

FINAL 9/16/19

BYLAWS OF THE PERINTON HISTORICAL SOCIETY

Article I

Name and Mission Statement

Section 1: This Society shall be called the "Perinton Historical Society".

Section 2: The mission of the Perinton is to promote interest in preserving and sharing local history.

Section 3: The purpose of the Society is to preserve and collect items pertaining to the Village of Fairport and the Town of Perinton and to encourage interest in our local history.

Article II

Management Structure

The Perinton Historical Society shall be organized into four levels:

1. The Board of Trustees
2. Committees
3. The Membership
4. The Officers

Article III

Board of Trustees

Section 1. The Power of the Board:

The Society shall be managed by its Board of Trustees

Section 2. Number and Qualifications of Trustee

A) The Board of Trustees shall consist of not less than five nor more than twenty-five members. The number of Trustees on the Board of Trustees shall be set by a vote of three-fourths of all of the members of the Board of Trustees provided that no decrease in the number of Trustees shall shorten the term of any incumbent Trustee.

B) As used in these by-laws, "entire Board Trustees" means the total number of Trustees entitled to vote which the Society would have if there were no vacancies.

C) Trustees shall be chosen from among active members of the Society, as described in Article VII, section IB below.

D) Each Trustee shall be at least eighteen years of age.

Section 3. Election and Terms of Trustees:

A) At each Annual Meeting of the Members of the Society, the Trustees shall be elected to vacant positions on the Board, each for a term of three years, to hold office until his or her successor has been elected and has qualified. The Trustees, shall be divided as equally as possible into classes, to serve staggered terms with one or more Trustees to be elected at each Annual Meeting of the Members. The term of office will begin September 1, after the Members Meeting in May and run until August 31 of the third year.

B) Newly created Trusteeships resulting from an increase in the number of Trustees, and vacancies occurring in the Board of Trustees for any reason, shall be filled by vote of a majority of Trustees then in office, regardless of their number. Trustees appointed by the Board to fill newly created Trusteeships shall hold office in accordance with their class and until their successors have been elected and have qualified. Trustees appointed to fill vacancies shall serve until the end of the vacated term and until their successors are elected and have qualified

C) The Curator and Museum Director shall be appointed by the Board of Trustees. They serve as non-voting advisors to the Board while holding those positions. They may qualify as voting members if elected trustees.

Section 4. Resignations and Removal of Trustees:

A) Any Trustee may resign at any time by giving written notice to the President or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, on delivery. If any Trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory by the Trustees, the Trustee shall be deemed to have resigned and the vacancy shall be filled.

B) Any or all of the Trustees may be removed with or without cause by vote of the Members at any meeting of Members. Any of the Trustees may be removed for cause by vote of the disinterested Trustees, provided there is a quorum of not less than a majority of the entire Board of Trustees present at the meeting of the Board of Trustees at which such action is taken.

C) Vacancies created by removal or resignation shall be filled by a Society member elected by a majority of the Board to serve until the end of the vacated term and until their successors are elected and have qualified.

Section 5. The Responsibility of the Entire Board:

The Board of Trustees bears the ultimate responsibility as to how the Society is run and for the care of the property belonging to the Society. The Board of Trustees shall hire and appoint a Director of the Museum and a Curator of the collection. The Board of Trustees is responsible for any reports or requests by outside agencies and shall uphold the best interests of the Perinton Historical Society. No Trustee shall receive compensation for work done for the Society as Trustee. However, the Curator and Museum Director (neither of whom is precluded

from being Trustees or officers if so elected) may receive compensation for the execution of their duties provided that such decision is made in accordance with the Society's Conflict of Interest and Related Party Transaction Policy.

Responsibility for recruiting members and maintaining membership records shall be delegated to the appropriate committee or person by the Board.

Except as otherwise provided herein, Trustees who are not officers will be assigned by vote of the Board of Trustees, to organize and lead the Committees of the Board of Trustees and Committees of the Corporation.

Section 6. Meetings of the Board of Trustees

A) Regular Meetings

(i) The Board of Trustees shall hold regular meetings, at least quarterly, at the principal office of the Society or such other place and at such times as the Board of Trustees may from time to time determine.

(ii) Notice of regular meetings shall not be required.

B) Special Meetings

(i) Special meetings may be called the President or by any two Trustees.

(ii) Notice of special meetings shall be given by: (i) first class mail at least three (3) days prior to the meeting; or (ii) telephoning at least one (1) day prior to the meeting; or (iii) reasonable electronic method at least one (1) day prior to the meeting; or (iv) by personal delivery at least one (1) day prior to the meeting; but any such notice may be waived by any Trustee. No notice need be given to any Trustee who attends a meeting without protesting, either prior to or at the commencement of the meeting, lack of notice to him or her. At any meeting at which every Trustee shall be present, even though without notice or waiver thereof, any business may be transacted. Waiver of notice may be written or electronic. If written, the waiver must be executed by the Trustee signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably determined that the transmission was authorized by the Trustee.

C) Conduct of Meetings

(i) The President shall chair meetings or the Board of Trustees. In the absence of the President, the Vice President or a chairman chosen by a majority of Trustees in attendance, shall preside.

(ii) A majority of the Trustees present, whether or not a quorum is present, may adjourn the meeting to another time and place. Notice of the adjournment shall not be given to Trustees present at such meeting; if time permits, notice of the adjournment shall be given to Trustees who were not present.

Section 7. Action by the Board of Trustees:

A) Each Trustee shall have one vote.

B) Except as otherwise provided by law or in these by-laws, the act of the Board of Trustees means action at a meeting of the Board at which a quorum is present by vote of a majority of the Trustees present at the time of the vote.

C) A majority of the entire Board of Trustees shall constitute a quorum for the transaction of business.

D) Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all of the Trustees consent in writing to the adoption of a resolution authorizing the action. The resolution and the Trustees' written consents shall be filed with the minutes of the Board.

E) Any one or more Trustees may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time by such means shall constitute presence of the Board of Trustees.

Article IV

The Executive Officers

Section 1 Election of Officers:

The Board of Trustees shall elect Executive Officers at its first meeting of each fiscal year.

Section 2 Number and Terms of the Executive

There shall be five Executive Officers: a President, a Vice President, a Communications Director, a Secretary, and a Treasurer, each of whom must be a Trustee. Officers shall serve for a term of three years, or until successor has been elected and qualified.

Section 3 Organization and Responsibility of Each Executive Officer

President:

- A) Chair meetings of the Board of Trustees and of the Members.
- B) The President shall act as the chief executive officer of the Society and shall supervise generally the management of the affairs of the Society subject to and shall a supervision of the entire Board of Trustees, and ultimately to the membership.
- C) The President shall be responsible for creation of the annual budget of the Society and the capital budget to be submitted to the Village of Fairport.
- D) The President shall also perform such other duties as may be assigned from time to time by the Board.
- E) The President may delegate responsibilities to other members of the Board of Trustees, committees established by the Board of Trustees or members of the Society.
- F) The President may enter into contracts on behalf of the society and hire or dismiss employees, all as authorized by the Board of Trustees.
- G) No employee of the Society may serve as the President.

Vice-president:

- A) Discharge all the duties of the President during a time of absence.
- B) Set up programs for Society meetings.
- C) Other duties as assigned by the President or by the Board of Trustees.
- D) No employee of the Society may serve as the President.

Communications Director:

- A) Oversee Society communications and publicity
- B) Manage official Society correspondence with Individual, Government and Corporate agencies

Secretary:

- A) Give notice of each of the meetings.
- B) Keep minutes of the Member and Board of Trustee meetings. A copy of these records shall remain in a folder at the Society headquarters and a copy shall be sent to the members of Board Trustees. Attachments should also be included so as to give a more complete picture of actions taken by the Board and to provide an historical record of the Society.
- C) Chair the Nominating Committee.
- D) Make copies of any amendments additions to the bylaws and distribute the same.

Treasurer:

- A) Handle all the day to day expenses of the Perinton Historical Society
- B) Deposit funds for the Society and keep books and records of accounts.
- C) Chair the Finance Committee and write the Annual Report.
- D) Help direct the financial affairs the Society concerning investments and the endowment fund.
- E) Prepare and file with the Board monthly statements of account. reports as required.
- F) Prepare and submit governmental reports as required.
- G) Prepare an annual report for the Annual Meeting.

.ARTICLE V

Committees and Task Forces

Section 1. Committees of the Board of Trustees.

A Committee of the Board of Trustees shall comprise only Trustees, and shall appointed by the President with the consent of the Board of Trustees, and shall have the authority to bind the Board of Trustees, except that the Committees of the Board of Trustees will not have any authority with respect to (a) the submission to Members of any action requiring the approval of the Members; (b) the filing of vacancies on the Board Trustees or any committee; (c) the fixing of compensation; (d) the amendment or repeal of the Bylaws or adoption of new Bylaws; (e) the amendment or repeal or any resolution of the Board of Trustees which by its terms will not be amendable or repealable; (f) the election or removal of officers and directors; (g) the approval of a merger or plan of dissolution; (h) the adoption of a resolution recommending to the Members action on the sale, lease, exchange or other disposition of all or substantially all of the assets of eh Society; or (i) the approval of amendments to the Certificate of Incorporation of the Society.

The following Committees are Committees of the Board of Trustees

A) Executive Committee. There shall be n Executive Committee, which shall comprise the Executive Officers, but not less than three. The Executive Committee shall be vested with all the powers of the Board of Trustees when the Board of Trustees is not in session except as otherwise set forth in these Bylaws.

Section 2. Committees of the Corporation.

The Board of Trustees may by resolution consisting of at least three (3) individuals. Members of the Committees of the Corporation shall be appointed by the President with the consent of the Board of Trustees, and shall serve at the pleasure of the Board of Trustees.

Members of the Committees of the Corporation may include Trustees, Members, and any other individuals deemed appropriate by Board of Trustees. The Board of Trustees may prescribe powers and duties to any Committee of the Corporation as the Board of Trustees chooses in its sole discretion. Any Committee of the Corporation shall have the full authority to conduct the business of that committee, object to review and approval of the Board of Trustees. No Committee of the Corporation shall have authority to bind the Board of Trustees.

The Committees of the Corporation may include, but not be limited to , the following:

A. Finance Committee

(i) The Power of the Finance Committee:

The Finance Committee shall be responsible for reviewing Society investments, the Endowment Fund, and the auditing of the Society's accounts.

(ii) Number and Appointment of the Finance Committee:

The Finance Committee shall consist of a Trustee, the Treasurer of the Society and a member representing the operation of the Museum.

(iii) Organization and Responsibility of the Committee:

The Committee shall be chaired by the Treasurer. It is the responsibility of the committee to review the financial accounts of the Perinton Historical Society and the Fairport Historical Museum gift shop. All financial decisions are subject to the approval of the Board of Trustees.

(iv) Meetings:

The Finance Committee shall review accounts of the Society within five months of the beginning of the fiscal year. (September) An Annual Report shall be given to the Board of Trustees and a final report to the membership at the Annual Meeting. (May).

(v) Contents of the Annual Report:

The report shall show in appropriate detail the following:

- a. The assets and liabilities of the Society, including any trust funds and endowments, as of the end of the fiscal year most recently ended.
- b. The principal changes in assets and liabilities, including trust funds and endowments during that fiscal year:
- c. The revenue or receipts of the Society, both unrestricted and restricted to particular purposes, during that fiscal year.
- d. The expenses or disbursements of the Society, for both general and restricted purposes, during that fiscal year.
- e. The Annual Report, following its acceptance by the Board, shall be filed with the minutes of the Trustees and be presented to the Annual Meeting of Members.

B. Nominating Committee

i) The Power of the Nominating Committee:

The Nominating Committee is responsible for nominating candidates to fill upcoming vacancies in the Perinton Historical Society's Board of Trustees and the Executive Officers.

(ii) Number and Appointment of the Nominating Committee:

The Nominating Committee shall consist of three members of the Society, including the Secretary of the Society. The other two members of the Nominating Committee, at least one of whom shall be neither a current Trustee nor an officer, shall be selected by the Board of Trustees not later than two meetings prior to the annual meeting.

(iii) Organization and Responsibility of the Committee:

The Secretary of the Society shall chair the Nominating Committee. If he or she is unable to perform that task, the Nominating Committee shall select the chairperson from among its members. The Committee is responsible for choosing from among the Members, candidates to replace outgoing Trustees of the Society and presenting this slate of candidates to the Board of Trustees and then to the Membership for consideration.

(iv) Meetings:

This Committee shall report at the regular meeting of the Board of Trustees prior to the Annual Meeting, a list of nominees for the offices of Trustees. This report shall not preclude the nomination of any Trustee from the floor at the Annual Meeting. Following acceptance of candidates by the Board of Trustees, the Nominating Committee shall present the nominees at the Annual Meeting of Members, and call for additional nominations from the floor.

Section 3. Task Forces (Limited Term Committees of the Corporation)

The Board may create such task forces as may be deemed desirable. Members of the task forces shall be appointed by the President with the consent of the Board of Trustees, and shall serve at the pleasure of the Board of Trustees. Members of the task forces may include Trustees, Members, and any other individuals deemed appropriate by the Board. Task forces shall have only the mandate and the authority specifically granted to them by the Board of Trustees, and shall function for a specific length of time set by the Board of Trustees,

Section 4. Committee and Task Force Procedure

Any decisions or recommendations made or actions taken by a Committee of the Corporation or a Committee of the Board of Trustees shall be reported to the Board of Trustees at its next meeting and, with respect to recommendations or actions taken by a Committee of the Corporation, shall be subject to approval, revision or alteration by the Board of Trustees. Any action required or permitted to be taken at a meeting of any Committee of the Board of Trustees or Committee of the Corporation may be taken without a meeting if all members of the Committee consent in writing to the proposed action. The members of any Committee of the Board of Trustees or Committee of the Corporation shall not receive any stated salary for their services as such. The Board of Trustees shall have the power, in its discretion, to contract for and to pay to any member of a Committee of the Board of Trustees or a Committee of the Corporation rendering unusual or special services to the Corporation on special compensation appropriate to the value of such services. No member of a Committee of the Board of Trustees or a Committee of the Corporation shall be present at or otherwise participate in any Board of Trustees or committee deliberation or vote concerning such person's compensation; provided that nothing in this Section 4 shall prohibit the Board of Trustees or authorized committee from requesting that such individual present information as background or answer questions at a committee or Board of Trustees meeting prior to the commencement of deliberation or voting related thereto.

ARTICLE VI

Membership

Section 1 The Power of the Membership:

1 The Perinton Historical Society exists because of the support of its members. Officers and Trustees are elected from the membership to help guide the Society for a set period of time. All meetings of the members and records are open to Active Members of the Society.

Section 2 Classes of Members:

The Society shall comprise two classes of members: active and honorary. The Board of Trustees shall establish various levels of a members.

Honorary Members:

A) Persons who have conspicuously served the Society or who otherwise have done important historical work may be elected honorary members by a three-quarters vote of the Board of Trustees.

B) Honorary members may not hold office in the Society or vote, unless they also become an active member.

Active Members:

- A) Active membership dues shall be paid annually, at the beginning of the fiscal year. The membership year runs from September 1 of one year through August 31 of the following year. Non-members who apply for membership after January 1 shall be considered active members through August 31 of the following year.
- B) Levels of active memberships include : one-person memberships (Individual, memberships (Individual, Senior Single, Student), two -person memberships (Senior Couple, Business), and multiple -person(Family, Patron). Family and Patron include membership benefits for all those included in their households. Additional membership levels may be created at the discretion of the Board of Trustees.
- C) Dues rates for each level of active membership shall be set from time to time by the Board of Trustees. Active members of all levels will have the same rights and privileges within the Society.

Section 3 Meetings and Benefits of Society Membership:

Meetings of the members and benefits may vary from year to year; however, the following should be expected by members:

- A) Monthly meetings of the members of the Society or alternative events will take place from September to June except when conditions do not allow such a meeting to take place. Conditions include weather holidays, and unforeseen disruptive events.
- B) Extensive research of all Society archives is allowed with supervision of the museum staff.
- C) Active members are eligible to volunteer for short or long term projects as needed by the Society.
- D) Members are welcome to attend meetings of the Board of Trustees, except when that body is in executive session.
- E) A Society newsletter shall be provided by the Society to all Active and Honorary Members eight times per year.
- F) A list of current Members shall be maintained by the Society for the purposes ensuring their rights and privileges and facilitating communications.

ARTICLE VII

Member Meetings

Section 1 Meetings of Members:

- A) Regular meetings of the Members shall be held monthly from September to June, except as the Board of Trustees may otherwise decide.
- B) There shall be an Annual Meeting of Members entitled to vote, held in May, for

the election of the Trustees, the presentation of the Annual Report, and such business as the Board of Trustees may determine.

C) Notice of the place, date, hour and purpose of the annual meeting shall be delivered to each Member or the Designated Voter, as defined in Section 4(B) hereafter, (a) by electronic mail or facsimile; or (b) personally; or (c) by first class mail, to each participating Member or the Designated Voter of record entitled to vote at the meeting, not less than 10 nor more than 50 days prior to the date of the meeting. If mailed via first class mail, such notice is given when deposited in the United States mail, with postage prepaid, directed to the Member or the Designated Voter at the address appearing on the record of Member or the Designated Voters, unless a written statement shall have been filed with the Secretary of the Society requesting that notices be mailed to some other address, in which case it shall be mailed to the other address so designated. If mailed via electronic mail or facsimile, such notice is given when directed to the Member or the Designated Voter's fax number or electronic mail address as it appears on the record of Member or the Designated Voters, or, to such fax number or other electronic mail address as filed with the Secretary of the Society. Notwithstanding the foregoing, such notice shall not be deemed to have been given electronically if (a) the Society is unable to deliver two consecutive notices to the Member or the Designated Voter via facsimile or electronic mail; or (b) the Society otherwise becomes aware that notice cannot be delivered to the Member or the Designated Voter by facsimile or electronic mail.

D) Meetings of Members shall be held at the principal office of the Society or at such other place or places, within or without the State of New York, as may be determined by the Board of Trustees.

Section 2 Quorum, Adjournment of Meetings:

A) Active Members or Designated Voters entitled to cast one hundred (100) votes or ten (10) percent of those members entitled to vote, whichever is lesser, shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by I subsequent withdrawal of any Members or Designated Voters.

B) Despite the absence of a quorum, the Members present may adjourn the meeting to another time and place and it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If after the adjournment, however, the Board of Trustees fixes a new record date for determining the Members and Designated Voters entitled to vote at the adjourned meeting, a notice of the adjourned meeting shall be given to each Member then entitled to notice.

Section 3 Conduct of the Meeting:

At every meeting of the Members, the President, Vice President, or in the absence of such officers, a person selected by the meeting shall act as chairman of the meeting. The Secretary or, in the absence of the Secretary, a person selected by the meeting shall act as secretary of the meeting.

Section 4 Voting:

A) Each one-person membership (individual senior single, or student) shall have one vote.

B) All other memberships (senior couple business, family, patron) shall have two (2) votes. All memberships entitled to two (2) votes shall designate the two persons from among the persons listed under such membership who are eighteen (18) years of age or older who shall have the right to vote on behalf of the membership annually when the membership dues are paid (each a Designated Voter). Each member may replace one or both Designated Voter., at any time upon written notice to the secretary of the Society. The Designated Voter shall be considered the active members of the Society.

C) Whenever any corporate action is to be taken by vote of the Members, it shall, except as otherwise required by law or by the certificate of Incorporation, be authorized by a majority of the votes cast at such meeting

Section 5 Proxies:

A) Every Member or Designated Voter entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act on his behalf by proxy.

B) Every proxy must be signed by the member or the Designated Voter or the Member's or the Designated Voter's attorney-in act. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member or Designated Voter executing it, except as otherwise provided by law.

C) The authority of the holder of a proxy) act shall not be revoked by the incompetence or death of the Member who executed the proxy unless, before the authority is exercised, written notice of adjudication of incompetence or of death is received by the Secretary or an acting Secretary.

Section 6 Special Meetings:

Special meetings of Members may be called at any time by the President, Vice-President or the Board of Trustees. Special meetings of the Members for the election of Trustees may be called by the Members if there is failure to elect a sufficient number of directors to conduct business of the corporation, as provided in section 604 of the Not for Profit Corporation Law, subject to the special quorum provisions therein. Notice of a special meeting of Members shall include a statement of the purpose or purposes for which the meeting is called and shall indicate that it is being issued by or at the direction of the person or persons who called the meeting.

Article VIII

Financial Matters

Section 1 Deposits:

All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, companies or other depositories as the Board of Trustees may select.

Section 2 Checks and Drafts:

All checks, drafts and other orders for the payment of money out of the funds of the Society, and all notes or other evidences indebtedness of the Society, shall be signed on behalf of the Society in such a manner as shall from time to time be determined by resolution of the Board of Trustees, provided however, that any such check, draft or order for payment that exceeds the sum of \$1,000 shall be signed by any two of the President, Vice-President or Treasurer of the Society or shall have been previously authorized by the Board of Trustees.

Section 3 Assignment and Transfer of Stocks, Bonds and Securities:

Any two of the President, Vice-President, Treasurer of the Society shall have power to assign or endorse for transfer, and to deliver any stock, bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the Society.

Section 4 Execution of Contracts:

The Board of Trustees, except as otherwise provided in these by-laws, may authorize any officer or agent to enter into any contract execute and deliver any instrument in the name of and on behalf of the Society. Such authority may be general or confined to specific instances. However, unless expressly authorized by the Board of Trustees or these by-laws, no officer, agent or employee of the Society shall have any power or authority to bind it to any contract, to pledge its credit, or to render it liable pecuniary in any amount for any purpose.

Section 5 Conflicts of Interest:

The Trustees and Officers of the Society shall not be interested, directly or indirectly, in any contract or transaction relating to or incidental to the operations conducted by the Society, and may act for and on behalf of the Society with respect to those contracts or transactions; provided, however, that (i) any contract or transaction in which the Trustee or Officer is personally interested as a stockholder, director or otherwise shall be at

arms-length and not violative of the proscriptions contained in the Certificate of Incorporation against the Society's use or application of its assets, income or profit for private benefit; (ii) no contract, transaction or act shall be taken for and on behalf of the Society if such contract, transaction or act is a prohibited transaction or would result in the denial of the tax exempt status under the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended (the "Code"); and (iii) no contract, transaction or act shall violate any Conflict of Interest and Related Transaction Policy of the Society, as amended from time to time by the Board. In no event shall any person or other entity dealing with the Trustees or Officers be obligated to inquire into the authority of the Trustees or Officers to enter into and consummate any contract, transaction or other action. When the Board of Trustees is considering any contract or transaction in which a Trustee has an interest, directly or indirectly, as described above, or when the Board of Trustees of the Society are considering a decision a Trustee has a conflict of interest as defined in the Society's Conflict of Interest and Related Transaction Policy from time to time, the Trustee shall disclose the material facts as to the Trustee's interest or conflict of interest to the Board of Trustees prior to Board of Trustees' discussion. Trustees shall abide by the Conflict of Interest and Related Transaction Policy of the Society as amended from time to time by Board of Trustees.

Section 6 Loans:

- A) No financial loans shall be incurred specifically authorized by the Board
- B) No loans other than through the purchase of bonds, debentures, or similar obligations of the type customarily deposited of funds in a bank, shall be made by officers or to any other corporation of which any Trustee or officer is a direct interest, or made on behalf of the Society unless authorized by a two-thirds majority vote. purchase of bonds, debentures, or similar sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Society to any of its Trustees or firm, association or other entity in which any Trustee or officer or holds a substantial financial interest.

Section 7 Purchase, Sale, Mortgage and Lease of Real Property:

A vote of two-thirds of the entire Board of Trustees shall be required to authorize a purchase, sale, mortgage or lease of real property by the Society.

Article IX Amendments

Except as otherwise provided in these by-laws, a vote of a majority of the Members present at a

regular meeting of Members duly held, or a vote of two-thirds of the entire Board of Trustees, shall be required to amend or repeal any by-law of the Society.

Any amendment to a by-law which is effected repealed by vote of the Members may not thereafter be repealed by vote of the Board of Trustees, unless the resolution of the Members effecting such amendment provides otherwise. Any by-law which is repealed by vote of the Members may not thereafter be reinstated by vote of the Board of Trustees, unless the resolution of the Members effecting such repeal provides otherwise. any by-law which is amended or repealed by vote of the Board of Trustees and subsequently reinstated by vote of the Members may not thereafter be amended or repealed by the Board of Trustees, unless the resolution of the Members effecting such reinstatement provides otherwise.

All amendments will be noted by the Secretary of the Society and filed under the appropriate article in the by-laws.

These by-laws should be reviewed and updated five years or as deemed necessary by the Board of Trustees and the membership.

Article X General

Section I Office:

The office of the Society shall be at place the Board of Trustees may determine.

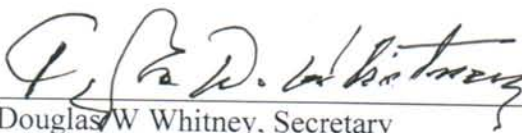
Section 2 Books and Records:

There shall be kept at the office of the Sod

1. Correct and complete books and records of account.
2. Minutes of the proceedings of Board of Trustees and of the committees of the Board of Trustee and of the Society.
3. A current list of the Trustees an officers of the Society and their residence addresses.
4. Copies of such documents as the Internal Revenue Service or any other relevant authority may require the Society to make available for public inspection.
- I 5. A copy of these by-laws.

SECRETARY'S CERTIFICATE

I hereby certify that the foregoing is a true and accurate copy of By-Laws adopted by the Board of Trustees at a Regular Meeting duly called and held on April 24, 2018, a quorum being present and two-thirds of the Trustees voting therefor. I further certify that the same were adopted by majority vote of the Members at a Regular Meeting duly called and held on May 15, 2018, a quorum being present.



Douglas W Whitney, Secretary