

Bylaws of Smoking Shields Cigar Corp.

Revised:07/25/2020

Article I. Offices and Corporate Authority

Section 1. Offices

The principle office of the corporation in the state of New York shall be located in the state of New York, county of Nassau. The corporation may have other offices, either within or outside of the state of New York, as the board of directors may determine or as the affairs of the corporation may require.

Section 2. Corporate Authority

A. The corporation, being organized exclusively for charitable purposes, as specified in § 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes as set forth.

C. 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, or intervene (including the publication or distributions of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

D. In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another organization described in IRC § 501(c)(3), or corresponding provisions of any future federal tax code, or to the federal government, or state or local government for a public purpose, upon approval by a court of competent jurisdiction.

E. In any taxable year in which the corporation is deemed a private foundation as described in § 509(a) of the Internal Revenue Code of 1986, the corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under IRC § 4942; and the corporation shall not (a) engage in any act of self-dealing as defined in IRC § 4941(d); (b) retain any excess business holdings as defined in IRC § 4943(c); (c) make any investments in such a manner as to subject the corporation to tax under § 4944; or (d) make any taxable expenditures as defined in IRC § 4945(d) or corresponding provisions of any subsequent federal tax laws.

Article II. Members

Section 1. Classes of Members

The corporation shall have two (2) classes of members. Classes will be defined as Members, and Associate Members. All members shall be members or retired members of a sworn law enforcement agency in the United States or in the discretion of the Board, outside the United States, or Active members, or veterans of any branch of

the United States military. Associate Members must be sponsored by a Member in good standing, and each member can only sponsor one (1) Associate member per there probationary period. Associate members will maintain a probationary status for no less than one year. In which the sponsoring member remains responsible for the Associate during this period. No Associate member may be sponsored within one calendar year of the host chapter's inception. Associate members whether in good standing or on probation cannot sponsor an additional associate member.

Section 2. Applications for Members

Except in the initial election of members, all applicants for membership shall file with the secretary a written application in such form as the board of directors shall from time to time determine.

All applications for membership shall be presented promptly for consideration and investigation to the board of directors or to the admissions committee, if an admissions committee has been appointed by the board of directors; and, if an admissions committee has been appointed, it shall report its recommendations promptly to the board of directors.

Section 3. Limited Voting Rights

Each member shall have one vote on each matter submitted to a vote of the members. Associate members will not carry any voting privileges, but will be allowed to voice an opinion which may influence membership.

Section 4. Termination of Membership

The board of directors, by a majority vote 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 dues for the period fixed in Article XI of these bylaws. Associate members may be expelled by a 2/3rd vote by the executive board with due process or cause.

Section 5. Resignation

Any member may resign by filing a written resignation with the secretary, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.

Section 6. Reinstatement

Upon written request signed by a former member and filed with the secretary, the board of directors may, by a majority vote of the members of the board, reinstate the former member to membership upon such terms as the board of directors may deem appropriate.

Section 7. Transfer of Membership

Membership in this corporation is not transferable or assignable. Membership can be awarded at the discretion of the executive board for any reason, by a vote of no less than two thirds (2/3) majority.

Article III. Meetings of Members

Section 1. Annual Meeting

An annual meeting of the members shall be held on the third Tuesday in the month of October in each year for the purpose of electing directors, if applicable, and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the state of New York, the meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day

designated here for any annual meeting, or at any adjournment of the annual meeting, the board of directors shall cause the election to be held at a special meeting of the members as soon after as is convenient.

Section 2. Special Meetings

Special meetings of the members may be called by the president, the board of directors, or not less than two-thirds of the members having voting rights.

Section 2A.

All meetings, special or otherwise will adhere to Roberts Rules of Order regarding conduct.

Section 3. Place of Meeting

The board of directors may designate any place, either within or outside of the state of New York, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of New York.

Section 4. Notice of Meetings

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, or by electronic mail to each member entitled to vote at such meeting, not less than five (5) nor more than thirty (30) days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Informal Action by Members

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by at least a majority of the members entitled to vote with respect to the subject matter of the action.

Section 6. Quorum

The General members holding one-tenth (1/10) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

Section 7. Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his authorized attorney in fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting by Mail

Where directors or officers are to be elected by members or any class or classes of members, the election may be conducted by mail in the manner that the board of directors shall determine.

Section 9. Option: Order of Business at Annual Meeting

The order of business at the annual meeting of the members shall be as follows:

- (a) Roll call,
- (b) Reading of notice and proof of mailing,
- (c) Reading of minutes of last preceding meeting,
- (d) Report of president,
- (e) Report of secretary,
- (f) Report of treasurer,
- (g) Election of directors,
- (h) Transaction of other business mentioned in the notice.

Section 9A. Option: publishing of the Order of Business to membership

At the discretion of the executive members, all information regarding order of business (Article 3 Section 9) may be distributed to members by publishing by physical delivery at meetings, US mail, email, or social media publication. Hence if any option herein is chosen, a formal reading at any meeting may be waived by the executive board.

Article IV. Board of Directors

Section 1. General Powers

The affairs of the corporation shall be managed by or under the direction of its board of directors. A majority of the board of directors may establish reasonable compensation for their services and the services of other officers, irrespective of any personal interest, but subject to the Conflict of Interest Policy attached hereto, and made a part hereof, as Exhibit A.

Section 2. Number, Tenure and Qualifications

The number of directors shall be five (5), which is equal to the number of officers. Each person elected by the members as an officer of the corporation, shall also be a director. The number of directors may be decreased if the number of officers is decreased but in no event can there be less than three (3) directors. The term of office for each director will coincide with such director's term as officer (see Article 5).

Section 2A. Violations

If a chapter is found to be in violation of the bylaws, a probationary period will be enacted while the mother chapter reviews and investigates said infraction. Mother / National will then decide if a penalty is necessary. Penalties can include revocation of chapter rights, monetary fine, or any other penalty deemed appropriate by the Mother / National board.

Section 3. Regular Meetings

A regular annual meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The board of directors may provide by resolution the time and place, either within or outside of the state of New York, for the holding of additional regular meetings of the board without other notice than the resolution.

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 directors. The persons authorized to call special meetings of the board may fix any place, either within or outside of the state of New York, 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 previously by written notice delivered personally, sent by mail or telegram, or electronic mail to each director at the address for such director as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by electronic mail, it shall be deemed to be delivered twelve (12) hours after it is sent. 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 or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum

A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies

Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

Section 9. Compensation

The board of directors, by the affirmative vote of a majority of directors then in office and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, or otherwise, notwithstanding any director's conflict of interest. By resolution of the board of directors, the directors may be paid their expenses, if any, of attendance at each meeting of the board. No such payment previously mentioned in this section shall preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of 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 out the action so taken, shall be signed by all of the directors.

Section 11. Resignation and Removal of Directors

A director may resign at any time upon written notice to the board of directors. A director may be removed with or without cause by a two-thirds vote of the members, or Executive Officials. No director / officer position may be unseated for a period longer than two calendar weeks. If this occurs, then that seat vote reverts to the mother chapters (New York) seat of equal status. Elections and business will be conducted with the Mother chapters

representative until the position is again filled by “Special” General election.

Article V. Officers

Section 1. Officers

The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer, and a sergeant-at-arms. These five (5) officers will be called the board of officers. These officers will also be directors, comprising the board of directors. Additional officers may be appointed by the board of directors but such officers will not be directors. Such additional officers may include one or more assistant secretaries and one or more assistant treasurers, as the Board shall deem desirable, to have the authority and perform the duties prescribed by the board of directors.

Section 2. Election and Term of Office

Elections will be held at the annual meeting of the members. Initial elections for the board of officers and directors will be held as follows:

1yr in office – Treasurer

2yrs in office – Recording Secretary

1yr in office – Sergeant-at-Arms

4yrs in office– Vice President

5yrs in office – President

To wit: no board member may stay in position for a period longer than described above without a general election of no less than at least 1/10th of the membership. In the event that the Officer / Director is unopposed, then an executive board vote may occur where the seat in question must abstain, and the presidential chair will carry that vote by proxy.

Thereafter, as their terms of office expire, their successors shall be elected and shall hold office for a no more than their predecessors’ original term. Once successors are elected and qualified; provided that nothing here shall be construed to prevent the reelection of a director. If the election of officers/directors shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of officers/directors.

Any member in good standing may run for office provided such member is a member in good standing for a minimum of one (1) years prior to the annual meeting in which an election shall be held for such office provided that the member gives notice to the board of officers/directors at least ninety (90) calendar days before the annual meeting. This three year minimum shall take effect after the annual meeting one calendar year from the anniversary of incorporation, so that sufficient members may have accumulated three years membership.

Section 3. Removal

Any officer elected or appointed by the board of directors or the members may be removed with or without cause by a two-thirds vote of the members, or elected officers. But such removal shall be without prejudice to the contract rights, if any, of the officer so removed. If removal occurs by elected officers, membership has the right to request a general election in regards to challenging the executive decision. If done, the elected officers will yield to the results of the general election.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. President

The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members and of the board of directors. He or she may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors. In the event of an emergency exit or removal, the chapter in question will immediately implement a electronic recorded election of their choosing, which will have recordable and documented results in regards. These records will be published and recorded as is necessary. President must be active Law Enforcement with bonafide arrest powers, from a federal, state, local, municipal, county, etc. and or retired from the same.

Section 6. Vice-President

In the absence of the president or in event of the president's inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as may be assigned to him or her by the president or by the board of directors. In the event of an emergency exit or removal, the chapter in question will immediately implement a electronic recorded election of their choosing, which will have recordable and documented results in regards. These records will be published and recorded as is necessary. Vice-President must be active Law Enforcement with bonafide arrest powers, from a federal, state, local, municipal, county, etc. and or retired from the same.

Section 7. Treasurer

If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the board of directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to him or her by the president or by the board of directors. Treasurer must be active Law Enforcement with bonafide arrest powers, from a federal, state, local, municipal, county, etc. and or retired from the same.

Section 8. Secretary

The secretary shall keep the minutes of the meetings of the members and of the board of directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by that member; and in general perform all duties incident to the office of secretary and such other duties may be assigned by the president or by the board of directors. Secretary must be active Law Enforcement with bonafide arrest powers, from a federal, state, local, municipal, county, etc. and or retired from the same.

Section 9. Sergeant-at-Arms

The sergeant-at-arms shall maintain order and security at all events and meetings. The sergeant-at-arms shall perform such other function and carry out such other duties as assigned by the president or vice-president. Sergeant-At-arms must be active Law Enforcement with bonafide arrest powers, from a federal, state, local, municipal, county, etc. and or retired from the same.

Section 10. Assistant Treasurers and Assistant Secretaries

If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform the duties assigned to them by the treasurer or the secretary or by the president, vice-president, or the board of directors.

Section 11. Salaries.

The salaries of the officers shall be fixed from time to time by the board of directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

Section 12. Special Titles

The Board or Officers may from time to time appoint certain Members and Associate Members as special assistants and may give such persons special titles, such as delegate or trustee. These titles will be for naming purposes only and shall not convey any authority to such persons nor shall such persons be agents of the corporation nor have the ability to bind the corporation for any purpose.

Article VI. Committees

Section 1. Committees of Directors

The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the board of directors in the management of the corporation; provided, however, that no such committee shall have the authority of the board of directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the certificate of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The appointment of any such committee and the delegation of authority shall not operate to relieve the board of directors of any responsibility imposed upon it by law.

Section 2. Other Committees

Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office

Each member of a committee shall continue as a member until the next annual meeting of the members of the

corporation and until his or her; successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

Section 4. Chair

One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 5. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum

Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

Section 8. Informal Action

The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all the members entitled to vote.

Article VII. Contracts, Checks, Deposits and Funds

Section 1. Contracts

The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by two of the following three officers: president, vice president, or treasurer.

Section 3. Deposits

All funds of the corporation shall be deposited to the credit of the corporation in the banks, trust companies, or other depositories as the board of directors may select.

Section 4. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Article VIII. Certificates of Membership

Section 1. Certificates of Membership

The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued upon the terms and conditions as the board of directors may determine.

Section 2. Issuance of Certificates

When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued and delivered by the secretary.

Article IX. Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Article X. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Article XI. Dues

Section 1. Annual Dues

The board of directors may determine the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

Section 2. Payment of Dues

Dues shall be payable in advance on the first day of January in each calendar year. Dues of a new member shall not be prorated for the remainder of the fiscal year of the corporation. However, any member who first pays dues after October 1st of a particular year, such dues shall not be applied to the current year but to the next year.

Section 3. Default and Termination of Membership

When any member of any class shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or period for which such dues became payable, his or her membership may be terminated by the board of directors in the manner provided in Article II of these bylaws. In regards to associate membership whom have not met probation, the sponsoring member may be held accountable for their sponsored member and be required to make restitution regarding any lost funds to the individual chapter.

Article XII. Seal

The board of directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed the name of the corporation.

Article XIII. Waiver of Notice

Whenever any notice is required to be given under the provisions of the New York Not-for-Profit Corporation Law (“N-PCL”) or under the provisions of the certificate of incorporation or the bylaws of the corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Article XIV. Amendments to Bylaws

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the directors of the Mother chapter, whom are present at any regular meeting or at any special meeting, if at least two (2) days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting. No affiliate chapter or lodge has the authority to amend or change the bylaws, but may appeal to the mother chapter for needs on a case by case basis.

Article XV. Indemnification

Section 1. Indemnification in Actions Other than by or in the Right of the Corporation

The corporation may indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil, criminal, administrative, or investigative, including an action by or in the right of any other corporation of any kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, which any director or officer of the corporation served in any capacity at the request of the corporation, by reason of the fact that he was a director or officer of the corporation, or served such other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys’ fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director or officer acted in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise, not opposed to, the best interests of the corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful.

Section 2. Indemnification in Actions by or in the Right of the Corporation

The corporation may indemnify any person made, or threatened to be made, party to an action by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of any other corporation of any kind, domestic or foreign, of any partnership, joint venture, trust, employee benefit plan, or other enterprise, against amounts paid in settlement and reasonable expense, including attorneys’ fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such director or officer acted in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise, not opposed to, the best interests of the corporation, except that no indemnification under this paragraph shall be made in respect of (1) a threatened action, or a pending action which is settled or otherwise

disposed of, or (2) any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the court in which such action was brought, or, if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

Section 3. Right to Payment of Expenses

A. To the extent that a director, officer, employee, or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

B. Expenses 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, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

Section 4. Determination of Conduct

A. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (c) by the members entitled to vote, if any.

B. The termination of any such civil or criminal action or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any such director or officer did not act, in good faith, for a purpose which he reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the corporation or that he had reasonable cause to believe that his conduct was unlawful.

Section 5. Indemnification Not Exclusive

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 6. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

Section 7. Notice to Members

If the corporation has paid indemnity or has advanced expenses under this Article, other than pursuant to court order or direct authorization by the members, the corporation shall mail to all members a statement providing notice of the indemnification payments and the circumstances from which those payments arise. Such statement shall be sent before the next annual meeting of members, unless the meeting is to be held within three (3) months from the date of payment, in which event the notice shall be sent no later than fifteen (15) months from the date of payment.

Section 8. References to Corporation

For purposes of this Article, references to “the corporation” shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, or agents, so that any person who was a director, officer, employee, or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have stood with respect to such merging corporation if its separate existence had continued.

Section 9. Other References

For purposes of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a director, officer, employee, or agent of the corporation that imposes duties on or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Article.

Article XVI. Dissolution

Upon the dissolution of the corporation, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another organization qualified as exempt under IRC § 501(c)(3), or corresponding provisions of any future federal tax code, or to the federal government, or state or local government for a public purpose, upon approval by a court of competent jurisdiction.

Article XVII. Chapters

Section 1. Inception & General rules

All chapters (including the mother chapter / National chapter) must adhere to the bylaws set forth herein. Each chapter / affiliate will have a grace period for necessary arrangements and responsibilities in due course of business of no more than 1 months’ time from inception. This period is considered probationary to fulfill minimum requirements previously set forth. Minimum requirement of a chapter is fifteen (15) members and five (5) executives / officers.

Section 2.

Membership will consist of persons of Federal, State, Local, and Municipal, Township, County, or Tribal police of Active duty or retired. All others are eligible for Associate membership (Refer to: Article II Section #1).

Section 3.

It is required that every chapter after meeting their one (1) year inception must provide mother / national chapter \$10 per member each and every year, and a licensing and filing fee of \$150 annually.

Section 4.

Chapters must submit treasurers' reports and secretarial reports every 30 days. In the event of any changes of executives, chapters must submit a new roster by the next calendar month to the Mother / National chapter by electronic exchange or United States Postal Service. The information must be received in a format previously designated by the mother / national chapter.

Section 5.

Regular timely correspondence must be established by each chapter to the mother / national chapter. Timely meetings by any executive of any chapter must occur with members of the mother chapter. Established Electronic solutions are acceptable in regards.

Section 6.

All chapters / lodges must adhere to the uniform code regarding acceptable conduct. Refer to Roberts Rules of Order. Chapters can designate uniform for meetings with the approval of the Mother / National chapter. Public interactions dictate that the traditional shirt must be worn, and both chapter and national banners be present.

Section 7.

Chapters are expected to abide by all rules expressed in the "Affiliate Chapter Agreement" as well as found herein.

Article XVIII. Lodges

No lodge can be created by a chapter within the one (1) calendar year of inception. Lodges must maintain an executive board of no less than 4 executives, the fifth being the chapter president for the state in question. Hierarchy of authority is that the lodge answers to the chapter, and the chapter answers to the Mother / National chapter.

Lodges will abide by all of the same bylaws set forth for all other parties.

SMOKING SHIELDS CIGAR CLUB, CORP.

CONFLICT OF INTEREST POLICY

Section 1. Purpose.

The purpose of this conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws or regulations governing conflicts of interest. This policy is intended to protect the tax exempt status of the Corporation, should tax exempt status be granted.

Section 2. Definitions.

A. "Board" shall mean the Corporation's board of directors.

B. "Committee" shall mean any committee of the Board having powers delegated to it by the Board.

C. Any director, principal officer, or member of a Committee who has a direct or indirect financial interest, as defined below is an "interested person." If a person is an interested person with respect to any member of an affiliated group of entities of which the Corporation is a part, he or she is an interested person with respect to all entities in such group.

D. A person has a "financial interest" if the person has, directly or indirectly, through business, investment, or family:

(1) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(2) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

E. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

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

Section 3. Procedures.

A. Duty to Disclose.

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material facts to the Board or the Committee considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material fact and after any discussion with the interested person, he or she shall leave the 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.

C. Procedures for Addressing the Conflict of Interest.

(1) An interested person may make a presentation at the Board or Committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of and vote on the transaction or arrangement that results in the conflict of interest.

(2) The Chairperson of the Board or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

D. Violation of the Conflicts of Interest Policy.

(1) If the Board or Committee has reasonable cause to believe that 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.

(2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or Committee determines that the member has in fact 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 Board or Committee 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 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 therewith.

Section 5. Compensation.

A voting member of the Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Section 6. Annual Statements.

Each director, principal officer and member of a Committee shall annually sign a statement which affirms that such person:

- (1) has received a copy of this conflicts of interest policy;
- (2) has read and understands this policy;
- (3) has agreed to comply with this policy; and
- (4) understands that the Corporation is a charitable organization and that 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.

A. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted.

B. In conducting the periodic reviews provided for in this Section, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.