

**BYLAWS OF
HAMBURG NATURAL HISTORY SOCIETY, INC.**

A New York Not-for-Profit Corporation

Hamburg Natural History Society, Inc., a New York State Not-for-Profit Corporation, establishes and implements by ratification these Bylaws to guide the conduct of the corporation's business and purposes.

ARTICLE I – ORGANIZATION

Section 1.1. Name. The name of the Corporation is Hamburg Natural History Society, Inc. (hereinafter, the "Corporation" or the "Society").

Section 1.2. Offices. The principal office of the Society shall be in the Town of Hamburg, County of Erie, State of New York. The Society may also have offices at such other place(s) within the State of New York as the Board of Directors (hereinafter, the "Board") may from time to time determine or the business of the Society may require.

ARTICLE II – PURPOSES AND GOVERNING INSTRUMENTS

Section 2.1. Not-for-Profit Corporation. The Society shall be organized and operated as a Not-for-Profit Corporation under the provisions of the New York Not-for-Profit Corporation Law.

Section 2.2. Purposes. The purposes of the Society shall be as set forth in its Certificate of Incorporation, as amended from time to time, and shall include without limitation:

- a) To educate the community about geology and natural history;
- b) To preserve, maintain, and curate geological and natural historical resources, including but not limited to the "Penn Dixie" site located in Hamburg, New York;
- c) To acquire through gifts, grants, donations and otherwise, resources to facilitate the purposes and activities set forth hereinabove;
- d) To pursue any other purpose for which corporations may be organized under the New York Not-for-Profit Corporation Law, provided such purposes do not require the consent or approval of any state official, department, board, agency, or other body; and
- e) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

Section 2.3. Governing Instruments. The Society shall be governed by its Certificate of Incorporation and these Bylaws.

ARTICLE III – MEMBERSHIP

Section 3.1. Membership Categories. Membership in the Society is open to individuals who are interested in the natural sciences and who are committed to promoting the goals and objectives of the Society. Memberships in the Society shall be classified into one of the following forms:

- 1) Active Membership. Any person or organization approved by the Board who has paid their membership dues shall be considered an Active Member of the Society.
- 2) Honorary Membership. Any person or organization who has rendered a signal and noteworthy service to the Society may be granted an Honorary Membership. Honorary Members shall not be required to pay membership dues to the Society, but shall not have any voting rights in the affairs of the Society as a result of their Honorary Membership. By a majority vote, the Board may grant an Honorary Membership to any person nominated for the honor by an Active Member of the Society.

Section 3.2. Application for Membership. Each candidate for membership in the Society shall submit an application on a form authorized by the Board. The Board will vote at its regularly scheduled meetings to grant membership to qualified persons who have completed an application for membership and submitted payment of any applicable membership dues. Applicants receiving a majority vote of the Board shall be admitted to membership, effective as of the month in which they are approved by the Board.

Section 3.3. Fees and Dues. The Board shall establish categories and rates for membership dues and for all special services, and shall assign annual dues to be paid by each category of Active Membership. Annual dues may be revised from time to time by the Board as it deems necessary for the welfare and benefit of the Society.

Section 3.4. Resignation. A member of the Society may resign their membership upon written notice to the Society; the resigning member shall not be entitled to receive a refund of any membership dues. Any member who does not pay dues according to the manner prescribed in these Bylaws, or in such other manner prescribed by the Board of Directors, shall be considered to have resigned their membership.

Section 3.5. Suspension or Expulsion. Any member who engages in conduct that is hostile to the purpose of, or injurious to, the Society or its members may be suspended or expelled from membership in the Society. Such member may be suspended or expelled upon a majority vote of the Board, taken at a regularly scheduled meeting of the Board. No member of the Society shall be suspended or expelled from membership in the Society without first being afforded notice and an opportunity to be heard, in answer to specific charges in writing. Suspended or expelled members shall forfeit all membership privileges and shall have no claim for refund or repayment of

membership dues for any unexpired term of membership. A suspended or expelled member may reapply for membership two years after the date of their suspension or expulsion.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1. Authority. The property, affairs, business and concerns of the Society shall be governed by a Board of Directors.

Section 4.2. Directors. The Board shall consist of a minimum of 7 and a maximum of 15 Directors elected by a vote of the Active Membership of the Society. Directors shall serve a term of three years. The Directors shall be divided into three (3) classes, with as equal a number of Directors as may be practicable in each class, succeeding classes to be elected each year by the membership of the Society.

Section 4.3. Powers and Duties of Directors. The Directors may exercise all power of the Society and, acting as a Board, regularly convened or pursuant to these Bylaws, may by majority vote take such action and adopt such rules and regulations for the conduct of their meetings and the management of the Society as they may deem proper. No Director or group of Directors shall be authorized to act on behalf of the Society without the expressed authorization from the Board. Directors are required to abide by the Society's Conflict of Interest Policy, Confidentiality Policy, and such other policies as the Society may, from time to time, adopt.

Section 4.4. Nomination and Election of Directors. The Executive Committee, or such Nominating Committee as shall be appointed thereby, shall review the roster of Directors, determine how many Directorships may be open for election (either as full terms or partial terms as the result of vacancies), and be responsible for soliciting the Active Membership of the Society for members interested in serving on the Board. The Nominating Committee will accept nominations for Directors commencing September 1, and shall review the eligibility of all nominees and present the qualifications of the nominees to the Board, along with a report on the number of Directorships open for election, at the Board's regularly-scheduled business meeting in October. The Board shall review the credentials presented by the Nominating Committee and approve the list of qualified candidates to be presented to the Active Membership for election. The names and a brief biography of each candidate shall be sent to each Active Member in ballot form, which includes an opportunity for members to cast a write-in vote. In the event that there are more candidates than Directorships available in the regular full-term class, candidates shall be assigned in their order of finish, first to three-year terms, and then to partial terms in decreasing lengths, until all Directorships are filled or all candidates seated. In the event of a tie vote, the Board, as a whole, shall cast one (1) deciding ballot. Except as otherwise provided by law or these Bylaws, Directors shall be elected from the Active Membership of the Society. Newly elected Directors shall be seated effective January 1.

Section 4.5. Resignation of Directors. Any Director may resign at any time by submitting their resignation in writing to the Chair of the Board. Unless an effective date is specified, such resignation shall become effective upon receipt by the Chair of the Board, and no such action on such resignation shall be necessary to make it effective.

Section 4.6. Removal of Directors. Any Director may be removed from office by a three-fourths vote of the entire Board of Directors. No Director shall be removed without first being afforded notice and an opportunity to be heard, in answer to specific charges in writing. Just cause for removal of a Director shall include, without limitation, malfeasance, violation of Society policies, and chronic absenteeism in the form of three unexcused absences from Board meetings in one calendar year, and failure or refusal to perform the customary duties of office as defined in this Article. Any proceedings involving the consideration of whether to remove a Director shall be conducted in Executive Session.

Section 4.7. Vacancies and Uncompleted Terms. In the event of a vacancy among the Directors, a new Director may be appointed by the Board. Any Director appointed by the Board to fill a vacancy shall serve until the next election of Directors. At such time, the unexpired portion of the term associated with the vacancy may be filled in accordance with the Society's policies and procedures for election of Directors.

Section 4.8. Compensation; Property Rights of Directors. Service on the Board is voluntary, and no Director shall receive salary or compensation as a result of their service on the Board. No Director of the Society shall, by reason of such position, have any rights to or interest in the property or assets of the Society. In the event that the Society is liquidated or dissolved or ceases to actively carry on its business, all of the remaining property and assets of the Society after necessary expenses thereof shall be distributed as provided in the Society's Certificate of Incorporation, these Bylaws, or New York State Law, each as amended from time to time.

Section 4.9. Director(s) Emeritus. A departing Executive Director, having served a minimum of five consecutive years or more, and who has demonstrated quality performance while employed, shall be eligible to serve in an advisory, emeritus capacity as a non-voting member of the Board. Service in such capacity is voluntary and without compensation. The Director(s) Emeritus will assist the Board in its deliberations as a consultant/advisor, providing information on past practices, policies, and operational procedures. Appointment of a Director Emeritus shall require approval of the Board, and the person so appointed shall continue in such capacity until such time as he/she resigns or otherwise departs with the concurrence of the Board. The Board may, in its discretion, allow more than one former Executive Director to serve in this capacity.

ARTICLE V – OFFICERS

Section 5.1. Officers. The Officers of the Society shall be a Chair of the Board, a Vice-Chair of the Board, a Secretary, a Treasurer, and an Executive Director. Upon resolution of the Board of Directors, the Board may also appoint an Assistant Secretary and an Assistant Treasurer. With the exception of the Executive Director, each Officer must be a Director.

Section 5.2. Nomination and Election of Officers. The Officers of the Society other than the Executive Director shall be elected at the January meeting of the Board of Directors by the Board of Directors from among Directors who have served as such for at least one year. The date of the election shall be established by the Chair of the Board at least one month prior to the meeting

and shall be approved by a majority vote of the Board. Officers shall be elected by a majority of the Board to serve one-year terms. The Board may form a Nominating Committee as it deems appropriate to consider candidates interested in serving as Officers, but candidate nominations shall also be taken from the floor at the January meeting. The Chair of the Board shall preside over the election of Officers, but shall not vote other than in the event of a tie. The Officers' term shall begin on January 1, and Officers shall serve until their successor has been elected, qualified, and seated.

Section 5.3. Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.4. Duties and Powers. The duties and powers of the Officers of the Society shall be as follows:

- a) Chair of the Board. The Chair of the Board shall oversee the administration of the affairs of the Society by the Executive Director and see that all orders and resolutions of the Board are carried into effect. The Chair of the Board shall preside at all meetings of the Board; appoint all committee chairpersons; determine, with the assistance of the Executive Director, all committee assignments; sign, with the Treasurer or any other Director or Officer authorized by the Board, any deeds, mortgages, bonds, contracts, or other instrument which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, by these Bylaws, or by statute to some other Officer of the Society; and perform such other duties as may be prescribed by the Board from time to time.
- b) Vice-Chair of the Board. The Vice-Chair of the Board shall assist the Chair of the Board in performance of their duties and, in the absence or disability of the Chair of the Board, shall exercise the powers and authority and perform the duties of the Chair of the Board.
- c) Secretary. The Secretary shall be responsible for recording the actions of the Board, and shall keep the minutes of the business meetings of the Society. The Secretary shall maintain all membership records, attend to the ordinary correspondence of the Society, and shall be responsible for the publication of the annual membership directory of the Society. The Secretary shall perform such other duties as from time to time designated by the Chair of the Board or the Board.
- d) Treasurer. The Treasurer shall oversee the responsibility for all funds and securities of the Society; keep full and accurate account of the financial status of the Society; present on the condition of the treasury at every meeting of the Board; oversee the preparation of an annual report at the end of each corporate fiscal year; assist the Executive Director in preparing an annual budget for the next corporate fiscal year; and in general perform such other duties as from time to time be designated by the Chair of the Board or the Board. The Treasurer shall be the Chair of the Finance Committee.

- e) **Executive Director.** The Executive Director shall be the Chief Executive Officer of the Society and shall be responsible for the day-to-day operation of the Society. The Executive Director shall manage the office and be responsible for the hiring, discharging, directing, and supervising of all employees; execute the policies and decisions of the Board; prepare and negotiate proposed contracts for consideration by the Board; and execute contracts in the name of the Society when authorized to do so by the Board. The Executive Director shall attend meetings of the Board of Directors; cause to be prepared notices, agendas, and minutes of the meetings of the Board and its respective committees; and give all notices in accordance with the provisions of these Bylaws or as required by law. The Executive Director shall be custodian of the corporate records and the seal of the Society; see that accurate books and accounts are kept of the financial transactions of the Society; and, with the assistance of the Treasurer prepare an operating budget covering all activities of the Society, subject to the approval of the Board. The Executive Director shall serve as advisor to the Chair of the Board on program planning, keeping the Chair of the Board informed of the affairs of the Society, and in general, perform all duties usually incident to the office of Executive Director and such other duties as from time to time may be designated by the Chair of the Board or by the Board. The Executive Director shall be an employee of the Society and serves at the will of the Board, on such reasonable terms as may be provided by contract.

Section 5.5. Executive Committee. The Executive Committee shall act for and on behalf of the Board when the Board is not in session, but shall be accountable to the Board for its actions. The Executive Committee shall conduct an annual review of the performance of the Executive Director and senior management level personnel. The Executive Committee shall be comprised of the Chair of the Board, Vice-Chair of the Board, Secretary, Treasurer, and Immediate Past Chair of the Board.

ARTICLE VI – MEETINGS OF THE MEMBERS

Section 6.1. Annual Business Meeting. An annual business meeting of the members of the Society for the transaction of business and election of Directors shall be held at such time and place as shall be determined by the Board. Generally, such meeting shall be held on or near the third Thursday in November.

Section 6.2. Monthly Meetings and Events. The Society may also conduct such monthly meetings and events as determined at the discretion of the Executive Director or the Board. Such meetings and events may be held at the Society's Offices or such other suitable venues. Admission fees may be assessed for attendance at meetings and events by Society members and prospective Society members at the discretion of the Executive Director or the Board.

Section 6.3. Special Meetings of the Membership. A Special Meeting of the membership may be requested by the Board of Directors or upon written request by twenty-five (25) Active Members of the Society in good standing. Requests for a Special Meeting shall be

submitted to the Executive Committee and shall state the purpose of the business to be transacted. No business may be conducted at a Special Meeting other than such business specified in the request or notice for the Special Meeting. The time and location of any Special Meetings shall be at the discretion of the Executive Committee and shall be announced within a reasonable time of the request.

Section 6.4. Notice. Notice of all meetings of the membership, except Special Meetings, shall be sent at least ten (10) days prior to the date of the meeting. Notice of Special Meetings shall be sent such reasonable time prior to the meeting as is practicable. Notice may be sent by mail, email, or such other written communication as shall be regularly used in conducting the business of the Society.

ARTICLE VII – MEETINGS OF THE BOARD OF DIRECTORS

Section 7.1. Regular Meetings. The Chair of the Board shall call no less than six Regular Meetings of the Board within the business year.

Section 7.2. Special Meetings. Special meetings of the Board shall be held as the Board's workload requires. Special Meetings may also be called at the request of the Chair of the Board or a majority of the Directors.

Section 7.3. Notice of Board Meetings. Notice of any Regular or Special Meeting of the Board shall be given by written notice, including by mail, fax, or email, at least five (5) days prior to the meeting.

Section 7.4. Quorum. A quorum of the Directors is required to conduct Society business at a meeting of the Board. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

ARTICLE VIII – COUNCILS, COMMITTEES, AND AFFILIATES

Section 8.1. Councils and Committees. The Board may create such councils, committees, and other groups as it may from time to time deem advisable, and prescribe their activities. The Board may specify the membership or the qualifications for membership in and the officers of such groups or the methods of electing or appointing members or officers, and may determine the powers and responsibilities of members and officers and the extent to which such groups shall be part of or separate from the Society. Absent specific instructions by the Board, the Chair of the Board, assisted by the Executive Director, shall appoint committee chairpersons and determine committee assignments. No such committee, council, or affiliate shall be authorized to act on behalf of the Society or make any commitments on behalf of the Society without the expressed authorization of the Board.

Section 8.2. Ex-Officio Committee Membership. The Chair of the Board shall be an *ex-officio* member of all councils and committees and shall have all the rights of membership thereto.

Section 8.3. Finance Committee. The Finance Committee shall assist the Treasurer in executing his/her duties relating to the finances of the Society. The Finance Committee shall monitor the health of the Society's Treasury and assist the Executive Director and the Treasurer as needed in the preparation of the Society's annual budget and reports. The Finance Committee shall also assist in long-term planning for the Society by identifying avenues by which the Society might develop additional sources of revenue. The Finance Committee shall be chaired by the Treasurer.

Section 8.4. Governance Committee. The Governance Committee shall be the committee responsible for drafting, implementing, maintaining, revising, and interpreting, subject to review by the Board, the Society's Bylaws, compliance policies, and procedures. Such policies and procedures under the jurisdiction of the Governance Committee shall include, without limitation, the Society's Conflict of Interest Policy, Anti-Harassment and Non-Discrimination Policy, Whistleblower Policy, and such other employee-related policies as the Society may from time to time develop. The Governance Committee shall consist of no fewer than three Independent Directors, as defined by the New York Not-for-Profit Corporation Law.

Section 8.5. Standing and Search Committees. The Society shall maintain such other Committees as shall be necessary and proper to conduct the Society's business. The Society may from time to time form Search Committees to assist the Executive Director in the screening of candidates for employment with the Society.

Section 8.6. Committee Meetings, Notices, and Quorum. Each council or committee shall meet at such time or place and upon such notice as it or the chairperson thereof shall determine. Three members present at any committee or council shall constitute a quorum for the transaction of business.

Section 8.7. Committee Reports. Minutes of meetings of each council or committee shall be kept and made available to the Chair of the Board and the Board if required by any of them. No action by any council or committee shall be made available to the membership of the Society or the public unless first approved and authorized by the Board or the Executive Committee.

Section 8.8. Discharge of Committees. In the event any council or committee other than the Executive Committee shall fail to carry on the work assigned to it to the satisfaction of the Board, such council or committee may be discharged by the Board. Upon discharge of a committee, the Chair of the Board shall appoint a new chairperson of the committee, and new members and officers of the committee shall be appointed by the Board.

Section 8.9. Affiliates. The Board may affiliate the Society with such organizations as the Board may from time to time deem advisable, and shall determine the basis and terms of such affiliations; but no such affiliation shall be authorized to act on behalf of the Society without the expressed authorization from the Board.

ARTICLE IX – FINANCES

Section 9.1. Deposit of Funds. The funds of the Society shall be deposited in its name in such banks as the Board may from time to time designate. All checks, notes, and other negotiable instruments from the Society shall be signed by such officer(s) or employee(s) as the Board may from time to time designate.

Section 9.2. Fiscal Year. The fiscal year of the Society shall be the calendar year, commencing on the 1st day of January and ending on the 31st day of December.

Section 9.3. Budget. The Board at a regular or special meeting held no later than November of each year, shall adopt a budget for the ensuing fiscal year. A tentative budget shall be prepared by the Executive Director with the assistance and collaboration of the Chair of the Board, Treasurer, and any major committee chairperson.

Section 9.4. Annual Report. The Society shall retain an Accountant of record to assist in the preparation of such financial reports or filings as may be required by law. The Society shall complete such annual financial reports or filings within such deadlines as may be required by law.

Section 9.5. Expenditures. No disbursement of the funds of the Society, other than those in the approved budget, shall be made unless the same shall be approved by the Board. Provided that the approved budget allocates funds for a specific expense, when actual expense incurred varies from the budget by less than five hundred dollars (\$500.00) on an annualized basis, the Executive Director shall have the discretion to pay the expenses incurred, but shall report such exercise of discretion to the Executive Committee. Provided that the approved budget allocates funds for a specific expense, when the actual expense incurred varies from the budget by between five hundred and five thousand dollars (\$500.00 - \$5,000.00) on an annualized basis, the Executive Committee may authorize payment of the expense incurred, but shall report such exercise of discretion to the Board. Payment of expenses at variance from budget by over five thousand dollars (\$5,000.00) shall require the approval of the Board.

ARTICLE X – CONFLICT OF INTEREST AND OTHER POLICIES

Section 10.1. Conflict of Interest Policy. The Board shall adopt, by majority vote, a Conflict of Interest Policy specifying the Society's policies and procedures for identifying and acting upon situations that present Conflicts of Interest. Such policy shall at all times comport with the requirements of applicable law.

Section 10.2. Anti-Harassment and Non-Discrimination Policy. The Board shall adopt, by majority vote, an Anti-Harassment and Non-Discrimination Policy specifying the Society's policies and procedures, consistent with applicable law.

Section 10.3. Whistleblower Policy. The Board shall adopt, by majority vote, a Whistleblower Policy, specifying the Society's policies and procedures, consistent with applicable law, governing the reporting of improper conduct and protecting from retaliation persons who report suspected improper conduct.

Section 10.4. Policy Statements and Public Positions. In order to advance the interests of the membership, the Society may from time to time issue policy statements and take public positions on issues affecting the Society's membership. The Board shall adopt, by majority vote, policies and procedures governing the Society's adoption of such policy statements and public positions.

Section 10.5. Other Policies and Procedures. The Board may adopt, by majority vote, such other policies and procedures governing the affairs and operations of the Society, consistent with applicable law.

Section 10.6. Compliance and Further Undertakings. The Directors, Officers, and Employees of the Society, to the extent required, shall adopt or individually execute such further documents as are necessary to establish, maintain, and verify their compliance with applicable law and the Society's policies and procedures. On an annual basis, or as otherwise required, the Board shall reauthorize and promulgate the Society's compliance policies and procedures.

ARTICLE XI – INDEMNIFICATION

Section 11.1. Indemnification. The Society shall indemnify any person made, or threatened to be made, a party to an action or proceeding by reason of the fact that such person is or was a Director or Officer of the Society against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, in the manner and to the full extent allowed by the Not-for-Profit Corporation Law, provided that no such indemnification shall be required with respect to any settlement or other non-adjudicated disposition of any threatened or pending action or proceeding unless the Society has given its prior consent to such settlement or other disposition. The Society is authorized to the full extent allowed by the Not-for-Profit Corporation Law to purchase and maintain insurance to indemnify the Society for any obligation which it incurs as a result of the indemnification of Directors and Officers in which they may not be otherwise indemnified under the provision of the Not-for-Profit Corporation Law.

ARTICLE XIII – MISCELLANEOUS PROVISIONS

Section 13.1. Corporate Seal. The corporate seal of the Society shall be in such form as the Board may from time to time determine.

Section 13.2. Amendment of Bylaws. These Bylaws of the Society may be adopted, amended, or repealed at any regularly scheduled meeting of the Board, provided that notice for consideration of same to be sent to the members of the Board no less than ten (10) days prior to such meeting.

These Bylaws are hereby adopted by the Board of the Directors of the Hamburg Natural History Society, Inc., by vote taken by the Board on: _____, 2016.

Linda H. Catalano, Chair of the Board

Phil Stokes, Executive Director