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## By-Laws; 1998

Buffalo Quarters Historical Society

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## BUFFALO QUARTERS HISTORICAL SOCIETY DEVELOPMENT CORPORATION

### BY-LAWS

#### ARTICLE I

##### Name and Offices

Section 1.1 NAME. The name of this corporation is Buffalo Quarters Historical Society Development Corporation.

Section 1.2 CORPORATE OFFICES. The principal office of this corporation shall be located within Erie County, State of New York. The corporation may establish other offices, as the board of directors may designate or as the affairs of the corporation may require from time to time.

Section 1.3 PURPOSE. The purposes for which this corporation is formed are as follows:

- A. To conduct historical research including, but not limited to, areas of Black History, the Civil War, and the Underground Railroad.
- B. To provide, in connection with such research, ~~community and economic development services~~, (services?) exclusively for educational and charitable purposes.
- C. To operate the Buffalo Quarters Historical Society.
- D. To conduct and sponsor the Buffalo Quarters Underground Railroad Reenactment Celebration.
- E. To conduct, sponsor, and prepare other historical reenactments for the education of the general public.
- F. To develop outreach services to youths, seniors and other target populations in order to share information in areas related to historical research and preservation.
- G. To further its education and charitable purposes as stated above, to acquire, by purchase or lease or manufacture or otherwise, any personal property deemed



necessary or proper or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held or occupied by the corporation and in any personal property deemed beneficial to the corporation, to mortgage, pledge, sell, let or otherwise dispose of any personal property owned or held by the corporation.

H. To further its educational and charitable purposes as stated above, to acquire by purchase or lease, gift, grant, devise, or bequest or otherwise, lands and interests in lands in this or any other state or territory of the United States or a foreign country and to own, hold, improve, employ, develop, use and manage and deal with any real estate so acquired by the corporation, buildings or other structures with their appurtenances and to manage, operate, lease re-build, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied and to mortgage, pledge, create a security interest in, sell, convey, lease, exchange, transfer or otherwise dispose of any lands or interests in lands and any buildings or other structures and any stores, shops, rooms or part of any buildings or other structures at any time owned or held by the corporation.

I. To do everything necessary, suitable or proper for the accomplishment, attainment or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of or connected with, the purposes, objects or powers set forth in the Certificate of Incorporation, whether alone or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by the laws of the State of New York upon a Not-For-Profit Corporation organized under the laws of the State of New York and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or



could do; provided, that nothing herein set forth shall be construed as authorizing the corporation to possess any purposes, object or power, or to do any act or thing forbidden by law to a Not-For-Profit Corporation organized under the Laws of the State of New York.

## ARTICLE II

### Board of Directors

*The Corporation shall appoint & be governed by a*

Section 2.1 General Powers. The Corporation shall be governed by a Board of Directors, consisting of not less than ~~3~~ nor more than 27 persons who represent a broad base of knowledge and understanding of the historical purposes of the Corporation.

*The Corporation shall maintain the power to*

Section 2.2 Election of Directors. New directors shall be elected by the Board of Directors at each Annual Meeting, for a term of three years.

Section 2.3 Term of Office. Each director shall hold office for such elected term, and until a successor is elected, and is eligible for additional three-year terms. Service for an unexpired term shall not bar a director from additional terms.

Section 2.4 Vacancies. If any vacancy occur during the year, the Board shall elect a person to serve for the balance of the vacated term.

Section 2.5 Attendance at Meetings. Each director shall attend all meetings of the Board. If any director shall be absent for three consecutive meetings of the Board, the Executive Committee shall inquire into the intentions of such director and unless he has a legitimate excuse acceptable to the Executive Committee, the Executive Committee shall, if satisfied, declare that the directorship is vacant, and report the vacancy to the Board.

Section 2.6 Removal of Directors. Any director may be removed for cause by the in-person vote of a majority



of the voting members of any meeting, notice of which shall have referred to the proposed action.

## ARTICLE III

### Meetings

Section 3.1 Annual Meeting. The Annual Meeting of the Board of Directors shall be held in the month of February, and written notice thereof shall be sent to each director at least seven days prior thereto.

Section 3.2 Regular and Special Meetings. Regular and special meetings of the Board of Directors shall be held at such times and at such places as the Board of Directors may determine. Special meetings may be called by the President, or by the President at the request of five Directors.

Section 3.3 Quorum. One-Third of the membership of the Board of Directors shall constitute a quorum.

Section 3.4 Voting. At all meetings of the Board of Directors and of Committees of the Board, as hereinafter described, a simple majority vote of those present shall prevail on all questions, except as otherwise provided herein.

## ARTICLE IV

### Elections

Section 4.1 Nominations. A Nominating Committee of three directors shall be appointed by the President of the Board of Directors not less than thirty days prior to the Annual Meeting for the purpose of preparing a slate of candidates for election to the Board of Directors, and for officers of the Corporation, nominating one or more names for each expired and unexpired term to be filled in accordance with Article II; the President shall designate one of the members to serve as chair.

*incorporates  
incorporates*



Section 4.2 Slate. The chair shall certify the slate of nominees to the Secretary at least fifteen days prior to the Annual Meeting, and the Secretary shall transmit one written copy thereof to each member with the notice of the Annual Meeting.

Section 4.3 Voting. If the slate is multiple, ballots shall be prepared and distributed to each director at the Annual Meeting, and the President shall designate two directors to act as counters; if the slate is single, voting may be by voice. Additional nominations may be made by written petition signed by at least five directors and presented at the Annual Meeting.

Section 4.4 Interim Vacancies. Nominations to any interim vacancies on the Board shall be presented by the Nominating Committee at any regular meeting of the Board.

Section 4.5 Vacancies in Office. Vacancies in any office except that of President shall be filled by elections of the Board at its next meeting after such vacancy occurs. Nominations to fill such vacancies shall be made by the Nominating Committee.

## **ARTICLE V**

### **Functions of the Board of Directors**

Section 5.1 Responsibilities. The Board shall be responsible for the operation of the corporation and the management of its property, real and personal; may appoint and employ and Executive Director; shall be responsible for the financial status of the Corporation; may enter into agreements and contracts; shall establish policies; may delegate authority and designate agents; and shall represent the corporation to the community and the community to the corporation.

Section 5.2 Fiscal Responsibilities. The Board shall be responsible for the approval and auditing of the annual budget, and for securing funds for regular, special, and capital expenditures. The fiscal year of the Corporation shall be September 1 to August 31.



The Board shall bond all directors and staff handling funds in appropriate amounts.

## ARTICLE VI

### Officers

Section 6.1 Officers. The officers of the Corporation and of the Board of Directors shall be President, Vice-President, Treasurer, and Secretary. All officers shall be elected as hereinbefore provided for the term of one year and until a successor is elected, and each officer shall be eligible for reelection for two successive full terms.

Section 6.2 President. The President shall be the chief officer of the corporation and shall preside at all meetings of the Corporation and of the Board and of the Executive Committee; shall be a member *ex officio* of all committees; shall represent the Corporation in its relationship with other organizations and with the community; shall sign agreements and contracts; and shall perform all other duties of the office of President as set forth herein.

Section 6.3 Vice-President. The Vice-President shall, in the absence or disability of the President, assume all duties, responsibilities, and powers of that office and, shall, if the office becomes vacant, serve as President for the balance of the term; and shall perform all of the duties of the office of Vice-President as set forth herein.

Section 6.4 Treasurer. The Treasurer shall be responsible for the receipt and disbursement of all funds of the Corporation; shall deposit funds in such savings and checking accounts and invest in such investments as the Board may direct; shall be responsible for the systems of bookkeeping, accounting, and auditing; shall make regular financial reports to the Board and the comprehensive financial report at the Annual Meeting; and shall perform all of the duties of the office of Treasurer as set forth herein.



Section 6.4 Secretary. The Secretary shall be responsible for recording the proceedings of the Board, the Corporation, and the Executive Committee; shall keep an accurate roll of the members of the Board; and shall perform all of the duties of the office of Secretary as set forth herein.

## ARTICLE VII

### Executive Director

Section 7.1. The Board may employ an Executive Director who shall be in full and active charge, direction, and management of the programs and the administration of the Corporation under the policies established by the Board.

Section 7.2 Duties. The Executive Director shall have the responsibility for the employment and discharge of personnel and staff, and of the training, development, and discipline of such staff within the existing personnel policies and practices as established by the Board of Directors; shall administer the daily affairs of the Corporation, making expenditures and contracts when so required by governmental or other funding agencies, or as designated and authorized by the Board of Directors; shall be responsible for conforming with all the ordinances, regulations, statutes and rulings of governmental bodies affect the operation of the Corporation; shall control and be responsible for all the records and books and make available to the Board reports on the operation of the Corporation; shall be responsible for the recruitment and training of volunteers; shall attend all meetings of the Corporation, Board and Standing and Special Committees as hereinafter defined unless otherwise directed; and shall perform all other duties of Executive Director as established by the Board, set forth herein or otherwise within the scope of the office.



## ARTICLE VIII

### Committees of the Board

Section 8.1 Standing Committees. The Board's standing committees shall be Executive, Finance, Program, and Nominating which shall be appointed by the President within one month after the first meeting of the Board following the Annual Meeting, designating a member of the Board as chair of each committee.

Section 8.2 Special Committees. The President may appoint, with the approval of the Board, special committees to carry out specific programs and events, which shall be discharged upon the making of final reports.

Section 8.3 Meetings. Meetings of each committee shall be held whenever called by the chair, and the chair shall call a meeting of such committee whenever requested to do so by the Board or by the President.

Section 8.4 Reports. Each committee shall make a written report of its acts and proceedings when requested by the President and shall act promptly on all matters which shall be within its province and which shall be delegated to it from time to time, subject to the direction and ratification of the Board; no committee shall act independently and all committee recommendations shall be made in writing to the Board.

Section 8.5 Executive Committee. The Executive Committee shall consist of the officers of the Corporation as provided herein; it may conduct the necessary business of the Corporation in matters of emergency and between regular Board Meetings; may consider matters affecting any area of the programs of the Corporation for the purpose of formulating recommendations to the Board; may receive matters from the Board for investigation, evaluation, and action; may be responsible for making decisions regarding expenditures of funds when urgent and necessary between meetings of the Board; and shall report to and be responsible to the Board for all such actions taken.



Section 8.6 Finance Committee. The Finance Committee shall have the responsibility for assuring income to meet the needs of the Corporation, acquiring special funds in emergencies and for capital improvements, regularly supervising investments, keeping an adequate insurance program, approving large budgetary and extraordinary expenditures, review methods of finance reporting; shall prepare the annual budget of the Corporation and present it to the Board and to any other authorized organization; shall keep informed at all times of the financial status of the Corporation in relation to the budget; shall make recommendations of long-term financing and programs affected thereby; shall report to and be responsible to the Board for all such actions taken; the Treasurer shall be a member of this Committee.

Section 8.7 Program Committee. The Program Committee shall be responsible for all programs of the Corporation; shall recommend changes and expansion of programs to the Board; shall be responsible for evaluations of all programs and reporting their evaluations to the Board; shall report to and be responsible to the Board for all such actions taken.

Section 8.8 Nominating Committee. The Nominating Committee shall be responsible for the screening and recommendation of Directors for membership on the Board; shall prepare the slate for the Annual Meeting; shall report to and be responsible to the Board for all such actions taken.

## **ARTICLE IX**

### **Indemnification**

Each officer and director shall be indemnified by the Corporation against expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of being or having been such an officer or director, except as to matters for which he shall be finally adjudged in criminal violation of the performance of his duty as such officer or director, and such right of indemnification shall not be exclusive of his other rights and remedies.



## ARTICLE X

### Rules of Order and Amendments

Section 10.1. The order of business and rules of order at all meetings of the Corporation, Board, and all Committees shall be governed by **ROBERT'S RULES OF ORDER, REVISED** unless otherwise provided herein.

Section 10.2. The Constitution and By-Laws may be amended at any Annual Meeting or Special Meeting of the Corporation properly called, provided that the amendments to be presented are specifically submitted with the notice of the meeting.

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## BY-LAWS

### OF

### BUFFALO QUARTERS HISTORICAL SOCIETY DEVELOPMENT CORPORATION

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(A Not-For-Profit Corporation)

## ARTICLE I

### OFFICES

The principal office of the Corporation shall be located in the City of Buffalo  
and State of New York , County of Erie . The Corporation may also have such  
offices at such other places within or without the State as the Board of Directors may  
from time to time determine.

## ARTICLE II

### MEMBERS

1. (a) The persons signing the Certificate of Incorporation as Incorporators shall be the first members of the Corporation, unless they shall have resigned as such members or unless membership shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Corporation shall be affixed to the By-Laws of the Corporation, and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the



amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership. The resolution as to classification of members is annexed hereto as Exhibit "A".

(b) The right or interest of a member shall not terminate except upon the happening of any of the following events: - death, resignation, expulsion, dissolution or liquidation of the Corporation.

2. (a) The Annual Meeting of Members of the Corporation shall be held on such date or dates as shall be fixed from time to time by the Board of Directors of the Corporation. The first Annual Meeting shall be held on a date within twelve months after the formation of the Corporation. Each successive Annual Meeting shall be held on a date not more than twelve months following the preceding Annual Meeting. Special Meetings of members may be held on such date or dates as may be fixed by the Board of Directors of the Corporation from time to time and by the members on such date or dates as shall be permitted by law.

(b) Any Annual or Special Meeting of Members may be held at such place within or without the State as the Board of Directors of the Corporation may from time to time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Corporation.

(c) Annual or Special Meetings of Members may be called by the Board of Directors or by any officer of the Corporation instructed to do so by the Board of Directors, except to the extent that directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

(d) Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given either personally or by first class mail not less than 10 days nor more than 50 days before the date of the meeting, to each member at his address recorded on the records of the Corporation, or at such other address which the member may have furnished in writing to the Secretary of the Corporation. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member. Any notice of meeting to members relating to the election of directors, shall set forth any amendments to the By-Laws of the Corporation adopted by the Board of Directors, together with a concise statement of the changes made.

(e) At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefor, any member who has given written notice to the Corporation, which request shall be made at least 10 days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.



3. At each Annual Meeting of Members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of Members.

4. (a) Meetings of the members shall be presided over by the following officers, in order of seniority - the Chairman of the Board, Vice Chairman of the Board, President, Executive Vice-President, Vice-President or, if none of the foregoing is in office or present at the meeting, by a Chairman to be chosen by a majority of the members in attendance. The Secretary or an Assistant Secretary of the Corporation shall act as Secretary of every meeting. When neither the Secretary nor an Assistant Secretary is available, the Chairman may appoint a Secretary of the meeting.

(b) The order of business at all meetings of members shall be as follows:

Roll call.

Reading of the minutes of the  
preceding meeting.

Report of standing committees.

Officers' reports.

Old business.

New business.

5. Every member may authorize another person to act for him by proxy in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his attorney in fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

6. The directors may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint inspectors. Each appointed inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability. The inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented at the meeting, the existence of a quorum, and the validity and effect of proxies. The inspectors shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote of all members. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

7. Except as provided by law, the members entitled to cast a majority of the total number of votes entitled to be cast at the meeting, shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote. In the election of directors, a plurality of the votes cast shall elect. Except to the extent provided by law, all other action shall be by a majority of the votes cast, provided that the majority of the affirmative votes cast shall be at least equal to a quorum. Whenever the vote of members is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken signed by all the members entitled to vote.



8. The Board of Directors of the Corporation shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than 50 days nor less than 10 days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board of Directors for such adjourned meeting.

9. The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Corporation or a facsimile thereof.

10. In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the Certificate of Incorporation of the Corporation, each certificate evidencing such capital contribution shall conform to the law of the State of Incorporation.

11. Notwithstanding anything to the contrary stated herein, the only class of members entitled to vote are the Class A members as described in the annexed resolution.

### ARTICLE III

#### BOARD OF DIRECTORS

1. The Corporation shall be managed by a Board of Directors. Each director shall be at least 18 years of age, and shall be a member of the Corporation during his directorship. The initial Board of Directors shall consist of 3 persons. Thereafter, the number of directors constituting the entire Board shall be no less than three. Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the members or of the Directors. The number of Directors may be increased or decreased by action of the members or the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

2. The first Board of Directors shall consist of those persons elected by the Incorporators or named as the initial Board of Directors in the Certificate of Incorporation of the Corporation, and they shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualified. Thereafter, at each Annual Meeting of Members, the \*membership shall elect directors to hold office until the next Annual Meeting. Each director shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided. \*voting

3. ~~(a) Any or all of the members of the Board of Directors may be removed with or without cause by vote of the members of the Corporation.~~ The Board of Directors may remove any director thereof for cause only.



(b) A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

4. Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of majority of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Certificate of Incorporation of the Corporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.  
\*voting

5. (a) A regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, the President, or by a majority of the directors then in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.

6. Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire members of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more directors a quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

7. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors. If there be no Chairman or in his absence, the President shall preside and, if there be no President or in his absence, any other director chosen by the Board, shall preside.

8. Whenever the Board of Directors shall consist of more than three persons, the Board of Directors may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

9. See page 9(a).

#### ARTICLE IV

##### OFFICERS

1. The Board of Directors may elect or appoint a Chairman of the Board of Directors, a President, one or more Vice-Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as they may determine. The President may but need not be a director. Any two or more offices may be held by the same person except the office of President and Secretary.



9. In addition to the Board of Directors, there shall be an Advisory Board of associate members, appointed by vote of the Board of Directors. The purpose of the Advisory Board is to give the Board of Directors advice on all matters related to the corporation's purposes and activities and the expansion and promotion thereof. The Advisory Board will meet at quarterly intervals. Each member of the Advisory Board will have a term of not more than three (3) years.

2. Each officer shall hold office until the Annual Meeting of the Board of Directors, and until his successor has been duly elected and qualified. The Board of Directors may remove any officer with or without cause at any time.

3. (a) The President shall be the chief executive officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors.

(b) During the absence or disability of the President of the Corporation, the Vice-President, or, if there be more than one, the Executive Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

(c) The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when counter-signed by the President; he may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President.



(d) The Secretary shall keep the minutes of the Board of Directors and the minutes of the members. He shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. He shall serve all notices for the Corporation which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation.

## ARTICLE V

### MISCELLANEOUS

1. The Corporation shall keep at the principal office of the Corporation, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board of Directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and address of all members.

2. The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

3. The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

4. (a) All By-Laws of the Corporation shall be subject to alteration or repeal, and new by-laws may be made, by a majority vote of the members entitled to vote in the election of directors, at a special meeting of the members called for such purpose.

(b) The Board of Directors shall have the power to make, alter or repeal, from time to time, By-Laws of the Corporation, except that the Board may not amend or repeal any by-law in which control thereof is vested exclusively in the members. If any by-law regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors, the by-law so made, amended or repealed, together with a concise statement of the changes made.