

BY LAWS OF

APOYOnline Association for Heritage Preservation of the Americas, Incorporated **Adopted on: February 10, 2009**

ARTICLE I- NAME

The name of the Non-Profit Corporation is **APOYOnline Association for Heritage Preservation of the Americas, Incorporated**. (herein after referred to as the Corporation).

ARTICLE II- PURPOSES

The purposes for which the Corporation is organized are:

To promote communication and professional development in the field of heritage preservation in the Americas, Spanish and Portuguese speaking countries.

Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal Tax Code).

In furtherance of the stated goals and purposes of the Corporation, the Corporation may:

- (1) acquire by gift or purchase, hold, sell, convey, assign, mortgage, or lease any property real and personal, necessary or incident to the aforesaid purposes;
- (2) borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien;
- (3) apply for, obtain, and contract with any state or Federal Agency for a direct loan, loans, or other financial aid for the aforesaid purposes;
- (4) engage in any kind of activity, and to enter into, perform, and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one of more of the purposes of the Corporation;
- (5) exercise any, all and every power for which a corporation organized under the provisions of the laws of the State of Maryland now or hereafter can be authorized to exercise;
- (6) engage in any and all other acts necessary or expedient for the administration of the affairs and the attainment of the purposes of the Corporation.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of provisions of any other clause, *but* shall be regarded as independent purposes and powers.

ARTICLE III-PROHIBITED ACTIVITIES AND CORPORATE RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) and the purposes set forth in Article Three hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Conflict of Interest Policy. The Board of Directors agrees that no more than 49% of the individuals comprising the Board of Directors will be financially interested parties or parties related thereto. "Financial interests" include, but are not limited to, compensation (whether for services rendered as an officer/Director or in any other capacity), leases, and other business transactions. Any Director who has a direct or an indirect interest in a contract or other transaction (including salary and compensation) shall fully disclose such interest to the Board of Directors. Such interested Director shall not vote on, nor use his/her personal influence towards, nor participate in the discussions or deliberations for, such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors takes action on the contract or transaction. The interested Director's disclosure regarding such interest, and his/her abstention from Board actions relating to such contracts or transactions, shall be recorded in the applicable meeting minutes.

ARTICLE IV- OFFICES

The principal office of the Corporation shall be at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at other places as the Board of Directors chooses to designate.

ARTICLE V- MEMBERS

The Corporation shall not be open to membership.

ARTICLE VI- BOARD OF DIRECTORS

A. Number and Election

The number of Directors of the Corporation shall not exceed seven (7) without further action of the Board. Such number may be increased or decreased by a vote passed

by a majority of the directors. At any special or regular meeting of the Directors then in office, they may increase the number of Directors and elect new Directors to complete the number so fixed; or they may decrease the number of Directors, but only to eliminate vacancies existing by reason of death, resignation, removal or disqualification of one or more Directors.

B. Tenure

New directors may be elected at any time. In order to be nominated as a candidate for director, a Nominating Committee appointed by the Board must submit the name(s) to the Board two weeks prior to the meeting at which their election will be voted upon. Directors are elected for a term of three years, unless they are filling a vacant position, in which case they shall hold office until the end of that term. The election of a new director shall pass by a majority vote of all the Directors. Any and all vacancies in the Board of Directors caused by death, resignation, removal, increase in the number of directors, or otherwise, may be filled by the vote of a majority of the remaining directors though less than a quorum. Directors may hold office for two consecutive terms or for six years, at which time they must rotate off the board for at least one year before being eligible for re-election.

C. Powers

The affairs of the Corporation shall be managed by the Directors who shall have and may exercise all the powers of the Corporation, the Certificate of Incorporation or these bylaws.

D. Committees

The Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the Directors are delegated shall consist of at least one Director. Unless the Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these by-laws for the Directors. The members of any committee shall remain in office at the pleasure of the Directors.

E. Suspension or Removal

A Director may be suspended or removed with cause by vote of a majority of the Directors then in office. A Director may be removed with cause only after reasonable notice and opportunity to be heard.

F. Resignation

A Director may resign by delivering his/her written resignation to the President or to the Corporation at its principal office. Such resignation shall be effective upon receipt

(unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

G. Vacancies

Any vacancy in the Board of Directors except a vacancy resulting from enlargement which must be filled in accordance with Section A of this article may be filled by the Directors. Each successor shall hold office for the unexpired term or until he sooner dies, resigns, or is removed. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

H. Place of Meetings

The Board of Directors may hold meetings, annual, regular or special, either within or without the State of Maryland.

I. Regular Meetings

Regular meeting of the Directors may be held at any time and at any place including via Internet or telephone conference calls when called by the chairperson of the Board of Directors (or if there be no such chairperson, the Executive Director) or by two or more Directors.

J. Call and Notice.

1. Regular Meetings

No call or notice shall be required for regular meetings of Directors, provided that reasonable notice (i) of the first regular meeting following the determination by the Directors of the times and places for regular meetings shall be given to absent members, (ii) specifying the purpose of a regular meeting shall be given to each Director if either contracts or transactions of the Corporation with interested persons or amendments to these by-laws are to be considered at the meeting, and (iii) shall be given as otherwise required by law, the Certificate of Incorporation or these by-laws.

2. Special Meetings

The Board of Directors may hold such special meetings as may be required. A special meeting shall be defined as a meeting of the Board of Directors other than a regularly scheduled meeting, held for a specific purpose and subject to the reasonable and sufficient notice requirements set forth herein. Reasonable and sufficient notice of the time and place of special meetings of the Directors shall be given to each Director. Such notice need not specify the purposes of the meeting, unless otherwise required by law, the Certificate of Incorporation or these by-laws, or unless there is to be considered at the meeting (i) contract or transactions of the Corporation with interested persons, (ii)

amendments to these by-laws, (iii) an increase or decrease in the numbers of Directors, or (iv) the removal of a Director.

3. Reasonable and Sufficient Notice

Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Director (a) to send notice by mail at least forty-eight hours in advance of the meeting, addressed to him/her, at his/her regular or last known business or residence address, (b) to give him/her twenty-four hour notice in person or by telephone, or (c) to send e-mail notice at least forty-eight hours in advance of the meeting, to his/her regular or last known business or residence e-mail address.

4. Waiver of Notice

Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him/her (or his/her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

K. Quorum

At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be adjourned without further notice.

L. Action by Vote

When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including the election of officers, unless otherwise provided by law, the Certification of Incorporation or these bylaws.

M. Action by Writing

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all of the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

N. Meetings by Telephone or via Internet

The Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all have the opportunity to speak with one another prior to any vote on any subject. There shall be no

requirement, however, that all of the Directors must be able to simultaneously hear and/or speak with any and all other Directors. Participation by such means shall constitute presence at such meeting.

O. Compensation

No Director shall be entitled to receive compensation for his/her services. Directors shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any such services, subject to the Corporation's conflict of interest policy.

ARTICLE VII - OFFICERS AND AGENTS

A. Number and Qualification

The officers of the Corporation shall be a president, vice-president, treasurer, secretary and such other officers, if any, as the Directors may determine. The Corporation may also have such agents, if any, as the Directors may appoint. An officer may but need not also be a Director. A person may hold more than one office at the same time. If required by the Directors, any officer shall give the Corporation a bond for the faithful performance of his/her duties in such amount and with such surety or sureties as shall be satisfactory to the Directors.

B. Election

The president, vice-president, treasurer [and secretary whose terms are expiring shall be elected by the Directors at the final meeting of the fiscal year. A special election to fill a vacant position may be held at any regular or specially-called meeting of the Board. Other officers, if any, may be elected by the Directors at any time.

C. Tenure

The president, vice-president, treasurer and secretary shall each hold office for a term of two years and may be re-elected for three terms [?????], or a total of six years, unless a shorter period shall have been specified by the terms of his/her election or appointments, or in each case until s/he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his/her authority at the pleasure of the Directors.

D. President and Vice President

The president shall be the chief executive officer of the Corporation and, subject to the control of the Directors, shall have general charge and supervision of the affairs of

the Corporation. The president shall preside at all meetings of the Directors or shall designate such other officer to preside.

The vice president shall have such duties and powers, as the Directors shall determine. The vice president shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his/her inability to act.

E. Treasurer

The treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. S/He shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. S/He shall also be in charge of its books of account and accounting records, and of its accounting procedures.

F. Secretary

The secretary shall record and maintain records of all proceedings of the members and Directors in a book or series of books kept for that purpose, which book or books shall be kept within the State at the principal office of the Corporation or at the office of its secretary or of its resident agent and shall be open at all reasonable times to the inspection of any person interested. Such book or books shall also contain records of all meetings of incorporations and the original, or attested copies, of the Certificate of Incorporation and by-laws and names of the Directors, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting.

G. Suspension or Removal

An officer may be suspended or removed with cause by vote of a majority of the Directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

H. Resignation

An officer may resign by delivering his/her written resignation to the president, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

I. Vacancies

If the office of any officer becomes vacant, the Directors may elect a successor. Each successor shall hold office for the unexpired term, and in the case of the president, vice-president treasurer and secretary until his/her successor is elected and qualified, or in each case until s/he sooner dies, resigns, is removed or becomes disqualified.

ARTICLE VIII- EXECUTION OF PAPERS

Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the president or by the treasurer or agents they may designate.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the president or a vice president and the other is the treasurer, shall be binding on the Corporation in favor of a purchaser or other persons relying in good faith on such instrument notwithstanding any inconsistent provisions of the Certificate of Incorporation, by-laws, resolutions or votes of the Corporation.

ARTICLE IX- PERSONAL LIABILITY

The Directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations, or others extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

ARTICLE X - CORPORATE SEAL

The Directors may adopt and alter the seal of the Corporation.

ARTICLE XI- FISCAL YEAR

The fiscal year of the Corporation shall, unless otherwise decided by the Directors, begin September 1st and end August 31st of each year

ARTICLE XII-AMENDMENTS

These by-laws may be altered, amended or repealed in whole or in part by vote of a majority of the Directors then in office.