



By-Laws of
SINGLES OUTREACH SERVICES, INC.
August 5, 1992

ARTICLE I - NAME

1.1 Name: The name of the corporation is SINGLES OUTREACH SERVICES, INC., hereinafter referred to as the "Corporation".

ARTICLE II - PURPOSES

2.1 Purposes: The Corporation is organized, and shall be operated within the Capital District area of New York State, exclusively for non-profit purposes which are set forth in The Certificate of Incorporation, as follows:

- a.** To develop and maintain a community support network, which will undertake a comprehensive program of activities to deal with the special problems encountered, and adjustments and skills needed, for adults who have become single by reason of traumatic life events of divorce, separation, or death of a spouse, and adults who have never formed a marital relationship.
- b.** To develop and sponsor workshops, seminars and support groups to assist adult singles through the traumas and changes arising out of marital separation and divorce, death of a spouse, and the transitions and challenges of single life in our modern complex culture.
- c.** To develop information and referral programs for adult singles and family units, consisting of adult singles and their children, to aid them in finding the appropriate existing resources.
- d.** To print, publish or distribute periodicals, newsletters, books, articles and such other materials as will increase the understanding, education, mutual welfare and happiness of adult singles and their children.
- e.** To make available to adult singles the benefit of information obtained from studies and research papers dealing with important singles issues, and to make such information available to other organizations and institutions providing resources and assistance to adult singles and their children.
- f.** To develop programs of social and cultural enrichment which will facilitate interactive participation among adult singles and enable adult singles to better fulfill their multiple roles as workers, parents, consumers, volunteers, taxpayers and contributing civic minded citizens.
- g.** To cooperate with institutions and other organizations and agencies on matters affecting the health and welfare of adult singles and their children.

ARTICLE III - MEMBERSHIP - GENERAL

3.1 Classes of Membership: The Corporation shall consist of two (2) classes of Members:

a. Corporate Members who are voting Members, having been elected by The Board of Directors as a Director of the Corporation.

b. Network Members who are nonvoting Members, are eligible to participate in the Corporation's activities, having been elected to such Membership by The Board of Directors.

3.2 Corporate Member Eligibility: No person shall be eligible for Corporate Membership unless such a person shall be, and remain, a Network Member in good standing during such person's term of office on The Board of Directors.

3.3 Network Member Eligibility: Any adult who is single by reason of divorce, death, separation, or never having been married, and is of good character, shall be eligible for Membership. The Board of Directors may waive the ineligibility of an active regular Member who marries and wishes to continue to participate in program activities, with his/her spouse. The Board of Directors shall consider each request on its own merits. However, in no event shall the number of waivers of marital ineligibility exceed five (5) percent of the Membership.

ARTICLE IV - NETWORK MEMBERSHIP

4.1 Definition:

a. A Regular Member is one whose application has been accepted, and is not otherwise delinquent in the payment of dues. A Regular Member shall have the right to receive the Network Newsletter and other mailings; participate in all scheduled program activities; serve on committees; and receive notice of special events and benefits limited to Regular Members.

b. Termination/Suspension of Membership shall be in accordance with the supplementary document "SOS Ethics Committee: Policies and Procedures".

c. Standard of Conduct: Membership may be revoked or suspended for harassment against one or more members; placing other members in jeopardy; interfering with program activities; subjecting other members to embarrassment, or preventing them from enjoying the benefits of their membership. As stated in the By-laws some examples of such behaviors include:

- a. The unauthorized use of SOS events to solicit gifts or sell good or services.
- b. The use of romantic encounters for the purpose of gaining financial or other material favors.
- c. Subjecting others to embarrassment via persistent ridicule or falsehoods which impugn another's reputation.
- d. Unsolicited and unwanted persistent phone calls.
- e. Unsolicited and unwanted physical contact of an offensive nature.
- f. Threats of physical harm to a person, his/her car or other property, or family members.
- g. Unsolicited and unwanted persistent requests for or demands for social or sexual encounters and favors.
- h. Inappropriate sexual behavior, including unsolicited and unwanted comments of a sexual nature directed against another member.

4.2 Election to Network Membership: An applicant for Network Membership shall complete an approved application form and submit the form to the Corporation's office, together with one year's Membership dues. The Executive Director shall review each application and recommend to The Board of Directors that the application be approved, denied, or returned without action. Doubtful applications shall be referred to the Ethics Committee. The Board of Directors and the Ethics Committee shall not discriminate on the basis of race, religion, age, sex, nationality, or disability.

4.4 Disposition of Doubtful Applications, Revocation and Suspension of Membership, Re-application, Investigation of Complaints and Appeal Process shall be in accordance with the supplementary document "SOS Ethics Committee: Policies and Procedures."

4.6 Dues: The dues for each Membership year, and participant fees for scheduled program activities, shall be determined by The Board of Directors. Renewal dues shall be payable on or before the Member's expiration date. Dues shall include payment for newsletters or other such publications as are authorized by The Board of Directors. No eligible single person shall be denied Network Membership, admission to Corporation events, or participation in Corporation activities, solely because he/she is unable to afford the cost.

4.7 Meetings: Special meetings of Network Members may be called by The President or The Board of Directors.

ARTICLE V - CORPORATE MEMBERSHIP

5.1 Defined: The Membership of the Corporation shall consist of "eligible persons" on The Board of Directors of the Corporation, and such other Network Members whom The Board of Directors may elect to Corporate Membership.

5.2 Annual Meeting: The Annual Meeting of Corporate Members shall be held on the first Wednesday of May in each year, at 7:00 p.m., for the purpose of electing directors, and such other business as may come before the meeting.

5.3 Special Meetings: Special meetings of the Members may be called by the President, or The Board of Directors, at such time and place as The Board of Directors may determine.

5.4 Quorum; Adjournments: A majority of the Members present shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of Members, no official business shall be transacted. A majority of the Members present may adjourn the meeting from time to time without further written notice, until a quorum shall be present.

5.5 Action by Consent: Any action required or permitted to be taken at any meeting of the Membership may be taken without a meeting, if a written consent to such action is signed by all Members, and such written consent is filed with the minutes of the proceedings.

ARTICLE VI - BOARD OF DIRECTORS

6.1 General Powers: The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and perform all lawful acts not required to be performed by the Corporate Members. The Executive Director shall serve as a staff resource to The Board of Directors and all Committees.

6.2 Qualifications: Membership in the Network shall be a prerequisite for all candidates for The Board of Directors.

6.3 Number: A majority of the entire Board of Directors may, at any time, upon proper notice, increase or decrease the number of Directors of the Corporation, except that the number shall not be less than three (3).

6.4 Term of Office: The term of office of a Director shall total two (2) years, and shall not be affected by any change in the total number of directors. Upon expiration of their respective terms, Directors shall be eligible for reelection at the Annual Meeting of Corporate Members. Each Director elected shall hold office for the duration of his/her term, or until a successor is elected and shall qualify. At the first annual election, one-half of the number of Directors shall be elected to serve one year, and the remainder two years. Thereafter, all Directors shall be eligible for reelection to rotating two year terms.

6.5 Vacancies: Any vacancy occurring in The Board of Directors for any reason other than an increase in the number of Directors, may, unless otherwise provided in the By-Laws, be filled by a majority of the remaining Members of The Board of Directors, even if such majority is less than a quorum. Any vacancy occurring because of an increase in the number of Directors may, unless otherwise provided in these By-Laws, be filled by action of a majority of the entire Board of Directors. A Director elected by The Board of Directors to fill a vacancy shall be elected to hold office until expiration of said Director's term, or until his/her successor is elected and shall qualify.

6.6 Removal; Resignation: Failure to attend three (3) regular consecutive meetings, without excuse, shall be deemed to be sufficient basis for removal. A Director may be removed, with or without cause, at any meeting of the Members, upon notice, duly called, and at which there is a quorum. The affirmative vote of two-thirds of all the Members shall be necessary to effect such removal. Any Director may resign at any time by giving notice in writing to The Board of Directors.

6.7 Place of Meeting: The Board of Directors may hold meetings, whether annual, regular, or special, either within or without the State of New York, on seven (7) days notice to each Director.

6.8 Regular Meetings: Regular meetings of The Board of Directors shall be held monthly, not less than ten times a year, at such time and place as may be determined by The Board of Directors.

6.9 Special Meetings: Special meetings of The Board of Directors may be called by the President of The Board of Directors, or by a majority of Directors. Emergency meetings may be called by the President, at any time that a quorum can be assembled, on actual notice to all Directors.

6.10 Quorum; Adjournments: At all meetings of The Board of Directors, a majority of the number of Directors then in office actually present, shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of The Board of Directors, the Directors present may adjourn the meeting, from time to time, without further written notice, until a quorum shall be present.

6.11 Action by Consent: Any action required or permitted to be taken at any meeting of The Board of Directors may be taken without a meeting, if written consent to such action is signed by all Members of The Board of Directors, and such written consent is filed with the minutes of The Board of Director's proceedings.

6.12 Meetings by Telephone: The Board of Directors may participate in meeting by means of a conference telephone or similar communications equipment, by means of which all Directors participating in the meeting can communicate with each other at the same time.

6.13 Indemnification: Any Director shall be indemnified by the Corporation against judgments, fines, amounts paid in settlement, and reasonable expenses and costs, including attorney's fees, actually and necessarily incurred by him/her, in connection with any claims asserted against said Director, by action in court, or otherwise, and any appeal therein, by reason of being or having been a Director, except in relation to matters as to which the Director shall have been guilty of misconduct in respect to the matter in which indemnity is sought.

ARTICLE VII - OFFICERS

7.1 Designations: The Officers of the Corporation elected by The Board of Directors shall be a President, a Secretary, and a Treasurer. The Board of Directors may also choose a Vice President or Vice Presidents, and one or more Assistant Secretaries and/or Assistant Treasurers.

7.2 Term of Office: The Board of Directors, at the Annual Meeting following The Annual Meeting of The Corporate Members, shall choose a President, and/or a Secretary, and/or Treasurer, when those offices become vacant. The Officers of the Corporation shall hold office for one (1) year terms or until their successors are chosen and shall qualify.

7.3 Removal; Vacancies: Any Officer elected by The Board of Directors may be removed at any time by the affirmative vote of two-thirds of the Directors then in office, when, in their judgement, the best interests of the Corporation will be served thereby. Any vacancy occurring in any office of the Corporation may be filled for the unexpired portion of the term by The Board of Directors.

7.4 The President: The President shall perform all duties incident to the Office of President, and shall see that all resolutions of The Board of Directors are carried into effect. He/she shall preside at all meetings of The Board of Directors and the Executive Committee, and be ex officio Member of all Committees. The President shall submit an Annual Report of the Operations of the Corporation to The Board of Directors at its Annual Meeting.

7.5 The Vice President: The Vice President, if any, shall in the absence of the President, or in the event of his/her disability, perform the duties and exercise the powers of the President, and shall generally assist the President and perform such other duties as from time to time may be assigned by the President or The Board of Directors.

7.6 The Secretary: The Secretary shall give notice of meetings of Members, The Board of Directors, and the Executive Committee. He/she shall keep a Record of the Membership of the Corporation, and shall keep the minutes of meetings of the Members, Board of Directors, and the Executive Committee. He/she shall send copies of the minutes of all meetings to The Board of Directors. He/she shall perform such other duties as may be assigned to him/her from time to time by the President or The Board of Directors.

7.7 The Treasurer: The Treasurer shall oversee the receipts and disbursements and all other financial records of the corporation. He/she shall see that complete and accurate records are maintained of all corporate transactions. He/she shall present a monthly financial report to The Board of Directors, and such other financial reports as are requested by the President or The Board of Directors.

7.8 The Assistant Secretary: The Assistant Secretary, if any, shall, in the absence of the Secretary, or in the event of his/her disability, perform the duties and exercise the powers of the Secretary, and shall perform such other duties and have such other powers as may from time to time be designated by the President or Board of Directors.

7.9 The Assistant Treasurer: The Assistant Treasurer, if any, shall, in the absence of the Treasurer, or in the event of his/her disability, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties and have such other powers as may from time to time be designated by the President or The Board of Directors.

7.10 Resignations: Any Officer may resign at any time by delivering a written resignation to The Board of Directors.

ARTICLE VIII - COMMITTEES

8.1 Executive Committee: By resolution of The Board of Directors, the President may appoint an Executive Committee of Board Members, consisting of at least two. Each Member of the Executive Committee shall continue to be a Member thereof until the next Annual Meeting, or earlier resignation or removal.

a. Powers: The Executive Committee shall have all the powers of The Board of Directors as authorized by the Not-For-Profit Corporation Law. However, any actions of the Executive Committee must be reported to and approved by The Board of Directors.

b. Procedure; Meetings: The Executive Committee shall fix its own rules of procedure, and shall meet at such times and at such places as may be provided by such rules, or as the Members of the Executive Committee may determine. The Executive Committee shall keep regular minutes of its meetings, and deliver such minutes to The Board of Directors. The President of The Board of Directors shall preside at the meetings of the Executive Committee.

c. Quorum: A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the Members of the entire Committee shall be required for any action of the Executive Committee.

8.2 Standing Committees: Standing Committees shall be the Finance Committee and the Ethics Committee. The President shall appoint the members and Chairpersons of such committees with the approval of the Board of Directors. The Ethics Committee shall consist of not less than three Board Members. The committee shall function in accordance with the supplementary document "SOS Ethics Committee: Policies and Procedures."

8.3 Special Committees: By resolution of the Board of Directors, the President shall appoint such other Committee or Committees as he/she, or The Board of Directors, shall deem advisable, and with such functions and duties as they shall approve. Committee Members need not be Members of The Board of Directors, but must be Members of the Network.

8.4 Vacancies: The President shall have the power to fill vacancies in any Committee.

8.5 Action by Consent: Any action required, or permitted to be taken at any meeting of any Committee of The Board of Directors, may be taken without a meeting, if a written consent to such action is signed by all Members of the Committee, and such written consent is filed with the minutes of its meetings.

8.6 Meetings by Telephone: The Members of any Committee may participate in a meeting of such Committee by means of a conference telephone, or similar communications equipment, by means of which all Members participating in the meeting can communicate with each other at the same time.

ARTICLE IX - NOTICES

9.1 Form; Delivery: Whenever notice to Directors or Members is required by law, or the Certificate of Incorporation, or these By-Laws, such notice may be given in writing, by mail, addressed to such Director or Member, at his/her Post Office address as it appears on the records of the Corporation. Such notice shall be deemed to be given at the time it is deposited in the United States Mail. Notice may also be given personally, or by telephone or telegram.

9.2 Waiver: Whenever notice to Director or Members is required by law, or the Certificate Incorporation, or these By-Laws, a written waiver, signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be equivalent to such notice. In addition, any Member who attends a meeting of the Members in person, or any Director who attends a meeting of The Board of Directors, or any Member of a Committee who attends a Committee Meeting, shall be conclusively presumed to have waived notice of such a meeting.

ARTICLE X - CORPORATE FINANCES

10.1 Deposit of Funds: All funds of the Corporation not otherwise employed, shall be deposited in such banks or trust companies as The Board of Directors may from time to time determine.

10.2 Checks, etc: All checks, drafts, notes, and evidence of indebtedness of the Corporation shall be signed by the Executive Director or such other Officer or Officers of the Corporation as The Board of Directors from time to time may determine.

10.3 Annual Audit: There shall be an annual financial report certified by a Certified Public Accountant, of the finances, operations, and assets of the Corporation, which shall be furnished to The Board of Directors. Alternatively, The Board of Directors may designate the President and Treasurer, or a majority of The Board of Directors to verify such annual financial report of the Corporation.

10.4 Compensation: No Member or Director of the Corporation may receive compensation merely for acting as a Member or Director. However, any Member, Director, or Officer of the Corporation is authorized to receive reasonable compensation from the Corporation, for services actually rendered to, or in behalf of the Corporation, when duly authorized by The Board of Directors.

10.5 Contracts with Members, Directors, and Officers: No Member, Director, or Officer of the Corporation shall have a financial interest, directly or indirectly, in the net earnings of the Corporation, or in any contract relating to the Corporation, 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 disclosed or known to The Board of Directors at the meeting at which such contract

is so authorized.

10.6 Distribution of Corporate Assets: No part of the net earnings of the Corporation shall inure to the benefit of any Member, Trustee, Director, Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to, or in behalf of the Corporation as described in the proceeding paragraphs). No Member, Trustee, or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporate assets upon the dissolution of the Corporation.

ARTICLE XI - MISCELLANEOUS

11.1 Employees: Consistent with fiscal prudence, The Board of Directors shall employ an Executive Director to manage the day to day operations of the Corporation, and such other employees as may be necessary to carry out the program of the Corporation.

11.2 Fiscal Year: The Fiscal Year of the Corporation shall be from January 1 to December 31 of each year.

11.3 Amendments: The Board of Directors shall have the power to make, amend, and repeal these By-Laws, and to adopt new By-Laws, by an affirmative vote of two-thirds of the Directors present at such a meeting, provided that such notice of the proposal to make, alter, or repeal these By-Laws, or to adopt new By-Laws, was included in the notice of the meeting of The Board of Directors at which such action takes place.

11.4 Offices: The Principal Office of the Corporation shall be located in the State of New York, within a fifty (50) mile radius of the County of Albany, of the State of New York, at such place as The Board of Directors shall, from time to time, designate. The Corporation may maintain additional offices at other places, within a fifty (50) mile radius of the County of Albany, of the State of New York, as The Board of Directors designates.

I CERTIFY THIS IS A TRUE AND CORRECT COPY OF THE BY-LAWS OF SINGLES OUT-REACH SERVICES, INC.

Dated: _____ 19____

SOS President

SOS Secretary