

NON-PROFIT BYLAWS
OF
PENNSYLVANIA OATH KEEPERS
as adopted by the members December 8, 2019

PREAMBLE

The following By-Laws shall be subject to, and governed by, the Non-Profit Corporation Act of Pennsylvania and the Articles of Incorporation of Pennsylvania Oath Keepers. In the event of a direct conflict between the herein contained provisions of these By-Laws and the mandatory provisions of the Non-Profit Corporation Act of Pennsylvania, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these By-Laws and the Articles of Incorporation of Corporation/Organization, it shall be the Articles of Incorporation which shall be controlling.

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ARTICLE I - NAME OF ORGANIZATION

The name of the corporation is Pennsylvania Oath Keepers.

ARTICLE II - CORPORATE PURPOSE

Section 1. Non-Profit Purpose

The corporation is organized exclusively to further the common good and general welfare of the people of the community within the meaning of section 501(c) (4) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

Pennsylvania Oath Keepers provide training and services to the community in times of natural or man-made disasters including dissemination of information and assistance.

The specific objectives and purpose of this organization shall be:

- a) to provide instruction and materials for advance planning in emergency preparedness and community aid.
- b) to sponsor, host and/or participate in events and activities that promote emergency preparedness.
- c) to provide facilities, equipment, qualified instructors, and training in firearms safety, handling, and use.
- d) to provide opportunities for participants to engage in recreational, competitive, and educational activities related to the Specific Purpose of the organization
- e) establish/promote a network of individuals, businesses, organizations and groups working towards similar goals of emergency preparedness, community aid, and support of the United States Constitution and the Constitution of the Commonwealth of Pennsylvania.
- f) to seek, promote or oppose legislation germane to our programs and activities.

ARTICLE III - OFFICES

The registered office of the corporation shall be at 10543 Old Lake Road, Lake City, Erie County, Pennsylvania 16423.

The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the corporation may require.

ARTICLE IV - MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to any current resident of good character of the Commonwealth of Pennsylvania that supports the purpose statement in Article II, Section 2 and such other qualifications as the Board in its discretion shall determine. Membership eligibility shall be subject to review upon completion and receipt of a membership application and annual dues. All memberships shall be granted or denied upon a majority vote of the Board of Directors.

Section 2. Annual Dues

The Board of Directors shall determine from time to time chapter fees and arrangements, the amount of initiation fee, if any, and annual membership dues. Continued membership is contingent upon being up-to-date on membership dues. Membership in this corporation is not transferable or assignable.

Section 3. Rights of Members

Each member in good standing shall be entitled to one vote in corporate elections. No member shall sell his vote for money or anything of value.

Section 4. Resignation and Termination

- a) Any member may resign by filing a written resignation with the Secretary.
- b) The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any dues or assessments.
- c) Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE V - MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held at least quarterly, at a time and place designated by the President.

Section 2. Annual Meetings

- a) An annual meeting of the members shall take place in the month of November, the specific date, time and location of which will be designated by the President. At the annual meeting the members shall elect directors, receive reports on the activities of the association, and determine the direction of the association for the coming year.
- b) If the annual meeting shall not be called and held within three (3) months after the designated time, any member may call such meeting.

Section 3. Special Meetings

- a) Special meetings may be called by the President, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by ten percent (10%) of voting members may also call a special meeting.
- b) At any time, upon written request of any person(s) who has called a special meeting, it shall be the duty of the Secretary to fix the time of the meeting which shall be held not more than thirty (30) days after the receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so.
- c) Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto

Section 4. Notice of Meetings

- a) Notice of every meeting of the members, stating the time, place and object thereof, shall be given by, or at the direction of, the Secretary to each member of record entitled to vote at the meeting, at least ten (10) days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case.

- b) Persons authorized or required to give notice of a meeting of members may, in lieu of any written notice of a meeting of members required to be given, give notice of such meeting by causing due and reasonable notice of such meeting to be officially published in newspaper(s) of general circulation, or other reasonable notice.

Section 5. Quorum

- a) A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The presence of ten percent (10%) of the qualified members in good standing (as defined by the current Membership List) entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business except as may be otherwise provided by law or by the Articles of Incorporation.
- b) The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.
- c) If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine. This second meeting shall take place not less than fifteen (15) nor more than thirty (30) days after the adjournment of the first meeting. but in the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors.
- d) In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if notice of such second adjourned meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to members of record entitled to vote at such second adjourned meeting at least ten (10) days prior to the day named for the second adjourned meeting.

Section 6. Voting

Upon request of a member, the books or records of membership shall be produced at any regular or special meeting of the corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote.

The right of a member to vote, and his right, title and interest in or to the corporation or its property, shall cease on the termination of his membership.

Voting may be by "show of hands" or "division of the House" or by ballot, mail or any reasonable means determined by the Board of Directors.

In advance of any meeting of members, the Board of Directors may appoint judges of election, who need not be members, to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one or three. No person who is a candidate for office shall act as a judge.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. General Powers

- a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.
- b) The Board of Directors, shall all have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Pennsylvania.
- c) In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the members.

Section 2. Number, Tenure, Requirements, and Qualifications

- a) The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, the Vice-President, the Secretary, and the Treasurer. The Board may provide for additional voting and non-voting members of the Board as the Board shall determine.
- b) Board members shall be natural persons of full age who shall be members of this corporation and shall be elected by the members at the annual meeting of the Members of the corporation, and each Director shall be elected for a three (3) years term (initial staggered one (1), two (2) or three (3) years term) and until his successor shall be elected and shall qualify.
- c) Resignation from the board must be in writing and received by the Secretary. Unless otherwise specified in the notice, the resignation shall be effective immediately, acceptance of such resignation shall not be necessary to make it effective.
- d) A Director of the corporation shall stand in a fiduciary relation to the corporation and shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:
 - 1) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented.
 - 2) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.

- 3) A committee of the board upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which the director reasonably believes to merit confidence.
- e) A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted. In discharging the duties of their respective positions, the board of directors, committees of the board and individual directors may, in considering the best interests of the corporation, consider the effects of any action upon the purposes and objects and activities of the corporation and upon the employees, upon suppliers and customers of the corporation and upon communities in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.
- f) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.
- g) With the exception of responsibility or liability of a Director for breach of any criminal statute or the liability of a Director for payment of taxes pursuant to local, state, or federal law, a Director of the Corporation shall not be personally liable for monetary damages for any action taken, or the failure to take any action in his capacity as Director unless:
 - 1) The director has breached or failed to perform the duties of his office under this section.
 - 2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 3. Regular and Annual Meetings

The meetings of the Board of Directors may be held at such times and at such place or places within this Commonwealth, as a majority of the Directors may from time to time appoint, or as may be designated in the notice calling the meeting.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence of more than half of the directors in office, at least one of which must be the President, Vice President, or Treasurer, shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. The presiding officer shall refrain from voting except (i) when the vote is by ballot, or (ii) whenever the presiding officer's vote will affect the result. That is, any time a vote by the presiding officer could create or break a tie, presiding officer's vote shall be the deciding vote.

Section 7. Forfeiture

The Board of Directors may declare vacant the office of a director if he is declared to be an incapacitated person by an order of court, or is convicted of a felony, or if within thirty (30) days after notice of his selection, he does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as the By-Laws may specify.

Section 8. Vacancies

Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a director until his successor is elected by the members, who may make such election at the next annual meeting of the members, or at any special meeting duly called for that purpose and held prior thereto.

If an office, and/or officer or agent, one or more, normally appointed by the Board Of Directors, becomes vacant for any reason, the Board of Directors may choose a successors or successors based on his or her qualifications, who shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors other than for reasonable expenses. Directors as such, shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board PROVIDED, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation there for.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 12. Removal

Any Board member may be removed for just cause by the affirmative vote of two-thirds of members of the Board present.

Two consecutive unexcused absences from regular meetings of the Board represents just cause for removal from the Board. The Board member in question shall be given the opportunity to speak prior to a vote being held. The Board member subject to removal is not eligible to vote on this matter.

The entire Board of Directors, or any individual director, may be removed from office without assigning any cause by the vote of a majority of members present entitled to cast votes at any annual or other regular or special meeting of the members. In case the Board or any one or more directors are so removed, new directors may be elected at the same meeting.

ARTICLE VII - OFFICERS

Section 1. President

The President shall be the Chief executive officer of the corporation; he shall preside at all meetings of the members and directors; he 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 such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation. He 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 President.

Section 2. Vice President

The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time.

Section 3. Secretary

The Secretary shall attend all sessions of the Board and all meetings of the members 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 shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. The Secretary shall at the end of his/her term of office, transfer to their successor all records, files and other property of the organization in their possession.

Section 4. Treasurer

The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of 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 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 directors, 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.

Section 5. Election of Officers

The executive officers of the corporation shall be chosen by the Board of Directors, and shall be a President, Vice President, Secretary, Treasurer and such other officers and assistant officers as the needs of the corporation may require. The President and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. 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 By-Laws and as shall from time to time be prescribed by the Board of Directors and/or members. An individual may serve as an Officer for succeeding terms without limitation. The officers may be directors also, but it shall not be necessary for the officers to be directors and any number of offices may be held by the same person. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

Section 6. Removal of Officer

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 so removed.

Section 7. Vacancies

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.

ARTICLE VIII - COMMITTEES

Section 1. Committee Formation

The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees. Any such committee, to the extent provided in the resolution of the Board of Directors, or in the By-Laws, shall have and may exercise all of the powers and authority of the Board of Directors, except that no such committee shall have any power or authority as to the followings:

- a) The submission to members of any action required by statute to be submitted to the members for their approval.
- b) Appoint any other committees of the Board Of Directors or their members.
- c) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganize; or plan for the sale, lease, or exchange of all or considerably all of the property and assets of the corporation otherwise than in the usual and regular course of its business; or revoke such a plan.
- d) Approve any self dealing transaction, except as provided pursuant to law.
- e) Unless otherwise authorized by the Board Of Directors, no committee shall compel the corporation a contract or agreement or expend corporation funds.
- f) The filling of vacancies in the Board of Directors.
- g) The amendment or repeal of any resolution of the Board.

h) Action on matters committed by the By-Laws or resolution of the Board of Directors to another committee of the Board.

The Board may designate one or more Directors as alternate member 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 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.

Section 2. Executive Committee

The President, Vice-President, Secretary, and Treasurer serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws and those powers excluded by Section 1, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.

ARTICLE IX - CONFLICT OF INTEREST AND COMPENSATION

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

Section 2. Definitions

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest
 - a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of

interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands the Organization is non-profit and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with social welfare purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further social welfare purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X - INDEMNIFICATION

Section 1. General

The corporation shall indemnify each of its directors, officers, and employees or agents whether or not then in service as such (and his or her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a director, officer or employee or agent of the corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as director, officer or employee or agent by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment, etc. The right to indemnity for expenses shall also apply to

the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such director, officer or employee or agent may be entitled.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the each of the foregoing, directors, officers, employees, agents, and persons referred to in this Article to repay such amount if it shall ultimately be determined that such director, officer, employee, agent, or person is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI - BOOKS AND RECORDS

The corporation shall keep an original or duplicate record of the proceedings of the members and the directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the corporation, and an original or a duplicate membership register, giving the names of the members, and showing their respective addresses and the class and other details of the membership of each. The corporation shall also keep appropriate, complete and accurate books and records of account. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, or at its principal place of business wherever situated, and said records or duplicates shall be available to members at each meeting.

Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business

for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

ARTICLE XII - MEMBERSHIP CERTIFICATES

Membership in the corporation may be evidenced by Certificates of Membership - Membership Cards, in which case they shall be in such form and style as the Board of Directors may determine. The fact that the corporation is a nonprofit corporation shall be noted conspicuously on the face of each certificate. They shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary.

ARTICLE XIII - TRANSACTION OF BUSINESS

The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the Board of Directors. Unless otherwise restricted in these By-Laws, no vote or consent of the members shall be required to make effective such action by the Board. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be imposed upon the proceeds of such conveyance.

Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, directors or officers of the corporation.

All checks or demands for money and notes of the corporation shall be signed or authorized electronically such as by on-line banking by such officer or officers as the Board of Directors may from time to time designate.

ARTICLE XIV - ANNUAL REPORT

The Board of Directors shall present annually to the members a report, verified by the President and Treasurer or by a majority of the directors, showing in appropriate detail the following:

- a) The assets and liabilities, including any trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
- b) The principal changes in assets and liabilities including any trust funds, during the year immediately preceding the date of the report.
- c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to any trust fund held by or for the corporation.
- d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to any trust fund held by or for the corporation.
- e) The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

This report shall be filed with the minutes of the meeting of members.

ARTICLE XV - NOTICES

Whenever written notice is required to be given to any person, it may be given to such person, either personally, by electronic mail to the email address appearing on the books of the corporation, or by sending a copy thereof by first class mail, postage prepaid, to the postal address appearing on the books of the corporation. If the notice is sent by email, it shall be deemed to have been given to the person entitled thereto when the email is sent. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail postage paid. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these By-Laws. When a special meeting is adjourned

it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Whenever any written notice is required to be given under the provisions of the statute or the Articles or By-Laws of this corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members or of the Board of Directors such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XVI - MISCELLANEOUS PROVISIONS

The fiscal year of the corporation shall begin on the first day of January.

One or more persons may participate in a meeting of the Board or of the members by means of 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.

So long as the corporation shall continue to be organized on a non-stock basis, the Board of Directors shall have authority to provide for the members to make capital contributions in such amounts and upon such terms as are fixed by the directors in accordance with the provisions of section 5541 of the Nonprofit Corporation Law of 1988.

The Board of Directors, by resolution, may authorize the corporation to accept subventions from members or nonmembers on terms and conditions not inconsistent with the provisions of section 554.2 of the Nonprofit Corporation Law of 1988, and to issue certificates therefore.

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time

shall govern the construction of these By-Laws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these By-Laws invalid or inoperative, then so far as is reasonable and possible, the remainder of these By-Laws shall be considered valid and operative, and in effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

ARTICLE XVII - AMENDMENTS

By-Laws may be adopted, amended or repealed by the vote of the majority of the Board of Directors, or vote of the majority of the members present at any regular or special meeting duly convened after written notice at least ten (10) days prior to the day named for the meeting setting forth the proposed amendment or summary of the changes to be effected thereby to the Directors or members for that specific purpose.

CERTIFICATE OF SECRETARY

I, Robert L. Clark, certify that I am the current Secretary of Pennsylvania Oath Keepers (acting), and the above By-Laws are the By-Laws of this Organization as adopted by the voting members on December 8, 2019 and that there have not been any amendments or modifications since that date.

EXECUTED on this 8th day of December 2019 in the County of Clarion in the Commonwealth of Pennsylvania.

Robert L. Clark

(Signature)