

EXHIBIT B

EMPIRE STATE SOCIETY
SONS OF THE AMERICAN REVOLUTION

Statement of Revenues, Expenses and Fund Balance
For the Bi-Monthly Period Ending 198

	Period Ending	Year to Date	Last Year Period Ending
REVENUES:			
Membership dues and fees	\$	\$	\$
Contributions			
Interest Income			
Other Income			
Total Revenue	\$	\$	\$
EXPENSES:			
Dues and Fees to NSSAR			
Printing and Stationary			
Postage			
Rent Expense			
Medals and Awards			
Travel Expense			
Miscellaneous			
Total Expenses			
Excess (Deficiency) of revenue over expenses	\$	\$	\$
Fund Balance, from previous report			
Fund Balance, this report	\$	\$	\$

The Empire State Society of the Sons of the American Revolution

Organized February 11, 1890

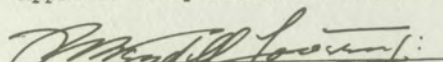
Incorporated April 8, 1895

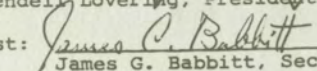


Constitution and By-Laws

November, 1982

Approved at Syracuse, NY, Sept. 18, 1982


R. Wendell Lovering, President

Attest: 
James G. Babbitt, Secretary

CONSTITUTION AND BY-LAWS

OF
THE
EMPIRE STATE SOCIETY
OF THE SONS OF THE
AMERICAN REVOLUTION

PREAMBLE

The Sons of the American Revolution, a patriotic Society, whose membership has always been based upon lineal descent from participants in the American Revolution, was first organized in the State of California, in the year 1875, as the Sons of Revolutionary Sires. A national organization was formed April 30, 1889, by the union of co-equal State Societies under the name of the Sons of the American Revolution. The Society in the State of New York was organized February 11, 1890, and incorporated April 8, 1895, under the name "The Empire State Society of the Sons of the American Revolution." Now, therefore, pursuant to the Laws of said State, the members of said Society do hereby ordain and enact the following:

CONSTITUTION

ARTICLE I

NAME

1. This Society shall be known as THE EMPIRE STATE SOCIETY OF THE SONS OF THE AMERICAN REVOLUTION.
2. The headquarters of the Society shall be in the city of Schenectady where its books and records shall be kept and where its principal business shall be transacted.

ARTICLE II

OBJECTIVES

The objectives of this Society shall be

- (i) to perpetuate the memory of the men who, by their services or sacrifices during the War of the American Revolution, achieved the independence of the American People;
- (ii) to promote fellowship among their descendants;
- (iii) to inspire a more profound reverence for the principles of the government founded by our forefathers;
- (iv) to acquire and preserve the records of the individual services or sacrifices of the patriots of that War, as well as documents, relics and landmarks;
- (v) to encourage historical research in relation to the American Revolution and the study of American History;
- (vi) to mark the scenes of the Revolution by appropriate memorials;
- (vii) to celebrate the anniversaries of the prominent events of that War;
- (viii) to foster true patriotism;
- (ix) to maintain and extend the institutions of American freedom and to carry out the purposes expressed in the Preamble to the Constitution of our Country and the injunctions of Washington in his farewell address to the American People.

ARTICLE III

NATIONAL SOCIETY

This Society shall form a part of the National Society of the Sons of the American Revolution. It recognizes all other state Societies of the Sons of the American Revolution as co-equal bodies

ARTICLE IX
LOCAL CHAPTERS

1. A charter for a local chapter may be granted by the Board of Managers to fifteen or more members of the Society residing in the same city or county (or, by approval of the Board of Managers, a lesser number), upon the written petition stating the proposed name, the city or county in which it is to be located, and the names of the proposed members. Such chapter may adopt a Constitution and By-Laws not inconsistent with those of this Society or the National Society.

2. No person shall be admitted to membership in a Chapter unless he be a member in good standing of this Society, and all members of this Society shall be eligible for membership in a Chapter but any member who shall in any manner lose his membership in the Society shall thereupon cease to be a Chapter member.

3. Membership in a Chapter shall not in any way change the relation nor impair the obligations of its members to this Society.

4. Upon the election of its officers, each local Chapter shall report the same to the Secretary of this Society.

ARTICLE X
DISCIPLINE AND DISQUALIFICATION

1. A member may be expelled by the Board of Managers by a two-thirds vote of those present at a regular or duly-called meeting of the Board at which a quorum is present, after due notice and reasonable opportunity to be heard, if he shall have been convicted of or pled guilty to a felony as defined by the laws of the State of New York or the laws of the United States government or if he shall have been found guilty of conduct unbecoming a gentleman or prejudicial to the interests of the Society. For those offenses and for any lesser offenses he may also be censured or suspended from membership by the Board.

2. In like manner, a membership shall be terminated upon determination by the Board that the member was not eligible at the time of his election.

3. A membership shall also be terminated for failure to pay the annual dues as prescribed from time to time by the Board of Managers.

4. A member in arrears for dues cannot vote or hold office in the society.

5. Any member subject to this provision shall have the right to be represented by counsel and he shall have the right to cross-examine his accuser or any witness testifying against him. Due notice shall be construed as a notice sent by certified mail, return receipt requested, to the last address on file with the Secretary at least ten days prior to the appearance date specified in the summons.

ARTICLE XI
FUNDS AND FINANCIAL MANAGEMENT

All monies of the Society shall be held in four funds, viz., General Fund, Permanent Fund, Dues Fund, and Library Renovation and Maintenance Fund.

1. The General Fund shall consist of all monies received from the current income of the Society, and such monies as may from time to time be voted to this Fund by the Board of Managers. Expenses of the Society shall be paid from this Fund. The income from the Permanent Fund may be placed in the General Fund and be available for the general purposes of the Society. The General Fund shall be under the direction and control of the Board of Managers.

2. The Permanent Fund shall consist of all present monies of the Society, exclusive of those monies now held in the General Fund, together with all stocks, bonds, or other evidence of indebtedness, now held in the name of the Society. There shall be added to such fund monies received by the Society from gifts, testamentary bequests or other sources in such amounts as may be determined by the Board of Managers. The Board of Managers shall have authority to transfer monies to this fund from the General Fund whenever, in the exercise of a reasonable discretion, the Board determines that such monies will not be needed by the Society to meet any foreseeable expenses for the current fiscal year. All monies earned by this fund shall remain in the fund except as hereinafter provided in this section. This fund shall be invested and reinvested with the approval of the Board of Managers and in accordance with the laws of the State relating to the investment of trust funds. The securities and other evidences of indebtedness held in this fund shall be kept in a safe deposit box to which access shall be had only by the joint authorization of any two Officers or by an Officer and a Past President, as may be designated by the Board of Managers. The whole or any portion of this fund, under the direction of the Board of Managers, may be used for furnishing the Society's headquarters or for any other purposes germane to the general objectives of the Society, if so authorized by a three-fourths vote of the members voting at the annual meeting of the Society or at a special meeting called for that purpose, provided that written notice stating that such expenditure is to be considered be given to all members at least fifteen days prior to the meeting.

3. The Dues Fund shall be used for the deposit of all dues from the local Chapters and the members-at-large. It shall be the obligation of the Treasurer to maintain a balance in this fund at least sufficient to pay the amount due to the National Society. Prior to April 1 of each year, the Treasurer shall transfer a sufficient amount from the General Fund to the Dues Fund to meet the obligation of the Society to the National Society to pay the dues of the life members. Any surplus of the dues, actual or forecasted, may be transferred to the General Fund.

4. The Library Renovation and Maintenance Fund shall consist of monies specifically allocated for this purpose by gifts and bequests or by vote of the Board of Managers. It shall be used to add to the State Society's basic reference and documentary data file. As the need may arise, this fund shall be used for repair, rebinding and housing basic documents and data in suitable filing and shelving facilities. The fund shall be administered by the Chairman of the Library Committee under the supervision of the Board of Managers, to whom he shall report concerning his stewardship at their September and February meetings.

5. The goals of the Society's financial management shall be:

- (i) to assure fiscal integrity and
- (ii) the augmentation of the Society's ability to fulfill the objectives for which it was founded.

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2. In like manner, a membership shall be terminated upon determination by the Board that the member was not eligible at the time of his election.

3. A membership shall also be terminated for failure to pay the annual dues as prescribed from time to time by the Board of Managers.

4. A member in arrears for dues cannot vote or hold office in the society.

5. Any member subject to this provision shall have the right to be represented by counsel and he shall have the right to cross-examine his accuser or any witness testifying against him. Due notice shall be construed as a notice sent by certified mail, return receipt requested, to the last address on file with the Secretary at least ten days prior to the appearance date specified in the summons.

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5. The goals of the Society's financial management shall be:
(i) to assure fiscal integrity and
(ii) the augmentation of the Society's ability to fulfill the objectives for which it was founded.

ARTICLE XII
AMENDMENTS

The Constitution may be altered or amended by a two-thirds vote of those voting in person or by mail at an Annual Meeting or at a special meeting of the Society called for that purpose; PROVIDED, that such amendment shall have been proposed at a regular or special meeting of the Society at least thirty days prior thereto, or by a resolution duly adopted at a meeting of the Board of Managers, and a notice setting forth such proposed amendment shall have been mailed to each member of the Society at least fifteen days before the meeting of the Society at which such amendment is to be voted upon.

BYLAWS
SECTION I
ADMISSION OF MEMBERS

1. An applicant for membership must be recommended by at least two members and must make his application in duplicate, upon forms furnished by the Society; but no application will be considered unless accompanied by a remittance covering the initiation fee.

2. The application must state the residence and set out the ancestry back to the ancestor on whose service the application is based and shall also state the qualifying service of that ancestor. The applicant shall also furnish any further information he may desire or that may be required.

3. The Registrar, upon receipt of the application, shall investigate the application and report to the Board of Managers at its next meeting his recommendations of acceptance or rejection.

4. Whenever an applicant for membership in the Society is a lineal descendant of a present or former member of the National Society, it shall only be necessary for the applicant to establish his descent from such present or former member and furnish his National and State numbers, provided that proofs satisfactory to the State Society Registrar or to the National Society Registrar-General are in their files to establish the line of descent from the Revolutionary War ancestor to the present or former member. If the applicant is seeking admission on the basis of an application accepted by another State Society, a photocopy of such accepted application must also be furnished to the State Registrar.

SECTION II
WITHDRAWALS FROM MEMBERSHIP

Anyone not indebted to the Society may withdraw temporarily from membership. Such withdrawal shall be in writing and addressed to the Society.

SECTION III
TRANSFER OF MEMBERSHIP

A member in good standing, upon his written application and by order of the Board of Managers, may demit in order to transfer to another State Society of his choice; provided that his membership shall continue in this Society for the balance of the fiscal year unless he shall have been sooner elected to such other State Society.

SECTION IV
FEES AND DUES

1. The initiation fee payable by the Chapters or members-at-large to the Empire State Society shall be twenty-five dollars to be transmitted to the National Society. The annual dues payable by the Chapters to the Empire State Society for each member shall be thirteen dollars. The annual dues payable by each member-at-large to the Empire State Society shall be seventeen dollars. The Chapters and members-at-large shall pay the Empire State Society a supplemental application fee of fifteen dollars with each supplemental application.

2. The annual dues shall be payable in advance on the first day of January in each year. A newly elected member shall pay half of the annual dues in the event his application is accepted between January 1st and June 30th of the calendar year. Members admitted July 1st or later in the calendar year shall be required to pay a full year's dues at the time of admission and such payment will cover the dues required for the full succeeding year.

3. Members admitted by transfer from any other State Society of the Sons of the American Revolution to which they have paid an initiation fee, or from a Society of the Children of the American Revolution, or members under twenty-five years of age who are descendants of members of the Sons of the American Revolution, Sons of the Revolution, or Daughters of the American Revolution, provided that in each case they use the same lineage which their member ancestor used for admission, shall be exempt from payment of an initiation fee. However, the Chapters will pay to the Empire State Society for each such member a membership certificate fee of two dollars and fifty cents.

4. A member who has been dropped for non-payment of dues may be reinstated by the Board of Managers upon payment by his Chapter, or by himself if a member-at-large, to the Empire State Society of his dues for the current year.

5. The dues of any member belonging to the Regular Army or Navy, Marine corps or Air Force of the United States while engaged in active military service of the United States, shall, upon request, be remitted for the year during which such service is performed.

6. Any Compatriot who has paid dues to the Society for twenty-five years or more may apply to the Board of Managers to be relieved from further payment thereof on the grounds of his inability to pay further dues. The Board of Managers shall have the power to grant such requests.

SECTION V MEETINGS

1. The Annual Meeting of the Society shall be held in April of each year at which meeting there shall be elected the Officers and Managers required by Article VII, Section 1 (a) of the Constitution. At least fifteen days' written notice of the date and place of the Annual meeting shall be mailed to all members of the Society.

2. Notice of the Annual meeting shall contain an agenda to be prepared by the President with the assistance of the Secretary and the Executive Committee. Any resolution introduced at the Annual meeting which is not on the agenda may be discussed, but shall not be acted upon until the next meeting of the Board of Managers unless approved or disapproved by a three-quarter vote of the members present.

3. A Special meeting of the Society may be called by the Board of Managers and shall be called by a request signed by at least five percent of the membership stating the purpose thereof, addressed to the Board and delivered to the Secretary personally or by mail. The Secretary shall give at least fifteen days' written notice of such meeting to each member of the Society, stating the purpose for which it is called. No other business shall be transacted thereat,

4. The Board of Managers shall hold at least four regular meetings each year, in the months of February, June, September, and November and at such other times as the Board shall decide.

5. The date, hour and place of all of the aforesaid meetings shall be fixed by the Board of Managers.

6. The President of the Society may call a special meeting of the Board of Managers at any time upon five days written notice. A special meeting of the Board shall also be called by the President whenever he shall have received written request for such meeting signed by at least ten members of the Board, stating the purpose thereof. Such meeting shall take place within twenty days after the President shall have received such request and at least ten days notice of such meeting shall be given by mail to all Board members, which notice shall contain the date, hour and place as fixed by the President as well as the business to be transacted at such special meeting. No other business shall be transacted thereat.

SECTION VI NOMINATING COMMITTEE AND NOMINATIONS

1. The President, with the approval of the Board of Managers, at the regular meeting of the Board of Managers in November of each year, shall appoint a Nominating Committee including the Chairman. The Committee shall consist of two Past Presidents and three other members of the Board of Managers who are not Past Presidents, giving due recognition to representation by regions. The Committee shall nominate a candidate for each office to be voted for at the Annual meeting and shall report such nominations to the February meeting of the Board. The Board may accept or reject any nominations made by this committee and shall substitute its own nominations in place of those rejected.

2. Other nominations for any office may be made by a writing addressed to the Secretary signed by at least twenty-five members of the Society in good standing, provided that any such nominations to be included on the ballot must be received by the Secretary at least thirty days prior to the Annual meeting. All written nominations shall, upon request, be made available for inspection by any member.

SECTION VII BALLOTS

1. The Board of Managers shall have the right and duty to determine the format of the ballot but the content of the ballot for any election shall be determined by the President with the assistance of the Executive Committee and the Secretary.

2. The Secretary, at least fifteen days before the Annual Meeting, shall mail, by first class mail, to each member of the Society a printed ballot for all offices to be filled.

3. Any member may vote for any other member for any office although such other member was not nominated.

SECTION VIII VOTING PERSONALLY OR BY MAIL

1. Members may vote for officers and managers to be elected at the Annual meeting either by casting their ballot personally as prescribed by Section X of these by-laws or by mail in accordance with instructions contained on or with said ballot.

2. Any other resolution or questions to be voted on at the Annual meeting shall be determined by the vote of those members present thereat.

SECTION IX
INSPECTORS OF ELECTION

Prior to the Annual Meeting, the President shall appoint three Inspectors of Election. Failure of an Inspector to attend at the opening of the polls shall make his place vacant. Such vacancies shall be filled by the President, and in case none attend, other Inspectors shall be appointed by the President or senior officer present at the meeting.

SECTION X
ANNUAL ELECTION

1. The polls for the annual election shall be opened by the President at the opening of the meeting and remain open for one hour thereafter, and until all persons present, entitled and desiring to vote, shall have had opportunity to do so. On the closing of the polls, the Inspectors of Election shall canvass the votes cast and without delay certify to the presiding officer, over their signatures, the result and declare elected the persons receiving a majority of votes.

2. The newly elected Officers and members of the Board of Managers shall not hold office until duly sworn in.

3. If for any office no person shall receive a majority of the votes cast, another ballot may be taken for that office at the same meeting or at a special meeting called for that purpose as the Society may determine.

SECTION XI
QUORUMS

1. Twenty-one members of the Society shall constitute a quorum at its annual meeting or any special meeting of the Society.

2. Nine members of the Board of Managers shall constitute a quorum for the Board of Managers meetings.

3. Each Committee may, by a majority vote, determine a quorum thereof.

SECTION XII
NOTICES

Every member shall, in writing, specify to the Secretary all changes of his address from that specified in his application; and service by mail of any notice required by the Constitution or By-Laws, or by the Society or by the Board of Managers, addressed to his last address, as so specified, shall be sufficient service of such notice.

SECTION XIII
PRESIDENT

The President shall preside at all meetings of the Society and of the Board of Managers and exercise the usual functions of

a presiding officer. He shall be the executive head of the Society. He shall be ex-officio a member of all committees except the Nominating Committee.

SECTION XIV
VICE-PRESIDENTS

1. The Vice-Presidents shall assist the President in the discharge of his duties. In the absence of the President from any meeting the members of the Board of Managers present at such meeting shall designate a Vice-President to preside and to perform the other duties of the President.

2. If at any time the President is unable, through absence, illness or otherwise, to act as such, or should the office become vacant, the Board of Managers shall designate the Vice-President who shall act as the President until the President resumes his duties or the vacancy is filled. Until the Board acts, the Regional Vice-President from the region in which the President resides, shall assume the duties of the President and so shall act until the next meeting of the Board of Managers.

3. Each Vice-President shall represent three different regions of New York State as follows: Metropolitan, Central and Western. The limits of each of these regions shall be as defined from time to time by the Board of Managers but shall be representative of the general areas herein described.

4. It shall be the duty of the Vice-President within each region to work closely with existing Chapters in his area, to plan expansion through new Chapters in that area, and to report to the President and to the Board of Managers with respect to his region.

SECTION XV
SECRETARY

1. The Secretary, together with the Treasurer and a member of the Board of Managers appointed by the Board, shall constitute a Headquarters Committee which shall have charge of and manage the Society's office and be responsible for the conduct thereof, subject to the direction of the Board of Managers and to the approval of the Board of Manager of any capitol expenditures.

2. He shall keep the minutes and records and conduct the correspondence of the Society and of the Board of Managers.

3. He shall with the President or a Vice-President sign all contracts and obligations of the Society when so authorized by the Board of Managers or by the Society.

4. He shall notify all members and officers of their election and issue notices for all meetings of the Society and the Board of Managers.

5. He shall have the custody of the seal and perform the usual duties of the office and may be paid a salary, or expenses, in such amount as the Board of Managers may determine.

SECTION XVI
TREASURER

1. The Treasurer shall collect all fees, dues and other funds

of the Society, deposit the same weekly in the name of the Society in one or more banks approved by the Board of Managers, and withdraw the same only by check. All checks withdrawing funds shall be signed by the Treasurer and the President. The Treasurer shall furnish from time to time such information relative to the funds of the Society, as either the Society or Board of Managers shall require.

2. The Treasurer shall submit for the Board of Managers' approval a periodic, but not less than bi-monthly, financial report with footnotes on a standard format set forth as Exhibits A and B. At the annual meeting, he shall submit a summary financial report for the completed fiscal year.

3. He shall prepare an annual budget of receipts and disbursements for approval by the Board of Managers at their November meeting. In the budget's preparation, he shall seek and consider the views of the Finance Committee and the President.

4. He shall give such security for the faithful performance of his duties as the Society or the Board of Managers may require.

SECTION XVII REGISTRAR

1. The Registrar shall investigate the proofs of all applicants for membership, require further proofs if necessary, and when satisfied, approve and report his recommendation for acceptance to the Board of Managers. The Registrar shall consult with the Board of Managers on those problem applications which he may receive and deem necessary for joint study and review.

2. The Registrar shall send to the National Society the applications which have been approved by the Board of Managers together with all supporting documentation. He shall file or bind in numerical or alphabetical order copies of those membership applications approved by the National Society and make copies of all proofs upon which such membership shall have been granted for inclusion with the accepted applications.

3. He shall have custody of all genealogical papers of the Society, and shall at each annual meeting submit a necrological list for the year.

4. Under direction of the Society or the Board of Managers he shall make or cause to be made for the files of his office, copies of such papers and documents as cannot be left permanently in the keeping of the Society.

5. He shall perform such other duties as may be directed by the Society or the Board of Managers, and may be paid such compensation as the Board of Managers may determine.

SECTION XVIII HISTORIAN

1. The Historian shall collect such historical data as may be brought to his attention concerning battles and incidents of the War of the American Revolution and events leading up to that war, with particular references to occurrences within the confines of the State of New York.

2. He shall edit and prepare for publication such historical addresses, essays, papers and other documents as the Society or its Board of Managers may require.

3. He shall keep a record of all celebrations of the Society and transmit an account of the same to the Society's magazine for publication.

SECTION XIX CHANCELLOR

1. The Chancellor shall be an attorney-at-law and it shall be his duty to give opinions on legal matters affecting the Society when such questions are referred to him by the proper officers.

2. All contracts and agreements imposing a financial or contractual obligation on the Society shall be submitted to the Chancellor for his approval prior to the execution of such documents on behalf of the Society.

SECTION XX CHAPLAIN

The Chaplain may be a regularly ordained minister of a Christian denomination and he shall perform such duties as ordinarily appertain to his office.

SECTION XXI STANDING COMMITTEES

1. At the Annual Meeting in each year, or immediately thereafter, the President shall appoint the following committee's for the ensuing year:

Executive	Finance	Membership	Oration
Awards	Publicity	Investment	Library

2. The chairman, membership and numbers of these committees shall be left to the judgement of the President.

3. The President may also appoint such other Special Committees, at any time, as he may deem necessary or advisable, and define their respective duties.

SECTION XXII EXECUTIVE COMMITTEE

The Executive Committee shall assist and advise the President on Society business that must be dealt with between the meetings of the Board of Managers. It shall consist of at least six members, viz., the Treasurer, the Secretary, the Chancellor and the Vice-President from each area. The Committee will report to the Board of Managers at their regular and yearly meetings.

SECTION XXIII FINANCE COMMITTEE

The Finance Committee shall examine, audit and report upon the reports of the Treasurer and also all claims and accounts against

the Society, before they shall be presented to the Society or to the Board of Managers. The Finance Committee shall report from time to time to the Society and to the Board of Managers, and whenever it shall be directed by the President or the Society or the Board of Managers. The Treasurer shall furnish it with such information as it shall desire. The Treasurer shall not be a member of the Finance Committee, but shall attend the meetings of the same when invited to do so.

SECTION XXIV MEMBERSHIP COMMITTEE

The Membership Committee shall actively engage in the promotion and recruitment of properly qualified new members for the Empire State Society of the Sons of the American Revolution. This Committee shall aid the Chapter Membership Committee of each Chapter in recruiting new members.

SECTION XXV INVESTMENT COMMITTEE

1. The Investment Committee shall consist of the President, a Vice-President, the Secretary, and Treasurer of the Society, and one additional member from the Board of Managers.

2. The Investment Committee under the direction and control of the Board of Managers shall have charge of the investment of the funds of the Society. It shall also examine into the financial condition of the Society and suggest ways and means of increasing its revenue consistent with limitations of the risk involved. The Committee should act in a fiduciary capacity and exercise prudent business judgment.

SECTION XXVI DEBTS, CLAIMS AND APPROPRIATIONS

1. No debt shall be incurred save only by authority of the Society or the Board of Managers, and then only when there shall be money in the Treasury to pay the same; and every bill or claim for money before action thereon, shall, as to the correctness thereof and the rightness of the charge, be certified by the officer or other person who shall have ordered the same.

2. At the meeting of the Board of Managers in November, it shall consider and approve the annual financial plan and budget for the fiscal year beginning in January as submitted by the Treasurer with such changes as the Board of Managers shall deem best in the interest of the Society. The Board of Managers shall then appropriate monies for expenditure in accordance therewith, and no other monies than those appropriated shall be paid out during the year, except as shall be further appropriated by a two thirds vote of the members present and voting at a meeting of the Board of Managers.

3. The Board of Managers shall not authorize any expenditure of Society funds in excess of twenty-five hundred (\$2,500) dollars, unless such expenditures be approved by a two-thirds vote of the Board

members attending a regular or special meeting of the Board of Managers and then said Resolution shall be resubmitted at the next Regular or Special Board of Managers meeting for approval by a majority of the Board members attending; provided that at least seven (7) calendar days elapse between meetings. Officers shall not have any right to lend money to any Chapter.

SECTION XXVII BOARD OF MANAGERS

1. The Board of Managers shall superintend the interests and affairs of the Society within the limitations of the Constitution and By-Laws. It shall be subject to the direction of the Society.

2. It shall recommend plans to the Society for promoting its purposes.

3. It may require the attendance at any of its meetings of any member of the Society, or any officer or committee, for consultation and advice, or other purpose, and shall enforce obedience to the Constitution and By-Laws of the Society.

4. The Board of Managers shall meet in the months of April, June, September, November and February, at such times as it shall fix and also on the call of the President.

5. The Board of Managers may at any time appoint such Assistants to any of the officers elected under Article VII, Section 1 (a) of the Constitution, as it may deem proper, and fix their respective terms, titles, duties, and compensation.

6. The Board of Managers shall judge the qualifications of applicants for membership and shall have power to accept or reject any application.

SECTION XXVIII DECEASE OF MEMBERS

1. Upon the decease of any member notice thereof, and of the time and place of the funeral, shall, if practical, be given by the Registrar by publication in one or more prominent newspapers.

2. Any member having knowledge of the decease of another member shall promptly notify the Registrar thereof and furnish such information as shall be needed for publication. The decease of a member shall be communicated to the Society at the next succeeding meeting.

SECTION XXIX MISCELLANEOUS

1. No monies of the Society shall be appropriated to any purpose whatever, except for conducting its own business and for the objectives of the Society as specified in the Constitution.

2. All persons who are authorized to sign checks, withdrawal slips or to make deposits on behalf of the society and all persons authorized to have access to the society's safety deposit box shall be covered by a Fidelity bond in such amount as the Board of Managers shall prescribe from time to time.

3. The fiscal year shall begin on the first day of January in each year and end on the last day of December of the same year.

SECTION XXX
ASSETS OF INACTIVE CHAPTERS

The funds or assets of any Chapter which becomes inactive for a two year period shall automatically revert and inure to the benefit of the Empire State Society. This provision shall apply both prospectively and retroactively.

SECTION XXXI
AMENDMENTS

The By-Laws may be altered or amended by a two-thirds vote of those voting in person or by mail at an Annual Meeting or at a special meeting of the Society called for that purpose; PROVIDED, that such amendment shall have been proposed at a regular or special meeting of the Society at least thirty days prior thereto, or by a resolution duly adopted at a meeting of the Board of Managers, and a notice setting forth such proposed amendment shall have been mailed to each member of the Society at least fifteen days before the meeting of the Society at which such amendment is to be voted upon.

SECTION XXXII
PARLIAMENTARY RULES

Robert's Rules of Order, newly Revised, shall be the authority in all questions of Parliamentary Law not covered by the Constitution and By-Laws.

EXHIBIT A

EMPIRE STATE SOCIETY
SONS OF THE AMERICAN REVOLUTION

Balance Sheet

_____, 198_

ASSETS

	<u>Period Ending</u>	<u>Period Ending</u>
Cash	\$	\$
Checking		
Savings		
Notes Receivable (1)		
Interest Receivable		
Investments, at lower of cost or market (2)	_____	_____
Total Assets	<u>\$</u>	<u>\$</u>

LIABILITIES AND FUND BALANCE

Liabilities	\$	\$
Fund Balance	_____	_____
Total Liabilities and Fund Balance	<u>\$</u>	<u>\$</u>

- (1) A non-interest bearing note for the amount owed on the loan to the New York Chapter for the renovation of the Odell House.
- (2) The following are the investments reported at the lower of cost or market:

	<u>Cost</u>	<u>Market</u>
1.		
2.		
3.		