2/3 vote of all Directors. Ex Officio Directors will not have voting power on the Board.

Section 3. Classes. Each Director shall be elected for a term of three (3) years, except as provided hereafter in this article. For the purpose of staggering their terms in office, the Directors shall be divided into three (3) classes, in as nearly equal in number in each class as mathematically possible.. The initial terms of the three classes shall be for one, two and three years. After the expiration of each of the foregoing, three year terms shall apply to all subsequently elected Directors. Directors shall serve until their successors have been duly elected and qualified.

Section 4. Vacancies. In case of any vacancy in the Board of Directors, a majority of the remaining Directors may elect a successor to fill the unexpired term, and to serve until his or her successor shall have been duly elected and qualified. In the event of an increase in the number of Directors, additional Directors may be elected by the Members to terms of one, two, or three years as may be necessary to maintain equality in numbers among the classes of Directors, after which three year terms shall apply.

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Additional Directors so elected shall serve until their successors shall have been duly elected and qualified.

Section 5. Removal. At any meeting of the Board of Directors duly called, a Director, by vote of two-thirds (2/3) of the Directors attending a meeting at which a quorum is present, may be removed from office and another may be elected by the Board to fill the unexpired term of the Director so removed.

Section 6. Meetings. The Annual Meeting of the Board of Directors shall be held at such time and place as may be fixed by the Board of Directors and named in the notice. Regular Meetings of the Board of Directors shall be held at such times as the Board may, from time to time, determine. Special Meetings of the Board of Directors shall be held at any time, on call by the Chairman of the Board, or by the Secretary on the request in writing of any three (3) members of the Board.

Section 7. Agenda for Regular Meetings. The agenda or order of business for each Regular Meeting shall include the following:

- (a) Call to Order
- (b) Roll Call
- (c) Approval of Minutes
- (d) Financial Report
- (e) Reports of Executive and Regular Committees
- (f) Reports of any other Committees
- (g) Report of the Chairman
- (h) Old Business
- (i) New Business
- (j) Adjournment

Section 8. Notice of Meetings. Notice of the time and place of every Meeting of the Board shall be provided not less than ten (10), nor more than thirty (30) days before the Meeting, to each Director at his or her address as set forth in the records of AdkAction.org.

Section 9. Waiver of Notice. Notice of a Meeting need not be given to any Director who submits a signed written waiver thereof, whether before or after the Meeting, nor to any Director who attends the Meetings without protesting prior thereto or at its commencement, the lack of notice to him or her.

Section 10. Quorum. A majority of the duly elected Board of Directors shall constitute a quorum at any meeting of the Board, and except as otherwise provided herein of by applicable law, a majority in number of such quorum shall decide any issue that may come before the Meeting. The Directors present at any regular or special meeting, if less than a quorum may, by majority vote of those present, adjourn the same from time to time, without notice other than an announcement at the Meeting, until a quorum shall be present. At such adjourned Meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 11. Action without a Meeting. Any action required or permitted to be taken by the Board of Directors or any Committee thereof at a duly held Meeting may be taken without a meeting if all of the members of the Board of Directors, or the Committee, consent to the adoption of a resolution

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authorizing the action. Such resolution and the written consent thereto by such Directors or Committee may be provided by mail, facsimile, e-mail or other electronic means and shall be filed with the minutes of the proceedings of the Board of Directors or the Committee.

Section 12. Personal Attendance by Conference Communication Equipment. Any one or more Directors, whether in regard to a Meeting of the Board of Directors or a meeting of any Committee thereof, may participate in a Meeting of such Board or Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the Meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the Meeting.

Section 13. Executive Committee. The Board of Directors may, by an affirmative vote of a majority of the entire Board, appoint an Executive Committee, to consist of a minimum of four (4) Directors and other members of the Board as the Board shall determine. The Executive Committee shall have, and may exercise all the authority delegated to it by the Board of Directors. The Executive Committee shall report all of its actions to the next meeting of the Board, which shall ratify any action deemed necessary. Any reference in these Bylaws to the Board of Directors shall include the Executive Committee, unless the context or express provision otherwise provides.

Section 14. Standing Committees. As soon as practicable each year following the Annual Meeting of the Board of Directors and upon the recommendation of the Chairman of the Board, the Board shall appoint Directors to the following Standing Committees, each of which shall consist of at least two Directors and shall have the authority to carry out its purposes as set forth in this Section 14. In making these appointments, the Board shall designate the Chairman of each Committee.

(a) Development Committee. The Development Committee will develop and help execute the fund raising plan, help engage the Board of Directors and others as appropriate in the fundraising task, and cultivate, steward and solicit prospects and donors.

(b) Finance and Audit Committee. There shall be a Finance Committee which shall recommend policy and be responsible for the supervision and direction of the care and custody of all assets of AdkAction.org, including the maintenance of an appropriate capital structure. The Finance Committee shall be responsible for establishing the financial reporting process and system of controls. The Finance Committee shall advise the Executive Director in the preparation of the budget for the calendar year which shall be presented annually to the Board of Directors for adoption. The Committee will regularly review financial results. The Finance Committee shall review and approve the annual financial statements to be submitted to the Board of Directors and the independent public accountants [or Treasurer] then serving AdkAction.org will report on those statements.

(c) Legal Committee. There shall be a Legal Committee which shall advise on legal matters associated with development and operation of AdkAction.org. The Legal Committee shall include among its responsibilities, (i) oversight and governance pursuant to the Bylaws, (ii) compliance with the non-profit laws and regulations applicable to AdkAction.org, and (iii) the issuance of acknowledgement letters to donors and preparation of documentation necessary to maintain AdkAction.org in good standing under applicable laws, rules and regulations.

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(d) Communications Committee. The Communications Committee shall meet as needed to develop and execute communications programs that support the mission and strategies of AdkAction.org.

(e) Governance and Nominating Committee. The Governance and Nominating Committee has two major related roles: 1) Act as the nominating committee of the Board, recommending (i) persons for election to the Board of Directors, and (ii) a slate of officers for election to one year terms at the Annual Meeting of the Board of Directors; 2) Review periodically the structure, roles and policies of the Board and its Committees, and recommend changes therein, as well as related changes to the By-laws, for action by the Board. Members of the Governance and Nominating Committee shall be proposed by the Chairman for approval by a majority vote of the Board of Directors.

Section 15. Other Committees. The Chairman, with approval of the Board of Directors, may designate additional committees, each of which shall consist of at least two Directors and may include other persons who need not be Directors. Each such committee shall have such authority and shall serve for such time as is provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 13 hereof, or on any Standing Committee by Section 14 of this Article IV.

ARTICLE V

OFFICERS

Section 1. Election of Officers. The Board of Directors shall elect a Chairman of the Board, a Vice Chairman of the Board, a Secretary, and a Treasurer of AdkAction.org and additional Officers as deemed appropriate. Each such Officer shall be elected from among the Directors at the Annual Meeting of the Board for a term of one year. Any vacancy in the above Officers shall be filled by the Board of Directors as soon as practicable.

Section 2. Removal. At any meeting of the Board of Directors duly called, any Officer of AdkAction.org may, by vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected (by majority vote) by the Board in the place of the Officer so removed, to serve until the next Annual Meeting of the Board.

Section 3. Chairman of the Board. The Chairman shall be the presiding officer of the Board of Directors and shall act as Chairman, and preside at all meetings, of the Board. He or she shall work with the Vice Chairman in addressing major operating and strategic issues, Chair Executive Committee meetings, and perform such other specific duties as may be requested by the Board. He or she may serve ex-officio on all Standing and other Committees.

Section 4. Vice Chairman of the Board. The Vice Chairman shall work with the Chairman in addressing major operating and strategic issues, chair Board and Executive Committee Meetings in the absence or disability of the Chairman or at the request of the Chairman, and perform other specific duties as requested by the Board. He or she shall serve as ex-officio on all Standing and other Committees.

Section 5. Secretary. The Secretary shall be responsible for the keeping of all Minutes of the meetings of the Board of Directors. He or she shall see that all notices are duly given in accordance with the

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provisions of these bylaws or as required by law. The Secretary shall be responsible for the custody of the records and other documents pertinent to AdkAction.org. The Secretary shall have such other powers and duties as may be designated by the Board or the Chairman.

Section 6. Treasurer. The Treasurer shall have supervision over the financial records of AdkAction.org. The Treasurer shall provide the Board of Directors at each of its Regular Meetings with a statement of the financial condition of AdkAction.org. He or she shall serve on the Finance and Investment Committee and shall have such other powers and duties as may be designated by the Board or the Chairman.

ARTICLE VI

CONFLICT OF INTEREST POLICY

Section 1. Purpose. The purpose of the conflict of interest policy is to protect AdkAction.org's interest when it is contemplating entering into a transaction or arrangement that might benefit, directly or indirectly, the private interest of an officer or director of AdkAction.org, or result in an excess benefit transaction as defined in Internal Revenue Code Section 4958. This policy is intended to supplement, but not replace, any applicable federal or state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 2. Contracts with Directors and Officers. No Director or Officer of AdkAction.org shall be interested, directly or indirectly, in any contract relating to the operations conducted by AdkAction.org, nor in any contract for furnishing services or supplies to it, unless such contract shall be authorized by the Board of Directors, and unless the fact of such interest shall have been fully disclosed to the Board of Directors at the meeting at which such contract is so authorized.

Section 3. Interested Directors and Officers. Each Director and Officer of AdkAction.org shall disclose to the Board of Directors any conflict of interest which they believe may arise in connection with their service as a Director or an Officer of AdkAction.org. Any such real or potential conflict of interest shall be dealt with by the Board of Directors as more fully specified in the Procedures for Addressing Conflicts of Interest set for in the rules, regulations and guidelines of AdkAction.org. Each Director and Officer shall sign a Conflict of Interest Statement each year acknowledging (i) such Director knows no conflict of interest, or (ii) a potential conflict exists that such Director wishes to bring to the Board's attention.

ARTICLE VII

AMENDMENTS AND OTHER PROVISIONS

Section 1. Amendments. These bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority of all Directors provided that at least seven (7) days before the meeting at which any amendment shall be voted upon, written notice of the proposed amendment shall be provided to each Director, together with a concise statement of the changes proposed to be made.

Section 2. Conduct of Meetings. Except as otherwise provided in these bylaws, by applicable law or by resolution of the Board of Directors, all meetings of the Board or of any committee designated by the Board shall be conducted in conformity with equity and decorum.

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Section 3. Financial Reporting. For financial reporting purposes AdkAction.org's Fiscal Year shall be the calendar year.

Section 4. Indemnification. AdkAction.org shall indemnify (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person is or was a Director or Officer of AdkAction.org, and (b) any Director or Officer of AdkAction.org who served in any capacity at the request of AdkAction.org, in the manner and to the maximum extent permitted by the Not-for-Profit Corporation Law of New York, as amended from time to time; and AdkAction.org may, in the discretion of the Board of Directors, purchase and maintain insurance pursuant to such indemnification, and indemnify all other corporate personnel to the fullest extent permitted by law. In the event such person referred to in the preceding sentences is deceased, AdkAction.org shall indemnify that person's estate.

Section 5. Form of Notice. Notices required hereunder may be given in writing, either hand-delivered or via post or other carrier, or may be sent electronically via Fax, email, or other verifiable electronic means.

Section 6. Registered Office. The location of the registered office of AdkAction.org, Inc., shall be P.O. Box 655, Saranac Lake, New York 12983.

Adopted: July 12, 2013