

Important: After reviewing the enclosed materials, please vote on the Bylaws Revision. Either come in person to the September 2 meeting at St. John Fisher College to vote OR return a completed signed Proxy, so your vote may be counted in this important decision.

Dear Monroe County AOH or LAOH Member:

By virtue of being a member in good standing of the Ancient Order of Hibernians, Col. Patrick O'Rorke Division 7, Monroe County, New York (the "AOH") or the Ladies Ancient Order of Hibernians, Divisions 1 & 4, Monroe County, New York (the "LAOH") you are also a member of Ancient Order of Hibernians Club of Monroe County Inc., a New York not-for-profit corporation (the "Corporation"), which was created in 1950 by members of the AOH and LAOH. The Corporation is an independent corporation and not part of either the AOH or the LAOH. The Corporation was formed primarily to own and operate the old AOH facility on Alexander Street in Rochester. Since the facility was sold, the Corporation has just held the proceeds from the sale of the facility.

The Corporation's By-laws have not been updated since the 1950s. As a result, they do not reflect current legal standards and they provide for a governing structure that is outdated in light of the changes to the AOH and LAOH since 1950. Based on this, the Board of Directors of the Corporation recommends that the Corporation adopt new By-laws that (a) reflect current legal standards, (b) take into account the changes to the AOH and LAOH since 1950, and (c) streamline how the Corporation is governed and eliminate redundancies. In addition, the Corporation has not held regular meetings over the last 60 years, kept good meeting records, or collected membership dues. So in order to bring the Corporation's records up-to-date and ensure that it is starting from a clean slate moving forward, the Board also recommends having the Corporation's members ratify the prior actions of the individuals who have acted on behalf of the Corporation and waive the Corporation's unpaid membership dues that maybe due.

In order to accomplish the foregoing, the Board of Directors of the Corporation has called a special meeting of the members of the Corporation, which will be held at St. John Fisher College in the Golisano Academic Gateway building located at 3690 East Ave., Rochester, NY 14618 on September 2, 2010 at 6:30 p.m. Please see the enclosed Notice of Special Meeting for further details regarding this special meeting and what the members of the Corporation will be asked to vote on at the special meeting. In addition, you will find a copy of the Corporation's current By-laws and a copy of the proposed Amended and Restated By-laws of the Corporation that the Board of Directors of the Corporation recommends be adopted by the members of the Corporation. Please review all of these documents in detail so you will understand the changes to the Corporation's By-laws and the other proposals that the Board of Directors of the Corporation recommends be adopted. If you have any questions regarding any of the proposals that will be voted on at the special meeting, the first hour of the special meeting will be a Q&A session to answer questions regarding the proposals. The Q&A session will end promptly at 7:30 p.m.

Please note that one of the most significant recommended changes to the By-laws is the elimination of all memberships in the Corporation so that the Corporation will no longer have members. The primary purpose of this change is to make it so that the Corporation's business and affairs will be controlled solely by the Corporation's Board of Directors which will be comprised of the individuals who are serving as the executive officers of the AOH and LAOH, so long as such organizations exist. This change will alleviate the necessity and cost of having to have separate member votes and meetings for Corporation business while ensuring that the AOH's and LAOH's interests in the Corporation's business and finances are protected. It is important to note that the proposed Amended and Restated By-laws of the Corporation do not define what will be done with the money currently held by the Corporation. Such decisions will only be made by the Board of Directors of the Corporation after the special meeting is held.

Finally, if you are unable to attend the special meeting, please consider filling in, signing, and returning the enclosed proxy form to us so your vote can be cast on your behalf at the special meeting. Your filled in and signed proxy form should be mailed to the following address: Ancient Order of Hibernians Club of Monroe County, Inc. PO Box 270 144 Village Landing, Fairport, NY 14450. We must receive your filled in and signed proxy form on or before August 31, 2010 to ensure that your proxy form is counted at the special meeting.

In Unity, Friendship and Christian Charity,

John Grattan,
President AOH

Gayle Shalvoy,
President LAOH