

**BYLAWS
OF
WANAKENA HISTORICAL ASSOCIATION**

The name of the organization (or corporation) is Wanakena Historical Association. The corporation is organized in accordance with the New York Non Profit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the Trustees, officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below and in the Operation and Procedures Manual. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

**ARTICLE I
MEETINGS**

Section 1. Annual Membership Meeting. An annual meeting shall be held once each calendar year for the purpose of electing Trustees and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Trustees from time to time. The Board of Trustees may delay scheduling the annual meeting due to extraordinary circumstances; for example, an ongoing pandemic. Members and Membership are as described in the Operation and Procedures Manual.

Section 2. Special Meetings. Special meetings maybe be requested by the President or the Board of Trustees. No business shall be conducted at a Special Meeting that is not included in the Notice as stipulated below.

Section 3. Notice. Notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be published in media selected by the President and electronically mailed to all Members of record at the address shown on the corporate books, at least 10 days prior to the meeting.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the Board of Trustees may permit any or all Members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Members participating may simultaneously hear each other during this meeting. A Member participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 5. Quorum. At any duly called Meeting of the Membership, 10% of eligible voting Members entitled to vote, present as a consequence of physical attendance and/or use of telephone/video conferencing technology and/or use of proxy shall constitute a quorum. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Member(s).

Section 6. Proxies. Every Member entitled to vote at a Meeting of the Membership may authorize another person, or persons, to act on his/her behalf by use of proxy. To be valid and enforceable, each proxy must be submitted before, or presented at, the Meeting of the Membership for which it is intended. If tendered personally or in writing, the proxy shall be validated by written signature. If submitted by electronic mail, it shall include information from which the Corporation can reasonably determine that the proxy was properly authorized. No proxy shall be valid after the expiration of eleven months from the date thereof, unless otherwise provided by proxy. Every proxy shall be revocable at the pleasure of Member executing same, except as otherwise provided by law. This use of proxies also applies to Trustees at Trustee meetings described below.

ARTICLE II Trustees

Section 1. Number of Trustees. The organization shall be managed by a Board of Trustees consisting of not less than five nor more than fifteen Trustees.

Section 2. Election and Term of Office. The Trustees shall be elected at the annual meeting. Each Trustee shall serve a term of three years, or until a successor has been elected and qualified. Trustee terms are staggered such that one-third of the Board is elected each year.

Section 3. Quorum. A majority of the Trustees shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the Trustees may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Trustees present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some Trustees results in representation of less than a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the Trustees, or in voting, the disclosed adverse interest of a Trustee shall not disqualify the Trustee or invalidate his or her vote.

Section 5. Regular Meeting. The Board of Trustees shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Trustees may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Secretary, or any two Trustees by providing five days' written notice by electronic mail or by ordinary United States mail, effective when mailed.

Section 7. Electronic Communication. Any, or all, Trustee(s), or committee Member(s), may participate in any meetings of the Board of Trustees or committee(s) by means of a conference telephone, electronic video screen communication or similar communications equipment allowing all persons participating to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting of the Board or committee.

Section 8. General Powers. The Board of Trustees shall constitute the governing body of the corporation. The Board shall manage the business and affairs of the corporation. It shall have all powers necessary to carry out the objectives of the corporation. The Board may accept, on behalf of the corporation, any contribution, bequest, or devise. The Board shall have the authority to hire and dismiss staff as necessary in order to carry out the objectives of the corporation.

Section 9. Committees. To the extent permitted by law, the Board of Trustees may create a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees. Membership may include non-Trustees provided that the Chair shall be a Trustee.

Section 10. Procedures. The vote of a majority of the Trustees present at a properly called meeting at which a quorum is present shall be the act of the Board of Trustees, unless the vote of a greater number is required by law or by these bylaws for a particular resolution. A Trustee of the organization who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records. The Board shall conduct its meetings consistent with its traditional practices and procedures, as determined by the President, who shall make all reasonable efforts to be fair and equitable in the conduct of Board proceedings. Any motion(s) to modify the President's procedural approach takes precedence over all other motions and must be voted on before any other action is taken.

4Section 11. Informal Action. Any action required to be taken at a meeting of Trustees, or any action which may be taken at a meeting of Trustees or of a committee of Trustees, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the Trustees or all of the Members of the committee of Trustees, as the case may be.

Section 12. Removal / Vacancies. A Trustee shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Trustees, whether by death, resignation, removal or any other cause, may be filled by the remaining Trustees. A Trustee elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 13. Compensation. Trustees and officers described below receive no compensation for their services, but they may be reimbursed for out-of-pocket authorized business expenses.

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, a Vice President, a Treasurer, and a Secretary. Two or more offices may be held by one person, although the offices of Secretary and President cannot be held concurrently by the same person. By act of the Board, additional officers not named in the bylaws may be created.

President/Chairman. The President shall be the chief executive officer and shall preside at the Annual Membership Meeting and all meetings of the Board of Trustees and its Executive Committee, if such a committee is created by the Board. The President shall appoint the Members of committees.

Vice President. The Vice President shall assume the duties of the President in the event of the absence, incapacity, resignation, or removal of the President. The Vice President may also have such other duties as directed and authorized by the Board of Trustees.

Secretary. The Secretary shall give notice of all meetings of the Board of Trustees, shall keep an accurate list of the Members and Trustees, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Annual Membership Meeting, Board of Trustees meetings and all committee meetings.

Treasurer/Chief Financial Officer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Trustees and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Trustees.

Section 2. Election and Term of Office. The officers shall be elected by majority vote annually by the Board of Trustees at the first meeting of the Board of Trustees, following the annual meeting. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Trustees shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Trustees.

ARTICLE IV CODE OF ETHICS

The organization shall maintain a Code of Ethics in the Operation and Procedures Manual that describes and mandates the duties of Trustees including, but not limited to, fiduciary matters, conflicts of interest, and nondiscrimination.

ARTICLE V CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Trustees.

ARTICLE VI AMENDMENT TO BYLAWS

The Bylaws may be amended, altered, or repealed by the Board of Trustees by a two-thirds majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all Board Members at least ten (10) days before the meeting.

**ARTICLE VII
INDEMNIFICATION**

Any Trustee or officer who is involved in litigation by reason of his or her position as a Trustee or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

**ARTICLE VIII
DISSOLUTION**

The organization may be dissolved only with an authorization of the Board of Trustees at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the Membership. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:


All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organizations, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Trustees.

CERTIFICATION

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Trustees on March 4, 2023 and by membership vote (117 for and 1 against) presented to the Board on February 13, 2024.



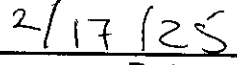
Allen Ditch, President



Date



Beth Daut, Secretary



Date