

Bylaws of Sweetwater Cultural Center

1. Name, Office and Purposes

1.1 Corporate Name. The corporation's official name shall be **Sweetwater Cultural Center, Inc.** In addition, it shall have the right, from time to time, to operate under such other names as it may receive authorization to use pursuant to applicable law.

1.2 Principal Office. The Corporation's principal office shall be at 17 Cricketown Rd, Stony Point, NY 10980, or at such other places as the Board of Directors may from time to time determine.

1.3 Other Places of Business. The Board of Directors may, at any time, establish offices at any location where the corporation is qualified to be a business.

1.4 Corporate Purpose. The corporation has been organized exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, 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 corresponding section of any further federal tax code. More specifically, the purposes for which the corporation is organized are to promote the education, health and welfare of indigenous or native peoples and to preserve their cultures and ceremonial practices locally, regionally, and around the world.

1.5 Purpose of bylaws. These bylaws establish rules and procedure for conducting the affairs of the corporation. They are binding on the Board of Directors, on members of any committees established by the Board, and on the corporation's officers, whether those persons served in the applicable capacity at the time these bylaws were adopted or were appointed or elected to the position at a later date. These bylaws are subject to the provisions of the New York Nonprofit Corporation Act ("the Act") and the corporation's Certificate of Incorporation, as they may be amended from time to time. If any provision in these bylaws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern the extent of such inconsistency.

II. Board of Directors

2.1 Board of Directors. The affairs of the corporation shall be managed by a Board of Directors consisting of odd number of persons up to a maximum of thirteen persons. (i.e - the corporation may have 5,7,9,11 or 13 members) The Board shall at all times maintain a majority membership of native or indigenous

persons of the western hemisphere. The criteria for and legitimacy of each candidate's identity as Native American, Indigenous, First Nations or other Native Persons of the western hemisphere shall be determined by a minimum of 2/3 majority vote of the Board.

2.2 Selection of Directors. The Board of Directors shall maintain a nominations committee whose task is to nominate appropriate candidates for service on the Board of Directors, and to nominate Board officers as needed. Members of the nominations committee will be determined by a simple majority vote of the Board of Directors. The nominations committee shall at all time reflect a majority membership of people who identify as native or indigenous of the western hemisphere as agreed upon by 2/3 majority of the entire Board of Directors.

2.3 Board Representation. The Board of Directors shall at all times consist of a majority of native or indigenous persons from the western hemisphere, as determined by the Board. In addition, for a minimum of ten years following the date of incorporation, the Board shall have at least two representatives of Hudson River Presbytery of the Presbyterian Church (USA). (This provision in the bylaws is valid only if the Hudson River Presbytery is able to complete a gift the property of Stony Point Presbyterian Church and its manse to the corporation as expected by the founding directors.)

2.4 Term of Office. The Term of office of each Director shall be two years, renewable twice to a maximum of six consecutive years from the date of appointment and thereafter until that person's successor has been appointed and qualified. Nothing herein shall be construed to prevent any Board member from succeeding that member's own term for additional terms up to the maximum consecutive service of six years. Board members who have served previously may serve new terms to a maximum of six consecutive years following at least one year in which they do not serve on the Board.

2.5 Regular Meetings of the Directors. The Board of Directors shall hold regular meetings at least four (4) times per year at the corporation's principle office or at such other place as may be acceptable to the majority of the members of the Board. At each such meeting, the Board shall determine the date, time, and place of the next regular meeting. The corporation's Secretary shall notify all Board members not present a that meeting of the date, time and place of the next regular meeting by sending written or electronic notice to each such Board member at least thirty days in advance of the date therein designated for that meeting. Such meeting may, at the discretion of a quorum of the board, take place electronically or telephonically.

2.6 Special Meetings. A special meeting of the Board of Directors may be called at any time by the Chair of the corporation or any three (3) Board members for any purpose consistent with the corporation's certificate of incorporation or bylaws. Such meeting shall be held upon five (5) days' notice if given electronically

(by email or other appropriate electronic means of personal correspondence) or by phone. Such notification shall specify the time and date of the called meeting. Such meeting may, at the discretion of a quorum of the board, take place electronically or telephonically.

2.7 Waivers of Notice. Notice of a meeting need not be given to any Board member who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting (prior to the conclusion of the meeting) the lack of notice to such Board member to such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting.

2.8 Action without a Meeting. The Board of Directors may act without a meeting if, prior or subsequent to such action, all Directors consent to such action electronically (by email or similar communication). All written consents shall be held in hard copy files in the corporation's files of corporate minutes.

2.9 Quorum. A majority of the entire Board shall constitute a quorum for the transaction of business at any meeting.

2.10 Compensation. No Directors shall receive a fee, salary, or remuneration of any kind for that person's service as a Board member. The corporation may, however, reimburse Directors for reasonable expenses incurred by them, provided such expenses have been approved by the Board.

III. Executive and Other Committees

3.1. Executive and Other Committees. The Board, by resolution adopted by a majority of the entire Board, may appoint from among its members an Executive Committee and/or one or more other committees, each of which shall have one or more members. To the extent provided in such resolution, each such committee shall have those powers expressly delegated by the Board and documented in its minutes, as well as the power to make recommendations to the Board for its consideration. The Board may, by resolution adopted by a majority of the entire Board, abolish, fill any vacancy in, appoint alternate members to, or remove a Board member from, any such committee.

3.2 Committee membership. With the exception of the Executive Committee, the Board may choose to appoint committee members who are not currently serving on the Board of Directors. The Board shall strive to assure native or indigenous persons are represented on all committees of the Board.

3.3 Committee Meetings. Board committees shall meet at such times and places as may be acceptable to a majority of the members of that committee. The presence of a majority of the members of the committee shall constitute a quorum for the transaction of business by that committee.

3.4 Compensation. No Committee Member shall receive a fee, salary or remuneration of any kind for that Committee Member's services. The corporation may, however, reimburse Committee members for reasonable expenses incurred by them, provided such expenses have been approved by the Board of Directors.

IV. Officers

4.1 Election of Officers. The Board of Directors shall appoint a Chair or Co-Chairs, secretary, treasurer, and such other officers as it deems necessary for the conduct of the corporation's affairs. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these bylaws to be executed, acknowledged or verified by two or more officers. The duties and authority of the officers shall be determined from time to time by the Board. Subject to any such determination, the officers shall have the duties and authority set forth in the following paragraphs.

4.2 Duties of the Chair. The Chair (or Co-Chairs) shall be a native or indigenous person(s) from the western hemisphere as identified to the satisfaction of the nominating committee. The Chair shall have general charge and supervision over and responsibility for the affairs of the corporation, and shall preside over all meetings of the Board of Directors. The Chair may enter into and execute, in the name of the corporation, contracts or other instruments not in the regular course of business which are authorized either generally or specifically by the Board. The Chair shall have the general powers and duties of management usually vested in the office of the Chair of a nonprofit corporation. The Chair may, from time to time, delegate any or all of the Chair's duties and authority to any other officer.

4.3 Duties of the Secretary. The Secretary shall cause notices of all meetings to be served as prescribed in these bylaws and shall keep or cause to be kept minutes of all meetings of the Board. The Secretary shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned to the Secretary by the Board of Directors.

4.4 Duties of the Treasurer. The Treasurer shall have the custody of the funds of the corporation, shall keep or cause to be kept regular books of account for the corporation, and shall be a signer on all bank for financial accounts for the corporation. The Treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned to the Treasurer by the Board of Directors.

4.5 Removal of Officers. All officers of the Corporation, including the Chair, serve at the pleasure of the Board of Directors. The Board may remove any officers, with or without cause, by a two-thirds majority vote of the entire Board membership.

4.6 Compensation. No officer shall receive a fee, salary or remuneration of any kind for that officer's services. The corporation may, however, reimburse officers for reasonable expenses incurred by them, provided such expenses have been approved by the Board of Directors.

V. Contributions and Dissolution

5.1 Contributions. The corporation shall have the right to solicit and accept contributions from third parties. All monies thus received will be used in furtherance of the corporation's purpose and hereinabove stated. The corporation shall have the right, however, to use a reasonable amount of any sums received for the payment of administrative expenses.

5.2 Dissolution of the Corporation. Upon dissolution of the corporation, the Board of Directors shall utilize the corporation's assets for the payment of all obligations and liabilities, with one exception. If the corporation is less than ten years old, any property that was a gift from the Hudson River Presbytery will be returned to Hudson River Presbytery for its use. Any remaining assets will be disposed of in a manner consistent with the corporation's purpose as hereinabove stated, either in the form of direct expenditures or by disbursements to one or more organizations organized and operated exclusively for charitable, educational or religious purposes so as to qualify as an exempt organization under section 501(c)3 of the Internal Revenue Code or any corresponding provision of the future law of similar import, or to the United States, or a state or local government, for a public purpose.

VI. Miscellaneous Provisions

6.1 Corporate Seal. The corporation shall have a corporate seal, an impression of which is embossed on the margin of this page.

6.2 Amendment to bylaws. These bylaws may be altered, amended or repealed by the vote of two-thirds of the entire Board of Directors. Written notice of any such bylaw change to be voted upon shall be given to the Board not less than ten days prior to the meeting at which such change shall be purposed.

6.3 Fiscal Year. The corporation's fiscal year shall run from the first of day of January of each year to the thirty-first day of December of that year.

6.4 Effect of Headings. Headings have been used throughout these bylaws as a matter of convenience. Such headings shall not be deemed interpretive of the contents of the corporation's bylaws.

6.5 Applicability of New York law. The corporation has been formed pursuant to the laws of the State of New York. These bylaws shall be construed in accordance with all applicable laws governing nonprofit corporations.

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