BY - LAWS

of

HENRY GEORGE SCHOOL OF SOCIAL SCIENCE

Adopted February 8, 1933

OFFICES

1. The principal office of the corporation shall be in the Borough of Manhattan, in the City, County and State of New York.

MEMBERSHIP

2. The membership of the corporation shall consist of five (5) persons, who shall be in sympathy with the objects for which the corporation is formed. The charter members shall be the persons named in the certificate of incorporation as trustees for the first year. Each member shall be a trustee.

2a. There shall also be the following classes of members, none of whom shall have a vote, viz:

a. Associate members, whose annual dues shall be Five ($5.00) Dollars.

b. Contributing members, whose annual dues shall be Twenty-five ($25.00) Dollars.

c. Sustaining members whose annual dues shall be One Hundred ($100) Dollars.

d. Life members whose dues shall be One Thousand ($1,000) Dollars or more.

MEETINGS OF MEMBERS

3. The annual meeting of the members after the year 1933 for the election of trustees and the transaction of such other business as may properly come before the meeting, shall be held on the first Wednesday of February in each year, if not a legal holiday, and if a legal holiday then on the next secular day following, at two o'clock in the afternoon.

4. Notice of the annual meeting of the members shall be delivered personally or mailed not less than ten days previous to such meeting, postage prepaid, addressed to each member at such address as shall appear on the books of the corporation.

5. The presence of three (3) members in person or represented by proxy shall constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by law or by these by-laws. If such number shall not be present or represented, those present in person or by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite number shall be present, when any business may be transacted which might have been transacted at the meeting as originally fixed. No person shall act as proxy unless he is a member of the corporation.

6. Members not able to be present at any meeting shall be entitled to vote by mail upon any proposed resolution which has not received an affirmative vote equal to a majority of the membership, and no such resolution failing to receive such majority shall be effective until it has been submitted to all absent members and has been approved by a majority of all the members in office. The result of such vote shall be recorded in the minutes.

7. Special meetings of the members for any purpose or purposes other than those regulated by statute may be called by resolution of the board of trustees or by the president, and shall be called by the president or secretary at the request in writing of three (3) of the members. Such request shall state the purpose or purposes of the proposed meeting.

8. Business transacted at all special meetings shall be confined to the objects stated in the call and

matters germane thereto.

9. Written notice of a special meeting of members, stating the time, place and object thereof, shall be mailed, postage prepaid, at least two (2) days before the meeting to each member at such address as shall appear on the books of the corporation.

TRUSTEES

10. The affairs of this corporation shall be managed by a board of five (5) trustees. They shall be elected at the annual meeting of members to serve for one year and until successors shall be elected and qualify.

11. Trustees, as such, shall not receive any compensation for their services.

12. Regular meetings of the board may be held at such time and place as shall from time to time be determined by resolution of the board. Two days' written notice thereof shall be given by the Secretary.

13. Special meetings of the board may be called by the president on two days' written notice to each trustee either personally or by mail or by telegraph; special meetings shall be called by the president or secretary in a like manner, on the written request of three (3) members of the board.

14. At all meetings of the board the presence of three (3) of the trustees shall be necessary to constitute a quorum and sufficient for the transaction of business; and any act of a majority of the trustees present at a meeting, provided it receives at least three (3) affirmative votes, shall be the act of the board of trustees except as may be otherwise specifically provided by statute or by the certificate of incorporation or by these by-laws.

14a. If any trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory to the trustees, he or she shall be deemed to have resigned and the vacancy shall be filled.

OFFICERS

15. The officers of the corporation shall be a president, vice-president, secretary and treasurer, who shall hold office for one year and until their successors are chosen and qualify in their stead. Any officer elected or appointed by the board of trustees may be removed at any time by the affirmative vote of a majority of the whole board. Any two of the aforesaid offices, except those of president and vice-president, may be filled by the same person.

16. The board of trustees, immediately after each annual meeting of members, shall elect from their own number a president and a vice-president, and also a secretary and a treasurer who need not be members of the board.

17. The board may appoint or authorize the appointment of such other officers, agents and employees as it shall deem necessary who shall have such authority and perform such duties as from time to time shall be prescribed by the board.

18. The president shall be the executive officer of the corporation; he shall preside at all meetings of the members and trustees; he shall have the management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

19. The vice-president, in the absence or disability of the president, may perform the duties and exercise the powers of the president, and shall perform such other duties as may be imposed upon him by the board.

20. The secretary shall attend all meetings of the board and of the members and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be

kept for that purpose; and shall perform like duties for any committee of the board when required. He shall cause to be given notice of all meetings of members and trustees and shall perform such other duties as pertain to his office. He shall keep in safe custody the seal of the corporation and when authorized by the board of trustees, affix it when required to any instrument.

21. The treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of trustees. He 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 president and trustees at the regular meetings of the board or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation.

The securities and moneys of the corporation representing principal shall be deposited with a Bank or Trust Company incorporated under the laws of the State of New York which shall have custody thereof and which may be authorized to invest and reinvest or otherwise dispose of the same as may be ordered by the board of trustees and to pay over from time to time to the treasurer such moneys as the board may order.

22. The treasurer shall give the corporation a surety company bond in a sum satisfactory to the board, conditioned upon the faithful performance of his duties and for the restoration to the corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the cor-

poration. The cost of maintaining such bond shall be paid by the corporation.

VACANCIES

23. If the office of the president, vice-president, secretary or treasurer or other officer or agent becomes vacant for any reason, the trustees in office may choose a successor who shall hold office for the unexpired term.

24. Vacancies in the membership and in the board of directors shall be filled by the trustees by ballot, by an affirmative vote of not less than three (3) of the directors.

25. In case of the absence of any officer of the corporation, or for any other reason that the board may deem sufficient, the board may delegate the powers or duties of such officer to any other officer or to any trustee for the time being.

SEAL

26. The seal of the corporation shall contain the name of the corporation, the year of its incorporation, and a likeness of Henry George.

CHECKS

27. All checks or demands for money and notes of the corporation shall be signed by such officers, at least two in number, as the board of trustees from time to time shall designate.

WAIVER OF NOTICE

28. Any member, officer or trustee may waive any notice required to be given under these by-laws.

LIMITATION OF EXPENDITURES

29. No indebtedness shall be incurred on behalf

of the corporation except in carrying out some specific object authorized by resolution duly adopted by the board of **trustees** , and no notes or other evidences of indebtedness shall be signed by any officer or director as agent for the corporation unless specifically authorized by a majority vote of all the trustees.

30. No officer shall commit the corporation to the support of any political party or candidacy, as the object of the corporation is solely educational.

AMENDMENTS

31. The by-laws may be amended by a three-fifths vote of all of the members at any regular or special meeting of the members, provided notice of intention to amend and the substance of the amendment shall have been contained in the notice of meeting.

32. The trustees may direct the submission to members by mail of any proposed amendment to these by-laws; and if such amendment shall be ratified within the time prescribed by the board, by three-fifths of the members, the president and secretary shall so certify, and such amendment shall thereupon be entered upon the minutes and become effective.