

Attachment to form 1023, Part II, line 5:

BYLAWS OF OUTDOOR EMPOWERMENT, INC.

ARTICLE I – CORPORATE NAME

1. The name of the corporation shall be Outdoor Empowerment, Inc.

ARTICLE II – PURPOSE

1. The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. The corporation is dedicated to providing alternatives to violence, environmental awareness and empowerment skills in an outdoor setting to members of the urban community, focusing the majority of its efforts on youth at risk of incarceration and/or poverty.

3. The corporation will perform its mission using ecopedagogy, the process of teaching environmentalism and empowerment using a critical and engaged approach.

ARTICLE III – OFFICES

1. The principal office of the corporation shall be located in Syracuse, NY.
2. The corporation may also have offices at such other places as the Board of
3. Directors may from time to time appoint or the activities of the corporation may require.

ARTICLE IV – MEMBERS

1. The corporation shall have no members. All powers, obligations, and rights of members provided by law shall reside in the Board of Directors.

ARTICLE VI – DIRECTORS

1. The business and affairs of this corporation shall be managed by its Board of Directors. The number of directors shall not exceed ten (10).
2. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Directors shall have the maximum power and authority now or hereafter provided or permitted under the laws of the State of New York to Directors of Pennsylvania nonprofit corporations acting as a Board.
3. The Annual Meeting of the Board of Directors shall be held annually during the calendar year at such time and place as the Board of Directors shall designate in the notice of the meeting.
4. Regular meetings of the Board of Directors shall occur at least quarterly at such time and places as it shall designate from time to time.
5. Special meetings of the Board of Directors may be called by the Chairperson at such times as the Chairperson shall deem necessary.
6. Written or personal notice of every meeting of the Board of Directors shall be given to each Director at least five (5) days prior to the day named for the meeting.

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7. A quorum for the transaction of business shall consist of sixty (60) percent of the members of the board of directors. The acts of a majority of directors present and eligible to vote at a Board meeting shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if the consent or consents in writing setting forth the action so taken shall be signed by at least a majority of all directors in office, and shall be filed with the Secretary of the corporation.
8. Except where inconsistent with law of these bylaws, corporate proceedings shall be governed by the latest edition of Robert's Rules of Order.
9. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees to consist of one or more Directors of the corporation to report back to the Board on the matter(s) within the committee's jurisdiction. A quorum for the purpose of holding and acting at any meeting of a committee shall be a simple majority of members thereof.
10. All Board members shall be nominated and elected to serve on the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.
11. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish an Advisory Board and/or Committee to advise and assist the Board of Directors in carrying out its responsibilities. The Advisory Board and/or Committee shall have no vote or veto concerning decisions of the corporation or its Board of Directors. The Board of Directors and not the Advisory Board and/or Committee hold sole responsibility of the activities of the organization.
12. One or more persons may participate in a meeting of the Board or a committee of the Board by means of the conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
13. The Board of Directors may declare vacant the office of a director if he or she is declared unsound of mind by the order of court or is convicted of felony, or if within sixty (60) days after notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill each other requirements of a qualification as the Bylaws may specify.

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14. Any Director or Officer of the corporation is authorized to receive reasonable compensation from the corporation for services rendered and for actual expenses incurred when authorized by the Board of Directors or its designee. No director of the corporation shall receive compensation merely for acting as a director.

#### ARTICLE VII – OFFICERS

1. The executive officers of the corporation shall be natural persons of full age, shall be chosen by the Board, and shall be a Chairperson, Vice Chairperson, Secretary, Treasurer and such other officers and assistant officers as the needs of the corporation may require. They shall hold their offices for a term of one (1) year and shall have such authority and shall perform such duties as are provided by the Bylaws and as shall from time to time be prescribed by the Board. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise. There shall be no limit on the number or terms an officer can serve.
2. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby but such removal shall be without prejudice to the contract rights of any person removed.
3. The Chairperson shall be the chief executive officer of the corporation; he or she shall preside at all meetings of the Directors; he or she shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except as may be by statute exclusively conferred on the Chairperson to any other officer or officers of the corporation. He or she shall execute all documents requiring a seal, under seal of the corporation. He or she shall be EX-OFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of Chairperson.
4. The Vice Chairperson shall act in all cases for and as the Chairperson in the latter's absence or incapacity, and shall perform such other duties as he or she may be required to do from time to time.
5. The Secretary shall attend all sessions of the Board and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He or she shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as by be prescribed by the Board of Directors or Chairperson, under whose supervision he or she shall be. He or she shall keep in safe custody, the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.

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6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts or receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in a separate account to the credit of the corporation. He or she shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairperson and Directors, at the regular meeting of the Board, or whenever they may require it, an account of hi or her transactions as Treasurer and of the financial condition of the corporation.
7. Elections of officers shall be held every January at the Annual Meeting of the Board of Directors.

#### ARTICLE VII – VACANCIES

1. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.
2. Vacancies in the Board of Directors shall be filled in the same manner as provided for the designation of Directors in Article VI – Directors.

#### ARTICLE IX – BOOKS AND RECORDS

1. The corporation shall keep an original or duplicate record of the proceeding of the Directors, the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the corporation, and an original or duplicate Board register, giving the names of the Directors, and showing their respective addresses. The corporation shall also keep appropriate, complete and accurate books or records of account which shall be reviewed on an annual basis. The records provided for herein shall be kept at either the registered office of the corporation, or at its principal place of business wherever situated.

#### ARTICLE X – FISCAL YEAR AND ANNUAL REPORT

1. The fiscal year of the corporation shall commence on January 1 and end on the following December 31.
2. The Board of Directors shall cause a report of the activities of the corporation to be prepared annually and sent to such persons as the Board of Directors shall determine.

#### ARTICLE XI – AMENDMENTS

1. The Board of Directors may alter, amend, suspend or repeal these Bylaws at any regular or special meeting called for that purpose, except as restricted by law.

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ARTICLE XII – LIMITED LIABILITY OF DIRECTORS

1. A director shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office; and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this section shall not apply to the responsibility or liability of a director pursuant to any criminal statute; or the liability of a director for the payment of taxes pursuant to local State or Federal Law.

Adopted by resolution of Board of Directors on June 3, 2007.