

**CODE OF BY LAWS OF THE DELAWARE SOCIETY FOR THE
PRESERVATION OF ANTIQUITIES, INC.**

Adopted _____, 20_____.

ARTICLE ONE. OFFICES

The principal office of the Corporation is located at 606 Stanton-Christiana Road, Newark, Delaware 19713. The Corporation may have such other offices, inside or outside the State of Delaware, as the Board of Trustees may deem appropriate.

ARTICLE TWO. MEMBERS

Section 1. Membership Classes.

The membership of the corporation shall be divided into classes as determined by the Board.

Section 2. Selection of Members.

Membership in the corporation is open to any person who applies for membership.

Section 3. Dues

Annual dues for all classes of membership will be fixed by a resolution of the Board of Directors. Dues are due and payable by the end of the first quarter of each year.

Section 4. Voting Rights.

Each member in good standing is entitled to one vote on each matter submitted to the membership for a vote.

Section 5. Termination.

The Board of Trustees can terminate any member's membership rights for failure to pay dues, assessments or other charges by March 31 or for other misconduct detrimental to the purposes of the corporation.

Section 6. Transferability.

Membership in this corporation is not transferable.

ARTICLE THREE. MEETINGS OF MEMBERS

Section 1. Annual Meeting.

The annual meeting of the members will be during the fourth quarter of each year, at a place and time to be set by the President. The purpose of the annual meeting is to elect officers and trustees and to transact such other business as may come before the meeting.

Section 2. Special Meetings.

Special meetings of the members may be called by the President, by the Board of Trustees, or by petition signed by at least two-thirds of the members entitled to vote at a membership meeting.

Section 3. Notice and Call.

Any notice required by sections 1 or 2 of this article must be sent to all members at least 30 days before the meeting date and posted on the Web Site. A meeting notice must state the date, time and place of meeting, and a brief agenda.

Section 4. Quorums and Proxies.

A membership quorum consists of 33% of members eligible to vote. If a quorum is not present at any membership meeting, the meeting may be adjourned by those members present, and a new meeting date set. A member eligible to vote may vote by proxy. A proxy is valid for one membership meeting. A proxy must be in writing and signed by the member. It must designate the person who will vote the proxy. A proxy vote authorization expires after the meeting at which it is used.

ARTICLE FOUR. BOARD OF TRUSTEES.

Section 1. General Powers.

The Board of Trustees shall manage the general affairs of the corporation. Trustees need not be residents of the State of Delaware.

Section 2. Number, Tenure and Qualifications.

The Board of Trustees shall consist of not less than ten nor more than thirty persons. Trustees are elected at the annual meeting of the members. A Trustee shall serve for a term of three years, or until a successor is elected.

Section 3. Annual Board Meeting.

The Board of Trustees shall meet annually just after the annual meeting of the members at the same place as the annual meeting of members will be held.

Section 4. Special Board Meetings.

The Board of Trustees may meet at any other time and place that may be set by the President. If the President is unwilling or unable to call a Board meeting, a majority of the officers may issue notice and call for a Board meeting. If neither the President nor a majority of the officers are willing or unable to call a Board meeting, a majority of the general membership may call a Board meeting. Notice of a Board meeting shall be communicated to all Trustees and they shall be given at least 15 days' notice of any special meeting to allow for proper scheduling.

Section 5. Notice of Board Meetings.

Notice of any special meeting of the Board of Trustees must be given at least fifteen (15) days before the date of the special meeting. The meeting notice must be written and must contain a brief agenda. Any meeting notice required by section 4 must be mailed or e-mailed to each Trustee at the Trustee's address shown on the Secretary's records at least fifteen (15) days before the meeting date.

Section 6. Quorum.

A majority of the Trustees is a quorum for transacting any business at the annual meeting of the Board of Trustees or at any special meeting of the Board of Trustees.

Section 7. Board Decisions.

The Board of Trustees shall establish and provide for all policies and procedures to be executed by the officers; these policies and procedures shall not be in contradiction of the letter or spirit of the by laws as specified and documented in these by laws and any amendments.

Section 8. Vacancies.

If for any reason a Trustee cannot serve out his/her fully-elected term, the remaining Board of Trustees will meet at the next meeting and determine a course of action how the vacancy will be filled. A simple majority vote by the remaining Trustees will be done at this meeting to either appoint someone to the vacancy from within the active membership of the organization or decide whether another Trustee will assume these duties until the next election.

Section 9. Executive Committee.

The Executive Committee is responsible to the entire board for the general management of the Corporation . The Executive Committee consists of the President, Vice President, Treasurer and Secretary. The Executive Committee will meet at least once each quarter at a place and time designated by the President.

ARTICLE FIVE. OFFICERS

Section 1. Officers.

The officers of the corporation are the President, the Vice President, the Secretary and the Treasurer. One person may serve as Secretary and Treasurer.

Section 2. Term.

Officers serve for a one year term, beginning at the annual meeting of members.

Section 3. Election.

All officers are elected by the members from among the Board of Trustees. Any Trustee is eligible to be an officer. The Board of Trustees may nominate Trustees for any office at the annual meeting of the Board of Trustees, or at a special meeting of the Trustees called for that purpose.

Section 4. Vacancies.

Any officer who resigns, dies or becomes unable to serve due to illness may be replaced by the Board of Trustees for the remaining portion of the officer's term.

Section 5. Officers, Powers and Duties.

(a) President. The President is the chief executive officer of the corporation. The President will preside at all meetings of the Board of Trustees and the members and will be responsible for general supervision of the corporation's affairs.

(b) Vice President. The Vice President is the first assistant executive officer of the corporation. The Vice President will preside at all meetings of the Board of Trustees and the members in the absence of the President.

(c) Secretary.

i. The Secretary is the chief records officer of the corporation responsible for keeping records of minutes of all Board meetings, each annual and special meeting of the

members and the Trustees; minutes of each standing and special committee; a list of the names, addresses, telephone numbers and e-mail addresses and membership classes for each member; and any other file and record that is required by the corporation's business, except for financial records, which shall be kept by the Treasurer.

ii. The Secretary will keep the corporate seal and will be responsible for affixing the corporate seal to any document that requires attachment of the seal.

iii. The Secretary is the official custodian of the corporation's books and records.

iv. The Secretary may be assigned any other supervisory duty that the President deems appropriate.

(d) Treasurer.

i. The Treasurer is the chief financial officer of the corporation. The Treasurer is responsible for maintaining accurate financial records respecting dues, gifts and contributions, for paying the debts of the corporation as they become due and payable, for maintaining appropriate bank and investment accounts, for making deposits and withdrawals from any such bank or investment accounts, and to collect fees and dues from members.

ii. The Treasurer shall prepare an annual statement of income and expense for the annual meeting of the members.

iii. The Treasurer may be assigned any other supervisory duty that the President deems appropriate.

(e) Other Officers. The Board of Trustees may provide for the appointment of any additional officers as it may deem to be in the best interest of the Corporation.

ARTICLE SIX. COMMITTEES

Section 1. Committees, Powers and Duties.

The Board of Trustees may appoint one or more members to a committee or committees according to the needs of the Corporation.

ARTICLE SEVEN. CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1. Execution of Contracts, Deeds, Other Instruments.

The Board of Trustees may authorize any officer or agent of the Corporation to

execute and deliver any instrument on behalf of the Corporation, except when prohibited by law, such as the execution of deeds or leases, which must be executed by the President and attested by the Secretary.

Section 2. Execution of Checks, Drafts, Money Orders.

Any check, draft, order for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Treasurer, or any other person authorized by resolution of the Board of Trustees to do so.

Section 3. Deposits.

The Board of Trustees shall designate a depository bank by resolution for reception of the corporation's deposits.

Section 4. Gifts.

The Board of Trustees may accept any gift, bequest or devise for any corporate purpose on behalf of the Corporation.

ARTICLE EIGHT. MEMBERSHIP CERTIFICATE

[Reserved]

ARTICLE NINE. BOOKS AND RECORDS

Section 1. Custodian.

The Secretary shall be the custodian of the Corporation's books and records, except for financial records, which shall be kept by the Treasurer.

Section 3. Right to Inspect.

Any member has the right to inspect the Corporation's books and records during normal working hours upon written request made at least ten working days in advance to the Secretary or the Treasurer.

ARTICLE TEN. MISCELLANEOUS

Section 1. Fiscal Year.

The Corporation's fiscal year shall begin on the 1st day of January and end on the 31st day of December.

Section 2. Seal.

The Corporation shall have a seal which shall be " Delaware Society for the Preservation of Antiquities, Inc."

Section 3. Robert's Rules of Order.

The rules contained in Robert's Rules of Order, revised, shall govern all Members meetings and Trustee's meetings, except in instances of conflict between said Rules of Order and these by laws or provisions of law.

ARTICLE ELEVEN. RESTRICTIONS**Section 3. Restrictions.**

The following restrictions apply to all corporate activities:

(a) No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to its officers, directors, members or other private individuals or organizations organized and operating for a profit (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 the purposes as stated in Article Three).

(b) 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 be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code of 1986.

(c) 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.

(d) Notwithstanding any other provision herein, the corporation shall not carry on any activities not permitted to be carried on:

(i) by an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such code; or

(ii) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

(e) References to sections of the Internal Revenue Code of 1986 are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any

future United States revenue law.

(f) In the event of dissolution or final liquidation of the corporation, The Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all of the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(I) a nonprofit organization or organization which may have been created to succeed the corporation, as long as such organization, or each of such organizations shall then qualify as a governmental unit under Section 170 (c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code; and

(ii) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organizations or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code.

ARTICLE TWELVE. AMENDMENT

These bylaws may be altered amended or repealed by majority vote of the members entitled to vote at a meeting called for the purpose of amending the by laws.

However, the provisions of Article Eleven may not be amended.

DATED: _____ 20_____

CERTIFICATION

I, _____ Secretary of the Delaware Society for the Preservation of Antiquities, Inc., hereby certify that the above and foregoing bylaws comprising 8 pages were adopted as the bylaws of the Delaware Society for the Preservation of Antiquities, Inc. on _____, 20_____.

DATED: _____ 20_____ _____
Secretary

