

**ADIRONDACK ARCHITECTURAL HERITAGE**

1745 Main Street  
Keeseville, NY 12944

**BYLAWS**

**ARTICLE I**

**Name**

Section 1. **Name.** The name of the Corporation shall be Adirondack Architectural Heritage (referred to in these bylaws as the "Corporation").

**ARTICLE II**

**Purposes**

Section 1. **Purposes.** The purposes of the Corporation shall be the same as those set forth in its Certificate of Incorporation, to wit:

- (a) To enhance public understanding and appreciation of the architectural and historical resources of the Adirondack Park;
- (b) To facilitate mutual support among organizations and individuals working to protect the architectural and historical resources of the Adirondack Park;
- (c) To seek solutions for endangered historical and architectural resources of the Adirondack Park.

Section 2. **Territory.** The "Blue Line" boundary of the Adirondack Park will delineate the organization's primary geographic focus. However, this should be considered a flexible limit, for example, in cases where a county crosses the Blue Line.

Section 3. **Prohibited activities.** The prohibited activities of the organization shall be the same as those prohibited in its Certificate of Incorporation.

**ARTICLE III**

**Membership**

Section 1. **Membership.** Membership in the Corporation shall be open to all individuals and organizations who share an interest in historic preservation in the Adirondack Park.

Section 2. **Dues.** The Board shall establish dues for various levels of membership.

**ARTICLE IV**

**Annual Meeting**

Section 1. **Annual Meeting.** The Corporation shall hold an annual membership meeting at a time and place to be fixed by the Board, for the purpose of considering reports on activities, programs and finances, of electing board members, and of conducting any other pertinent business.

Section 2. **Notice of Meetings.** Notice of time, place and purpose of the annual meetings shall be given by mail and/or electronic communication to each member of the Corporation not less than 10 nor more than 50 days before the meeting.

Section 3. **Quorum.** At any meeting of members, a majority of current members or twenty members, whichever is less, shall constitute a quorum.

Section 4. **Nominations.** At the first meeting of the Board following the annual meeting, the president, with the concurrence of the Board, shall appoint a nominating committee of not less than three members of the Corporation to present nominations for Board members to be acted upon at the annual meeting and for elected officers to be acted upon at the first Board meeting following the annual meeting. Nominees for office shall be members of the Board. The consent of the nominee shall be obtained before his name is presented.

Section 5. **Voting.** At every meeting of the members, each current member present shall be entitled to one vote. All elections and all questions before any such meetings shall be decided by a majority vote of the members present at any meeting at which there is a quorum present unless otherwise provided in these bylaws.

Section 6. **Vacancies.** The Board of Directors may appoint a person to fill any vacancy in the Board. A person so appointed shall serve only until the next annual meeting, but shall be eligible for nomination and election for the remainder, if any, of the term thereafter.

Section 7. **Special Meetings.** Special meetings of the membership may be called at any time by the President or by a majority of ten members of the Board of Directors and must be called by the President upon receipt of the written request of twenty-five members of the Corporation. Notice of time, place and purpose of the meeting shall be given to each member not less than ten days nor more than thirty days before the meeting.

## ARTICLE V Board of Directors

Section 1. **Function and Composition.** The Board of Directors shall be responsible for the business and affairs of the Corporation. The Board shall consist of not less than 10 nor more than 25 board members, all of whom shall be members of the Corporation.

Section 2. **Election.** Beginning with the first annual meeting after incorporation, the directors shall be elected at a meeting of the members of the Corporation for a term of three years and shall serve for such term and until the election and qualification of their successors, except for providing for the filling of vacancies.

Section 3. **Term of Office.** Directors shall be elected to three (3) year terms and may serve two (2) consecutive three (3) year terms. A Director who has served two (2) consecutive three (3) year terms will be eligible for re-election to the Board of Directors after one (1) year has elapsed following the expiration of the second consecutive term of office. These term limits are automatically extended when the director has been elected to an office and additional time is necessary to fulfill his or her obligations as an officer.

Section 4. **Regular meetings.** Regular meetings of the Board of Directors shall be held according to a schedule determined by the Board.

Section 5. **Special Meetings.** Special meetings of the Board of Directors may be called by the President and must be called by the President or Secretary on written request of a majority of the Board.

Section 6. **Notice of Meetings.** Notice of all meetings of the Board shall be sent to its members at least ten days before the meeting.

Section 7. **Quorum.** At all meetings of the Board of Directors, 51% of its members shall constitute a quorum for the transaction of business.

Section 8. **Action by the Board of Directors.**

8.1. *Action Defined.* Except as otherwise provided by statute and/or these Bylaws, an “act,” or “action,” of the Board of Directors shall mean an action at a Meeting of the Board authorized by vote of a majority of the Directors present at the time of the vote, provided a sufficient quorum is present.

8.2. *Written Unanimous Consent.* Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if the Entire Board submits to the Secretary of The Corporation, or his/her designee, a written consent, delivered by regular mail, facsimile and/or electronic mail, authorizing a resolution to permit the action. A copy of the resolution, and all written consents thereto, shall be filed with the minutes of the proceedings of the Board.

8.3. *Electronic Communication.* Any, or all, Director(s), or committee member(s), may participate in any meetings of the Board of Directors, by means of a conference telephone, electronic video screen communication or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting of the Board.

Section 9. **Compensation.** No board member, officer, member, or employee of the corporation shall receive or be entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services.

Section 10. **Attendance.** Directors are expected to attend meetings of the Board and any Director who fails to attend three consecutive meetings without adequate excuse will be presumed to have resigned.

Section 11. **Removal.** A Director may be dismissed from the Board by a vote of two-thirds of the entire Board, not including said member who shall not vote on the matter of his own removal.

## ARTICLE VI

### Officers

Section 1. **Title and Number.** The elected officers of the Corporation shall be a President, Vice President, Treasurer and Secretary. In addition, the Board of Directors may appoint non-elected officers as it deems appropriate for the conduct of Corporation's activities.

Section 2. **Election.** Election of officers shall take place at the first Board meeting following the annual meeting and every two years thereafter. Officers shall be elected by a majority vote of the Board members present at said meeting.

Section 3. **Term.** The officers shall serve for a period of two years or until their successors are elected and qualify.

Section 4. **President.** The President of the Board shall preside at meetings of the membership and of the Board of Directors and shall perform such other duties and have such other powers as may be prescribed by the Board of Directors and by the bylaws. She or he shall, by and with the consent and approval of the Board of Directors, have power to appoint committees, assign staff, and delegate responsibilities and authority so as to further the purposes of the Corporation.

Section 5. **Vice President.** In the absence of the President, the Vice President of the Board shall preside at meetings and fulfill other Presidential duties, as needed. More than one Vice President may be elected and a Vice President may act as President elect during the last year of the President's term.

Section 6. **Secretary.** The Secretary shall keep an accurate record of all meetings of the members and the Board and shall perform such other duties as from time to time may be prescribed by the Board.

Section 7. **Treasurer.** The Treasurer shall be responsible for all funds and financial records of the Corporation, subject to such regulations as may be imposed by the Board of Directors.

Section 8. **Removal.** Officers may be removed from office by vote of two-thirds of the members of the Board of Directors.

Section 9. **Vacancies.** The Board of Directors may elect a person to fill any vacancy among the elected officers. A person so elected shall serve only until the next Board meeting at which officers are elected, but shall be eligible for nomination and re-election for subsequent terms.

## ARTICLE VII Committees

Section 1. **Committee Types & General Authority & Responsibilities.** The Board of Directors may permissibly charge committees to perform various functions on behalf of The Corporation in either of the two (2) available types: Committees of the Board and Committees of the Corporation. Each Committee of the Board and Committee of the Corporation, and every member thereof, shall serve at the pleasure of the Board. All Committees shall keep minutes of all proceedings, to be regularly submitted to the Secretary for subsequent distribution to the Entire Board, and report to the Board, at its next scheduled Regular Meeting, all activities and determinations.

Section 2. **Committees of the Board.** Committees of the Board of Directors shall be comprised solely of, at least, three (3) voting Directors appointed by the Board and shall have either standing authority and/or may be designated specific authority from time-to-time by the Board to take action that would legally bind the Board and/or The Corporation. Provided that appointments to an Executive and Finance Committee, or similar committee however denominated, shall be made by approval of a majority of the Entire Board.

In accordance with statutory limitations, no Committee of the Board shall have such authority in the following matters:

- submission to Members, if any, of any act, or action, requiring Members approval by statute and/or these bylaws;
- filling of vacancies on the Board, or in any of its various committees;
- fixing of compensation for Directors, or members of its various committees;
- authorization of any form of Fundamental Corporate Change, as set forth in these bylaws, including, but not limited to amendment, or repeal, of these bylaws or the adoption of new bylaws;
- amendment, or repeal, of any resolutions of the Board, which by its terms, shall not be capable of amendment or repeal;
- the election or removal of Officers and Directors;
- the approval of a merger or plan of dissolution;
- the adoption of a resolution recommending to the Members an action on the sale, lease, exchange or other disposition of all or substantially all the assets of The Corporation or, if there are no Members entitled to vote, the authorization of such transaction; or
- the approval of amendments to the Certificate of Incorporation.

Additional limitations on the authority of Committees of the Board may exist as stated in these bylaws or by majority vote of the Board of Directors.

The Board shall appoint at least three (3) Directors to serve on the following standing Committees of the Board: Executive and Finance. The Board may designate additional standing Committees of the Board, with such authority as the applicable resolution shall provide.

*2.1. Executive and Finance Committee.* The Executive and Finance Committee shall be comprised of the elected Officers of The Corporation, President, Vice-President, Secretary and Treasurer; and, any additional members of the Board of Directors that may be appointed to serve on the Committee from time-to-time. The President shall serve as the Chair of the Executive and Finance Committee. The Executive and Finance Committee shall distribute minutes of its meetings to the Entire Board of Directors prior to the next meeting of the Board and, when appropriate, may otherwise inform the Board of Directors in a timely manner of binding decisions made on its behalf. The Executive and Finance Committee provides leadership in administrative matters, including: finance, budget development, and personnel; advocacy on public policy issues; and acts for the Board between Board meetings. Meetings of the Committee may be called by the Chair or by any three (3)-members of the Committee.

**Section 3. Committees of the Corporation.** Committees of the Corporation shall be comprised of, at least, three (3) individuals appointed by the Board and shall either have standing authority or may be designated specific authority from time-to-time by the Board. Committees of the Corporation are advisory in nature and cannot under any circumstances take actions that bind the Board and/or The Corporation.

The Board shall appoint, at least, three (3) voting Directors, Members, and/or non-Directors, to serve on the following standing Committees of the Corporation: Board Development; Development and Membership Committee; Stewardship Committee; Public Relations Committee; and Human Resources Committee. The Board may designate other standing, or *ad hoc*, Committees of the Corporation, with such authority as the applicable resolution shall provide.

*3.1. Board Development (BD).* The Board Development committee shall consist of, at least, three (3) Directors, as well as an unlimited number of other Directors and/or non-Directors. The Committee shall be responsible for recruiting and nominating Directors for election by the Membership and Officers for appointment by the Board; coordinating orientation for new Directors and assuring the continued development and training of the Board; endeavoring to assure that the composition of the Board of Directors is properly diversified by any class or qualification deemed imperative by the Board; monitoring Director participation and attendance; and, overseeing Director compliance with all express and implied policies and procedures.

*3.2. Public Relations (PR).* Works to broaden AARCH's public exposure and influence through social media, conventional press, and other means

*3.3. Stewardship Committee (STEW).* Plans and oversees Award programs, reviews potential easements; monitors status of Endangered Properties and recommends possible actions; and oversees Collections.

*3.4. Development & Membership Committee (DEV).* Identifies and cultivates donors, plans fundraising events, and oversees membership and giving programs.

*3.5. Santanoni (SANT).* Plans and executes new and ongoing projects at Camp Santanoni and works to gain institutional state support for Santanoni as a state historic site.

*3.6. Human Resources (HR).* Works with the Executive Director to identify and monitor values-based systems and policies to ensure that AARCH is compliant with local, state and federal laws and best practices relating to our employees and to create and sustain an attractive environment for current and prospective employees.

**Section 4. Qualifications.** The Board of Directors may establish or waive qualifications for committee membership at its discretion, provided any such modifications are, otherwise, consistent with the terms of these Bylaws and/or

applicable statute, regulation and/or contractual obligation, as appropriate.

Section 5. **Meetings.** Meetings of committees, of which no formal notice shall be necessary, shall be held at such time and place as may be fixed by the President or the Chair of the applicable Committee or by majority vote of the members of the committee.

Section 6. **Quorum and Manner of Acting.** Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of all committees shall be subject at all times to the direction of the Board. All committees shall maintain appropriate minutes of their meetings in an effort to document proper and appropriate oversight.

## ARTICLE VIII Advisory Council

Section 1. **Number and Manner of Election.** Persons who have served as Directors or officers or staff of the Corporation or other persons who have particular expertise and interests of value to the Corporation may be elected to the Advisory Council upon recommendation of the Board Development Committee. The number of persons to serve on the Advisory Council shall be recommended by the Board Development Committee and fixed by the Board of Directors.

Section 2. **Term of Office.** Persons to serve on the Advisory Council shall be elected for terms of three (3) years.

Section 3. **Duties and Functions.** Members of the Advisory Council regularly receive minutes of Board meetings. They shall be appointed to committees where their particular expertise will be helpful. They shall be invited to attend meetings of the Board of Directors as nonvoting participants and may be assigned individual tasks by the President or the Board of Directors.

## ARTICLE IX Executive Director Duties & Review of Compensation

Section 1. **Duties.** The Board of Directors may employ an Executive Director who shall serve as the chief administrative officer of The Corporation. The Executive Director shall serve in an *ex officio*, non-voting capacity on the Board of Directors and all Committees of the Board and Committees of The Corporation, unless otherwise precluded by statute, regulation and/or these Bylaws. Although serving in *ex-officio* capacity on the Board, and its various Committees, unless otherwise proscribed, the Executive Director shall serve at the pleasure of the Board and, in so doing, he/she shall have no rights or entitlements to attend meetings of the Board, and/or its various Committees, and/or to receive otherwise stipulated notice applicable to meetings of the Board and/or such Committees. He/she shall be responsible for effectuating the purposes of The Corporation and assuring proper and compliant implementation of Board policies and directives. In effectuating the foregoing, the Executive Director shall be authorized to form, and appoint various individuals to serve on, *ad hoc* advisory Committees of The Corporation in order to offer non-binding recommendations to be considered by the Board from time-to-time. The Executive Director is responsible for general charge of the day-to-day affairs of The Corporation, including the hiring, supervision, evaluation and termination of employees. He/she also shall establish up-to-date job descriptions for each job in accordance with the Board approved budget and/or regulatory/contractual requirements. The Executive Director shall perform all other such duties as are incidental to the position and/or established in a Board approved job description or by employment contract.

Section 2. **Review of Compensation.** At least, annually, the Board of Directors, and/or the Executive Committee, shall engage in a compensation analysis of the Executive Director, and, if deemed necessary at the discretion the

Board, of any other “Key Person(s),” to run concurrently with the annual performance evaluation of such employee(s). In order to determine the reasonableness of compensation as it applies to The Corporation, this compensation analysis shall confirm that:

the compensation to be authorized and awarded is reasonable for the services to be provided to The Corporation;

there is no relationship between any of The Corporation’s Directors or Officers and the Executive Director, or any other Key Person(s) (if applicable), other than one of employment;

the Executive Director, or any other Key Person(s) (if applicable), as appropriate, has met, or exceeded, performance expectations, brought value to The Corporation, and/or provided significant contributions to its growth and development;

no Director or Officer is a Relative of, or employed by the Executive Director, or any other Key Person(s) (if applicable), as appropriate, or any entity in which the Executive Director/Key Person(s) (if applicable) has/have, at least, a thirty-five percent (35%) controlling interest; and,

no Director or Officer has a material financial interest affected by the outcome of the compensation review.

## ARTICLE X

### **Elected Officer & Director Compensation, Reimbursement & Loans**

Section 1. **Compensation.** No elected Director, Officer or member of a committee shall receive compensation for his/her services as a Director, Officer and/or member of a committee, but if properly authorized, may permissibly receive other compensation for services that may be rendered to The Corporation, provided any such compensation is awarded pursuant to all applicable policies and procedures required by statute, regulation and/or these Bylaws. The Board of Directors shall be empowered to provide reasonable compensation, together with reimbursement for reasonably incurred expenses, for offices or positions not afforded voting privileges for purposes, such as the position of Executive Director.

Section 2. **Reimbursement.** Notwithstanding the mandates of this Article, at the discretion of the Board of Directors, individual Directors, Officers, members of Committees and employees may be reimbursed in an amount determined by the Board for expenses reasonably incurred by them in the performance of their duties on behalf of The Corporation.

Section 3. **Loans.** No loans shall be made by The Corporation to its Directors, Officers, members of committees or to any other corporation, firm, association or other entity in which one or more of its Directors, Officers or committee members are directors or officers or hold a substantial financial interest, except as may be permitted by statute.

## ARTICLE XI

### **Miscellaneous Provisions**

Section 1. **Fiscal Year.** The fiscal year of the Corporation shall end on the 31st day of December each year.

Section 2. **Conduct of Meetings.** The conduct of meetings shall be governed by Roberts' Rules of Order as revised unless such procedures are contrary to the procedures outlined by these bylaws in which case these bylaws shall govern.

Section 3. **Execution of Checks, etc.** All checks, drafts, notes and orders for the payment of money shall be signed by such officers or agents as the Board of Directors from time to time may designate.

Section 4. **Independent Financial Review/Audit.** If required pursuant to stipulated statutory thresholds dictated by revenue annually received and/or other applicable regulation and/or contractual obligation, demanded by the Office

of the Attorney General, requested by another regulatory agency or funder as a condition of funding, or otherwise recommended and authorized by the Board of Directors, the accounts of The Corporation shall be subject to an annual audit report or audit review report prepared by “Independent Auditor” (as defined by Appendix “A”), and conducted in a manner compliant with all applicable statutory, regulatory and contractual obligations, to be overseen solely by “Independent Directors” (as defined by Appendix “A”) serving on either the Board of Directors, or an authorized Committee of the Board.

## ARTICLE XII Fiduciary Duties

Section 1. **Duty of Care.** All Directors shall exercise the same standard of care that a reasonable person, with similar abilities, acumen and sensibilities, would exercise under similar circumstances at all times. Each Director shall endeavor to understand all, or substantially all of the consequences of his/her actions or their omissions.

Section 2. **Duty of Loyalty.** No Director shall be permitted to engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with The Corporation. No Director shall be permitted to take any action, or establish any interest, that compromises his/her ability to represent The Corporation’s best interest. All Directors are expected to represent the interests of this Corporation at all times while serving on the Board.

Section 3. **Duty of Obedience.** No Director shall be permitted to disobey or publically contradict an authorized decision of the Board.

## ARTICLE XIII Statutory Compliance

Section 1. **Definitions.** Should any term, phrase or understanding relative to any topic addressed in these Bylaws and/or the policies of The Corporation be specifically defined in a document entitled, “By-Law and Corporate Policy Definitions,” a copy of which is annexed hereto, and made a part hereof of these Bylaws as *Appendix “A,”* the stipulated definition of such term in said document shall govern for purposes of interpreting the Bylaws and/or corporate policies.

Section 2. **Conflicts of Interest & Related Party Transaction Protocols.** The Board shall adopt, and at all times honor, the terms of a written Conflicts of Interest & Related Party Transaction Policy to assure that its Directors, Officers and Key Persons act in The Corporation’s best interest and comply with applicable statutory, regulatory and ethical requirements. The Conflicts of Interest & Related Party Transaction Policy shall include, at a minimum, the following provisions:

*Procedures.* procedures for disclosing, addressing and documenting by the Board of Directors, or an authorized committee thereof, as appropriate:

Conflicts of Interest,  
possible Conflicts of Interest for a determination as to whether a conflict exists, and  
Related Party Transactions,

*Restrictions.* stipulations that when the Board of Directors, or an authorized committee, as appropriate, is considering a real/potential conflict of interest, the interested party shall not:

be present at, or participate in, any deliberations;  
attempt to influence deliberations; and/or,  
cast a vote on the matter.

*Definitions.* definitions of circumstances that could constitute a Conflict of Interest and/or Related Party Transaction.

*Documentation.* requirements that the existence and resolution of the conflict and/or transaction be

documented in the records of The Corporation, including in the minutes of any meeting at which the conflict was discussed or voted upon; and,

*Audit-Related Disclosure.* protocols to assure for the disclosures of all real or potential Conflicts of Interest and/or Related Party Transaction are properly forwarded to the Board of Directors, or another authorized committee, as appropriate, for purposes of audit-related consideration.

**Section 3. Conflicts of Interest & Related Party Transaction Conflicts Policy.** The Conflicts of Interest and Related Party Transaction Policy of The Corporation required in order to comply with the mandates of Section 2 of this Article is annexed hereto, and made a part hereof as *Appendix "B."* This policy may only be amended, modified or repealed by a two-thirds (2/3) majority vote of the Board of Directors present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose with the change in policy to not be applicable to any pending or currently being reviewed real or potential conflicts of interest or Related Party Transaction.

**Section 4. Potential Conflicts Disclosure Statement.** The Potential Conflicts Disclosure Statement of The Corporation required in order to comply with the mandates of Section 2 of this Article is annexed hereto, and made a part hereof as *Appendix "C."*

**Section 5. Whistleblower Protection Protocols.** The Corporation shall endeavor to protect any "Member," "Director," "Officer" (each as defined by Attachment "A") employee, including any "Key Person" (as defined by Attachment "A") or volunteer who provides substantial services to The Corporation, from intimidation, bullying, harassment, discrimination or other forms of retaliation on the part of The Corporation, or any of its Members, Directors, Officers, employees, including Key Persons, or volunteers, as a consequence of the good-faith filing of a report relative to possible violations of any statute, regulation, applicable ethical standard or policy or procedure of The Corporation. Provided The Corporation has twenty (20) or more employees (full-time, part-time, or a combination thereof) and annual revenue exceeding one million dollars (\$1,000,000), and/or otherwise mandated by other applicable statute, regulation and/or contractual obligation, The Corporation shall adhere to the terms of a written Whistleblower Protection Policy, which, in the absence of such considerations, shall be considered advisable, but not required.

**Section 6. Whistleblower Protection Policy.** The Whistleblower Protection Policy of The Corporation required in order to comply with the mandates of Section 5 of this Article, is annexed hereto, and made a part hereof as *Appendix "D."* This policy may only be amended, modified or repealed by a two-thirds (2/3) majority vote of the Board of Directors present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose with the change in policy to not be applicable to any threatened, pending or currently being investigated whistleblower claim.

**Section 7. Audit Oversight Protocols.** Provided The Corporation is required pursuant to stipulated statutory thresholds dictated by revenue annually received and/or other applicable regulation and/or contractual obligation, demanded by the Office of the Attorney General, requested by another regulatory agency or funder as a condition of funding, or otherwise recommended and authorized by the Board of Directors, the accounts of The Corporation shall be subject to an annual audit report or audit review report prepared by "Independent Auditor" (as defined by Attachment "A") to be overseen by a designated Audit or combined Audit & Finance Committee of the Board (as appropriate), comprised solely of "Independent Directors" (as defined by Attachment "A"). If such an audit report or audit review is commissioned, The Corporation shall adhere to the terms of a written Audit Oversight Policy, which, in the absence of statutory obligation, shall be considered advisable, but not required.

**Section 8. Audit Oversight Policy.** The Audit Oversight Policy required in order to comply with the mandates of Section 7 of this Article is annexed hereto, and made a part hereof as *Appendix "E."* This policy may only be amended, modified or repealed by a two-thirds (2/3) majority vote of the Board of Directors present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose with the change in policy to not be applicable to any pending or currently processing audit report or audit review.

#### ARTICLE XIV

#### **Prohibited Conduct, Obligation & Related Policies**

Section 1. **Prohibited Conduct.** Neither bullying, harassment nor discrimination shall be tolerated by this Corporation. Any individual bound by these Bylaws who is subject to bullying, abusive behavior, harassment, inappropriate physical touching or suggestive language, unfair behavior or discrimination relating to race, ethnicity, national origin, gender, religion, age, disability, veteran status, marital status, sexual orientation, political or union affiliation, or records of arrests or convictions, or who experiences is encouraged to report it immediately to the Executive Director.

Section 2. **Obligations.** Any individual bound by these Bylaws who is aware of conduct that would reasonably violate the terms of Section 1 herein is required report such activity immediately.

Section 3. **Related Policies.** Appropriate policies concerning workplace bullying, harassment or discrimination will be stipulated in the personnel policies and procedures promulgated by The Corporation. However, nothing in this Article will bind the staff of The Corporation, who will instead be covered by the procedures contained in their personnel policies and procedures.

#### ARTICLE XV

#### **Indemnification of Directors, Officers & Employees**

Section 1. *Indemnification Obligations.* Provided that it first obtains, and subsequently maintains a Directors and Officers (D&O) liability insurance policy with coverage limits deemed reasonably appropriate by qualified professionals, The Corporation shall indemnify its Directors, Officers, employees and volunteers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorney's fees, in connection with any claim asserted against the Director, Officer, employee or volunteer by court action, or otherwise, by reason of the fact that such person was a Director, Officer, employee or volunteer of The Corporation and acting in good-faith for a purpose which such person reasonably believed to be in the best interest of The Corporation, and was not unlawful, unethical or immoral. Any such indemnification shall be considered, awarded and governed by the terms of a comprehensive Indemnification and Insurance Policy, a copy of which is annexed hereto, and made a part hereof as *Appendix "F."*

#### ARTICLE XVI

#### **Amendments**

Section 1. These bylaws may be amended at any meeting of the members of the Corporation at which a quorum is present by a majority vote of all the members of the Corporation present in person. Members shall be notified in writing of any amendments to these bylaws and given notice of such a meeting where amending the bylaws will be considered and voted on.

## APPENDIX A—By-Law & Corporate Policy Definitions

1. **Affiliate-** means any entity controlled by, or in control of, the Corporation.
2. **Charitable Corporation-** Any Not-for-Profit Corporation formed, or deemed to be formed, for charitable purposes, including those formerly considered by the Not-for-Profit Corporation Law to be Type “B” or “C” Corporations, as well as former Type “D” with Charitable purposes.
3. **Director-** means any member of the governing board of the Corporation, whether designated as director, trustee, manager, governor, or by any other title.
4. **Entire Board -** means the total number of Directors entitled to vote which the Corporation would have if there were no vacancies. If the By-Laws provide that the Board shall consist of a fixed number of Directors, then the “Entire Board” shall consist of that number of Directors. If the By-Laws provide that the Board may consist of a range between a minimum and maximum number of Directors, then the “Entire Board” shall consist of the number of Directors within such range that were elected as of the most recently held election of Directors, as well as any Directors whose terms have not yet expired.
5. **Independent Auditor-** means any Certified Public Accountant performing the audit of the financial statements of the Corporation who is not, nor is any member of his/her firm, an Officer, Director, Employee or Volunteer of the Corporation or has a Relative who is such an individual.
6. **Independent Director-** means a Director who:
  - i. is not, and has not been within the last three (3) years, an Employee of the Corporation or an Affiliate of the Corporation and does not have a Relative who is, or has been within the last three (3) years, a Key Employee (as defined by these By- Laws) of the Corporation or an Affiliate;
  - ii. has not received, and does not have a Relative who has received, in any of the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation or an Affiliate (other than reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director if permitted by statute and regulation; ,
  - iii. is not a current Employee of or does not have a substantial financial interest in, and does not have a Relative who is a current Officer of or has a substantial financial interest in, any entity that has made “payments” to, or received “payments” from, the Corporation or an Affiliate of the Corporation for property or services in an amount which, in any of the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue. For purposes of this definition the term “payments” does not include charitable contributions, dues or fees paid to the corporation for services which the corporation performs as part of its nonprofit purposes, provided that such services are available to individual members of the public on the same terms; or
  - iv. is not and does not have a relative who is a current owner, whether wholly or partially, director, officer or employee of the Corporation's outside auditor or who has worked on the corporation's audit at any time during the past three (3) years.
    - For purposes of this definition, the term "payment” does not include charitable contributions, dues or fees paid to the Corporation for services which the Corporation performs as part of its nonprofit purposes, provided that such services

are available to individual members of the public on the same terms.

7. **Key Employee-** means any person who is in a position to exercise substantial influence over the affairs of the Corporation, or has been in the prior 5 years.
  - A description of relevant factors is at 26 CFR §53.4958-3(e)(2); note, this includes persons who have contributed more than \$5,000, if it exceeds 2% of total contributions that year, in any of the five most current tax years.
8. **Member-** means any person afforded rights, entitlements or obligations with respect to the governance and operations of the Corporation, as identified in the By-Laws and/or the Certificate of Incorporation, as may be amended. For instance, if a Membership is authorized to elect Directors or approve By-Laws changes.
9. **Non-Charitable Corporation -** Any Not-for-Profit Corporation formed, or deemed to be formed, for other than the purposes of a Charitable Corporation, including, but not limited to one formed for any one, or more of the following non-pecuniary purposes: civic, patriotic, political, social, fraternal, athletic, agricultural, horticultural, or animal husbandry, or for the purpose of operating a professional, commercial, industrial, trade or service association, including those formerly considered by the Not-for-Profit Corporation Law to be Type “A” Corporations, as well as former Type “D” with Non-Charitable purposes.
10. **Officer-** means any director, trustee, manager, governor, or by any other title, any individual holding an office of the Corporation identified in the Certificate of Incorporation and/or By-Laws.
11. **Related Party-** means:
  - i. any Director, Officer or Key Employee of the Corporation or any Affiliate, or any other person who exercises the powers of directors, officers or key employees over the affairs of the corporation or any affiliate of the corporation;
  - ii. any Relative of any individual described in clause (i); or
  - iii. any entity in which any individual described in clauses (i) and (ii) herein has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).
12. **Related Party Transaction-** means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Corporation, or any Affiliate, is a participant. The assessment of, and any determination concerning, any Related Party Transaction, must be considered in strict compliance with the adopted policies and procedures of the Corporation.
13. **Relative-** of an individual means his or her spouse, domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and/or great-grandchildren.