

# **BYLAWS OF THE GREATER ONEONTA HISTORICAL ASSOCIATION**

## **ARTICLE I. NAME, TERRITORY, AND OFFICE**

### **Section 1 - Name**

The Society shall be known as Greater Oneonta Historical Society and is a Chartered Education Society as set forth in the NYS Education Law. Originally granted an Absolute Charter as the Upper Susquehanna Historical Society on January 28, 1955, Number 6669, the name was officially changed to The Greater Oneonta Historical Society, hereinafter referred to as the Society, by Amendment of charter on June 9, 1998, and recorded as Number 22,506. The Society is a 501(c) 3 organization.

### **Section 2 - Territory**

The Society shall conduct activities primarily in New York State, subject to changes by the aforementioned Society.

### **Section 3 - Office**

The principal office of the Society shall be located in the County of Otsego, State of New York. This office shall direct Society activities and be the depository for all Society records. The Society may also have offices at such other places within the state as the Board may from time to time determine or the business of the Society may require.

## **ARTICLE II – MISSION STATEMENT**

The Greater Oneonta Historical Society, using its building as a community center, promotes Oneonta's past and future by providing stimulating educational experiences based on authentic objects, stories and lives from Oneonta's rich traditions. Our purpose is to disseminate knowledge and understanding through dynamic programs and exhibitions.

The mission is to be accomplished specifically by:

1. Collecting and preserving relevant documents, papers, pictures, artifacts, and objects related to and illuminating the history of the greater Oneonta area;
2. Conducting and/or sponsoring research on local history;

3. Augmenting the above purposes through appropriate exhibitions and educational and interpretive programs on and about the greater Oneonta area;
4. Conducting historical pilgrimages and outings; and
5. Participating in and conducting other activities that promote public interest in local history.

## **ARTICLE III. MEMBERSHIP**

### **Section 1 - Criteria for Membership**

The Board of Trustees may establish criteria for membership, including a schedule of dues, and any waivers thereof, as well as procedural requirements for prospective members, unless otherwise proscribed by law, the Absolute Charter and/or these Bylaws. Membership criteria will be established without discrimination on the grounds of race, color, religion, national origin, sex, age, disability, or sexual orientation.

### **Section 2 – Meetings**

2.1. Annual Meeting. The Board of Trustees shall convene an Annual Meeting in October of each year for the purpose of electing Officers and Trustees, and the transacting of such other and further business of the Society as may be required.

2.2. Special Meetings. Special Meetings of the Members entitled to vote may be called at any time by the President, or a majority vote of the Board of Trustees, provided there is a quorum at the meeting of the Board of Trustees at which the action for a Special Meeting is taken, or upon the written request of at least ten (10) percent of the qualified voting Members of the Society.

2.3. Quorum. Twenty or more members in good standing shall constitute a quorum at any meeting of the Society. If there are fewer than forty members in good standing, 50% plus one of the members in good standing shall constitute a quorum at any meeting of the society.

2.4. Qualification of Voters. Anyone who has been a member of the Society for at least thirty (30) days is entitled to one vote upon each proposition coming before the Annual Meeting or any Special Meeting of the Membership.

2.5. Election of Trustees. Members of the Board of Trustees shall be elected by majority of the votes cast at the Annual Meeting.

2.6. Other Actions of the Membership. Whenever any corporate action, other than the election of Trustees, is to be taken by vote of the Membership, it shall, except as otherwise may be required by law, the Absolute Charter and/or these bylaws, be authorized by a majority of the votes cast at such meeting.

2.7. Methods of Voting. Voting on Annual Meeting matters by Members in good standing may be conducted in person, by mail, or by electronic means using best practices for each method.

2.8. Notice of Membership Meetings. Written notice shall be given to Members entitled to vote of each meeting at the Membership. Notices shall state the place, dates and hours of membership meetings. Notice of a Special Meeting shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting and state the purpose or purposes for which it is being called. A copy of the notice of any meeting shall be sent by a method that will provide reasonable, sufficient notice, whether that is by mail, email, or other method.

## **ARTICLE IV. BOARD OF TRUSTEES**

### **Section 1 - General Management**

The general management of the affairs of this Society shall be vested in a Board of Trustees which shall be responsive and responsible to the general Membership. The Board of Trustees shall have control of the property of the Society and shall determine its policies with the advice of its various committees. It shall have power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this Society and to promote its best interest.

### **Section 2 - Number**

The Board of Trustees shall consist of not less than five (5) nor more than seventeen (17) members. The number of Trustees to be determined from

time to time by resolution of the entire Board of Trustees and approval by the membership, provided that no decrease in the number of Trustees shall shorten the term of any incumbent Trustee.

### **Section 3 – Selection Procedure, Terms, Elections**

3.1. Qualification – Trustees must be members in good standing and 18 years of age or older.

3.2. Selection Procedure. Prior to each Annual Meeting, the Board of Trustees, by a majority of votes cast, shall approve a slate of candidates to fill vacancies. This slate of candidates will be presented to the membership at each Annual Meeting, where the membership shall elect new Trustees, if any, and Trustees to replace those whose terms are expiring.

3.3. Terms of Office. The term of office for a Trustee is three (3) years unless otherwise provided by in these Bylaws.

3.4. No member shall be elected a Trustee for more than two (2) consecutive terms of three (3) years each.

3.5. Vacancies. A trustee vacancy shall arise upon the death, resignation or removal of a trustee or the creation of new trustee positions. A vacancy on the Board of Trustees occurring in the interim between annual meetings may be filled by an interim successor appointed by the President and approved by the Board of Trustees. At the next Annual Meeting following the vacancy, the membership shall elect, by a vote of the majority, a permanent successor for the vacated position. Trustees elected to fill vacancies shall hold office for the remainder of the term of the vacated position to which their successors have been elected.

### **Section 4 - Compensation, Reimbursement, and Loans**

4.1 Compensation. No Trustee, Officer or member shall receive compensation for his/her services.

4.2. Reimbursement. Notwithstanding the mandates of this Article, at the discretion of the Board of Trustees, individual Trustees, 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.

4.3. Loans. No loans shall be made by the Society to its Trustees, Officers, and members of committees or to any other Society, firm, association or other entity in which one or more of its Trustees, Officers or committee members are Trustees or Officers or hold a substantial financial interest, except as may be permitted by law.

### **Section 5 - Resignation**

A Trustee may resign at any time by giving written notice to the Board of Trustees, the President or the Secretary of the Society. Unless otherwise specified in notice, the resignation shall take effect upon receipt thereof by the Board of Trustees, the President or the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

### **Section 6 - Suspension & Removal**

6.1. Suspension. Members of the Board of Trustees may be suspended for cause by a two-thirds (2/3) majority vote of the Board at any regular meeting or Special Meeting of the Board called for that purpose, provided there is a quorum for the meeting at which the action is taken. The period of suspension can last only until such time as the next Annual Meeting. At any meeting where a vote is to be taken to suspend a member of the Board, the Trustee in question may attend and shall be given a reasonable opportunity to argue in his/her defense.

6.2. Removal. Trustees may be removed with or without cause by a two-thirds (2/3) majority vote of the members at any Annual Meeting or Special Meeting of the membership called for that purpose, provided there is a quorum for the meeting at which the action is taken. At any meeting where a vote is to be taken to remove a member of the Board, the Trustee in question may attend and shall be given a reasonable opportunity to argue in his/her defense.

### **Section 7 - Meetings**

7.1. Regular Meetings. Regular meetings of the Board of Trustees may be held after reasonable notice at such times as may be fixed from time to time by

resolution of the Board of Trustees. The Board of Trustees shall endeavor to convene Regular Meetings once each month, except for October.

7.2. Special Meetings. Special Meetings of the Board of Trustees shall be held whenever called by the President, the Secretary, or any three (3) Trustees. Notice of Special Meetings shall be given personally or by telephone, electronic mail, facsimile or first class mail and shall state the purposes, time and place of the meeting. If notice is given personally or by telephone it shall be given not less than three (3) days before the meeting; if it is given by electronic mail, facsimile or first class mail, it shall be given not less than five (5) days before the meeting.

### **Section 8 – Voting**

Each member of the Board of Trustees shall have one vote.

### **Section 9 – Quorum**

A majority of the total number of members of the Board of Trustees then in existence shall constitute a quorum for the transaction of any business.

### **Section 10 - Action by the Board of Trustees**

10.1. Action Defined. Except as otherwise provided by law or in these bylaws, an “Action,” or “Act,” of the Board of Trustees shall mean an action at a meeting of the Board authorized by vote of a majority of the Trustees present at the time of the vote, provided a sufficient quorum is present. The purchase sale, mortgage or lease of real property shall only be authorized by vote of two-thirds (2/3) majority of the Trustees present at the time of the vote, provided a sufficient quorum is present. The sale, lease, exchange or other disposition of all, or substantially all, the assets of the Society shall only be authorized by vote of a two-thirds (2/3) majority of the Trustees present at the time of the vote, provided a sufficient quorum is present, and a court of competent jurisdiction in the county where the Society maintains its principal place of business, if required by law.

10.2. Written Consent. Any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

10.3. Electronic Communication. Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

10.4. Attendance. Missing three (3) consecutive meetings without reasonable cause shall be considered reasonable cause for suspension.

## **ARTICLE V OFFICERS OF THE BOARD**

### **Section 1 - Officers, Election, Term**

1.1. The officers of the Society are President, Vice President, Secretary, Treasurer, and such other officers as the Society may determine.

1.2. Qualification. Only members in good standing and 18 years of age or older may be elected to office.

1.3. Terms of office. Election of officers shall be conducted at the Annual Meeting of the Society. The Officers of the Society shall be elected by a simple majority vote of a Member quorum ( Article III, Section 2.3 ) for a term of one (1) year from the date of election, other than the Treasurer, whose term will commence on the first day of the January following election. Each officer shall hold office for the term for which he or she is elected and until his or her successor has been elected.

1.4. No member shall be elected as an officer in a given office for more than four (4) consecutive terms of one year each, with the exception of treasurer who may serve up to six (6) consecutive terms (*revised 11 October 2006*).

1.5. No Society employee shall serve as Board President.

1.6. A vacancy in any elected office, except that of President, caused by resignation, death, inability to serve or other reason, may be filled by appointment by the President, with approval of the Board, until the next election. In case of such a vacancy in the office of the President, the Vice-President shall automatically become President.

## **Section 2 - Removal, Resignation**

Officers serve at the discretion of the membership which elects them. Officers can be removed with or without cause by a two-thirds (2/3) majority vote of the members at any Annual Meeting or Special Meeting of the membership called for that purpose, provided there is a quorum for the meeting at which the action is taken. At any meeting where a vote is to be taken to remove an officer, the officer in question may attend and shall be given a reasonable opportunity to argue in his/her defense.

## **Section 3 - Duties**

3.1. President. The President shall be the principal executive officer of the Society and shall in general supervise and control all of the business and affairs of the Society on behalf of the Board of Trustees. He/she shall preside at all meetings of the members and of the Board of Trustees. The President, the Secretary, the Treasurer or any other proper officer of the Society authorized by the Board of Trustees may sign any deeds, mortgages, bonds, contracts or other instruments that the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these by-laws or by statute to some other Officer or agency of the Society. In general the President shall be the spokesperson for the Board of Trustees and shall perform all duties as may be prescribed by the Board of Trustees from time to time.

3.2. Vice President. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President and/or the Board of Trustees.

3.3. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees and keep a record of the transactions of the Society and of the Executive Board. The Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President and/or the Board of Trustees.



3.4. Treasurer. The Treasurer shall be responsible for the supervision, on behalf of the Board of Trustees, of all monies received or expended by the Society and shall keep the Board informed on all pertinent financial matters. The Treasurer shall provide a financial report at all regular meetings of the Board of Trustees in a format prescribed by the Board and shall serve as the Board's liaison with financial-related contractors (e.g. accountants, auditors, etc.); and shall serve as a member of the Finance Committee. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Trustees.

3.5. Executive Director. The Board of Trustees may employ an Executive Director (chief administrative officer) who shall have general charge, subject to the overall control and direction of the Board, oversight and direction of the affairs and business of the Society, and sole responsibility for the employment and discharge of staff in accordance with Board established policies. The Executive Director shall be the principal administrative officer of the Society, charged with the duties of executing the purposes of the Society, carrying out the directives of the Board of Trustees in performing any and all functions necessary and proper to ensure that the policies, objectives and aims of the Society are carried out and shall sit as an *ex officio* non-voting Member of the Board of Trustees.

## **ARTICLE VI COMMITTEES**

### **Section 1 - Appointments**

- 1.1. Committees of the Board are those that may have the power to bind the Board within the limitations of the New York State Not-for-Profit Corporation Law ("NPCL") and must be comprised solely of Board members, with at least three (3) members. The President shall, subject to approval of the Board, appoint the Executive Committee as a Committee of the Board.
- 1.2. Committees of the Corporation are those that cannot bind the Board and may include non-board members. These committees are also appointed by the President, subject to approval of the Board. The Committees of the Corporation include: Membership Committee, Finance Committee, Collections Committee, and Communications/Public Relations Committee.

Each may have such sub-committees as from time-to-time are required to maintain their charges and responsibilities.

- 1.3. Ad Hoc Committees. Additional committees may be created and appointed by the President with the consent of the Board of Trustees as needed for operational or special purposes.

## **Section 2 - Executive Committee**

The Executive Committee shall be comprised of the elected Officers of the Society: President, Vice-President, Secretary and Treasurer, with the Executive Director as a non-voting member. Additional members of the Board of Trustees may be appointed to serve on the Committee at the discretion of the Board. The President shall serve as the Chair of the Executive Committee. The Executive Committee shall maintain surveillance of the business and affairs of the Society and shall be empowered to transact only such business as may be necessary between meetings of the Board of Trustees, unless authorized otherwise by the Board of Trustees. The Committee shall be responsible for overseeing the personnel affairs of the Society, including, but not limited to developing and reviewing personnel policies and evaluating, at least annually, the Society's Executive Director. The Executive Committee cannot, without specific authorization by the Board of Trustees, purchase real property, borrow money, amend the bylaws, or hire or terminate the Executive Director. Meetings of the Committee may be called by the Chair or by any three (3) members of the Committee. The Committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board.

## **Section 3 - Membership Committee**

The Membership Committee is responsible for recruiting and retaining members, encouraging membership involvement, and recruiting and recognizing volunteering among the members.

## **Section 4 - Finance Committee**

The Finance Committee shall be comprised of appointed members of the Board of Trustees and others appointed from the membership; however, under no circumstances is an employee of a contracted financial firm or a contracted independent financial consultant to serve on the Committee. The Treasurer shall serve on the Committee but shall not chair the Committee. The

Finance Committee shall be responsible for overseeing the fiscal affairs of the Society. The Committee shall develop a budget for approval by the Board of Trustees, propose policies governing the finances of the Society for adoption by the Board, review any and all audits of the Society or any of its programs or contracts performed, and shall respond in writing, subject to approval of the Board of Trustees, to such audits, including the management letter, stating any and all remedies to deficiencies or improvements in fiscal policies and procedures cited or recommended.

### **Section 5 – Collections Committee**

The Committee shall develop guidelines regarding the care and preservation of the accessioned objects.

### **Section 6 – Communications/Public Relations Committee**

The Communications/Public Relations Committee is responsible for publicizing and promoting the Society and all its programs and activities using all appropriate print and digital media.

## **ARTICLE VII FUNDAMENTAL CORPORATE CHANGES**

### **Section 1 - Bylaw Amendment**

1.1. These Bylaws may be amended, repealed or altered in whole, or in part, at any Annual or Special Meeting called for that purpose by a two-thirds (2/3) majority vote of the Board of Trustees.

1.2. Any member in good standing of the Society may propose amendment (s) of these Bylaws by providing such proposals in writing to the Board of Trustees.

1.3. Any proposed amendment (s) to these Bylaws must be submitted to the Board of Trustees not less than thirty days prior to the meeting at which it is to be considered.

1.4. Notice of any proposed amendment to the Bylaws must be given to the Society membership not less than ten (10) days prior to the meeting at which it is to be considered.

1.5. Thereafter, the Bylaw amendment shall be submitted to the NYS Board of Regents of the NYS Department of Education for approval.

### **Section 2 - Absolute Charter**

2.1. Amendment. An amendment, repeal or alteration, in whole or in part, of the Society's Charter shall be authorized, by a two-thirds (2/3) majority vote

of the Board of Trustees and those entitled to cast ballots for a resolution of the Membership, if applicable, at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, provided there is a quorum for all corporate meetings at which such actions are taken, and shall become effective once all statutory approvals are subsequently secured and the applicable Certificate of Amendment or Restated Absolute Charter is accepted for filing by the New York State Department of Education.

2.2. Governing Effect. If there is any conflict between the provisions of the Absolute Charter, as may be amended, and these Bylaws, the provisions of the Absolute Charter shall govern.

### **Section 3 - Merger or Consolidation**

The Merger or Consolidation of this Society shall be authorized, by a two-thirds (2/3) majority vote of both the Board of Trustees and those entitled to cast ballots for a resolution of the Membership, if applicable, at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, provided there is a quorum for all corporate meetings at which such actions are taken, and shall become effective once all statutory approvals are subsequently secured and the applicable Certificate of Merger or Consolidation is accepted for filing by the New York State Department of Education.

### **Section 4 - Dissolution**

4.1. Procedure. The Dissolution of this Society shall be authorized, by a two-thirds (2/3) majority vote of both the Board of Trustees and those entitled to cast ballots for a resolution of the Membership, if applicable, at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, provided there is a quorum for all corporate meetings at which such actions are taken, and shall become effective once all statutory approvals are subsequently secured and the applicable Certificate of Dissolution is accepted for filing by the New York State Department of Education.

4.2. Residual Assets. As part of the process of obtaining a corporate Dissolution, the Society shall endeavor to ensure that any residual corporate assets shall be donated to another tax-exempt, not-for-profit organization with purposes similar to those of this Society and use its best efforts to have same authorized by all regulatory agencies and the Courts.

## **Section 5 - Leases and Sale of Real Property**

In any transaction where the Society endeavors to purchase, mortgage, sell or lease real property of the Society, it will first determine if such transaction constitutes a disposition of “all or substantially all” of its assets and if so shall obtain the consents required by N-PCL Section 510 or these Bylaws. In any event where real property is disposed of, same shall not occur except with the consent of a two thirds (2/3) majority vote of the entire Board at a regular meeting or special meeting called for that purpose and approval of the membership.

## **ARTICLE VIII CONFLICT OF INTEREST**

**Section 1.** A conflict of interest does exist when a matter to be acted upon by the Board of Trustees confers a direct, substantial benefit to any Trustee of the Board, or business or agency from which such a Trustee derives an income or has authority in governance.

**Section 2.** Prior to election to the Board, and thereafter on an annual basis, all Trustees shall disclose in writing, to the best of their knowledge, any interest (as defined above) such a Trustee may have in any corporation, organization, partnership, other entity or individually which provides professional or other goods or services to the Greater Oneonta Historical Society. A copy of each disclosure statement shall be given to the president and be available to any Trustee of the Greater Oneonta Historical Society upon request.

**Section 3.** A member of the Board of Trustees having a conflict of interest shall not be present at or participate in board or committee deliberations or vote on the matter creating conflict. Said Board member shall disclose the conflict or potential conflict as soon as she/he recognizes the conflict. If self-disclosure is not revealed, the Board President or any member of the Board of Trustees can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to excuse her/himself from the meeting and voting because of a conflict of interest. If no conflict of interest is disclosed but the President or any other member of the Board states the opinion that such a conflict exists and the challenged Board member refuses to abstain from the deliberations or voting as requested, the President shall immediately call for a vote of the Trustees to determine

whether the challenged Trustee is in a conflict of interest. If a majority of the Trustees present vote to require the abstention of the challenged Trustee, that Trustee shall not be permitted to vote.

**Section 4.** When a conflict of interest arises, its existence and resolution must be documented in the Society's records, including in the minutes of any meeting where the conflict was discussed.

**Section 5.** Any attempt by a person with a conflict of interest to improperly influence the Board's deliberation or vote is prohibited.

**Section 6.** The Society is dedicated to the development of a strong nonprofit sector and representatives of that sector may sit on its Board of Trustees and still qualify for services offered by the Society. Participation as a member of the Board does not preclude an organization that the Board member is affiliated with from receiving services. Affiliation includes, but is not limited to, an organization which the Board member is employed by, or is a member of, its Board of Trustees. The receipt of services or the potential of receiving services may, however, constitute a conflict of interest from time-to-time as defined herein. In the event that such a conflict of interest is determined to compromise the individual Board member's ability to represent the Society's best interest regarding a specific issue or action before the Board, the procedures stated in the Article are in force.

## **ARTICLE IX INDEMNIFICATION**

### **Section 1 - Authorized Indemnification**

Unless clearly prohibited by law or these Bylaws, this Society shall indemnify any person (an "Indemnified Person") made or threatened to be made a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by the Society, by reason of the fact that s/he (or her/his Testator or Administrator, if then deceased), whether before or after adoption of this Article: (a) is or was a Trustee or Officer of the Society, or (b) is serving or served, in any capacity, at the request of the Society, as a Trustee or Officer of any other Society, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Society shall have consented to such settlement)

and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding.

### **Section 2 - Prohibited Indemnification**

The Society shall not indemnify any person if a judgment, or other final adjudication, adverse to any Indemnified Person establishes, or the Board of Trustees in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that s/he personally garnered any financial profit or other advantage to which s/he was not legally entitled.

### **Section 3 - Advancement of Expenses**

The Society shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Society, pay or promptly reimburse an Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Society, with interest, for any amount advanced for which it is ultimately determined that s/he is not entitled to be indemnified under the law or these Bylaws. An Indemnified Person shall cooperate in good faith with any request by the Society that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

### **Section 4 - Indemnification of Others**

Unless clearly prohibited by law or these Bylaws, the Board of Trustees may approve indemnification by the Society, as set forth in Section 1 of this Article, or advancement of expenses as set forth in Section 3 of this Article, to a person (or her/his Testator or Administrator, if then deceased) who is or was employed by the Society or who is or was a volunteer for the Society, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Society in any capacity for any other Society, partnership, joint venture, trust, employee benefit plan or other enterprise.

### **Section 5 - Determination of Indemnification**

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court, the Board of Trustees shall, upon written request by an Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these Bylaws. Before indemnification can occur, the Board of Trustees must expressly find that such indemnification will not violate the provisions of Section 2 of this Article. No Trustee with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Trustees is not obtainable, the Board of Trustees shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these Bylaws.

### **Section 6 - Binding Effect**

Any person entitled to indemnification under these Bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these Bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

### **Section 7 - Insurance**

The Society is required to purchase Trustees and Officers ("D & O") liability insurance. To the extent permitted by law, such insurance shall insure the Society for any obligation it incurs as a result of this Article, or operation of law, and it may insure directly the Trustees, Officers, employees or volunteers of the Society for liabilities against which they are not entitled to indemnification under this Article, as well as for liabilities against which they are entitled or permitted to be indemnified by the Society.

### **Section 8 - Nonexclusive Rights**

The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Trustees is authorized to enter into agreements on behalf of the Society with any Trustee Officer, employee or volunteer to provide them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.



## **Section 9 - Indemnification of Employees**

9.1 Actions. The Society shall indemnify any and all employees of the Society against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, in connection with any claim asserted against the employee by court action, or otherwise, by reason of the fact that such employee acted in good faith for a purpose which he/she reasonably believed to be in the best interest of the Society and, in criminal actions of proceedings, in addition, had no reasonable cause to believe that his/her conduct was unlawful.

9.2 Nonexclusivity. Section 1 of this article shall not be exclusive but shall include, by implication, any and all rights and remedies available to the Society and its employees by statute or otherwise, including but not limited to the purchase and maintenance of insurance to fund the aforementioned indemnification pursuant to the Not-for-Profit Society Law.

## **ARTICLE X RULES OF ORDER**

In all matters of parliamentary procedure not covered or contradicted by these by-laws, the Laws of the State of New York, in particular the Not-for-Profit Society Law, the rules and regulations of the State of New York as codified in the New York Code of Rules and Regulations (NYCRR), the Internal Revenue Service Code, and the Income Tax Regulations promulgated there under, and by the contracts entered into by the Society with government, foundation or other funding sources, Roberts Rules of Order, newly revised, shall be used as a guideline in answering all questions of proper parliamentary procedure.

*Original GOHS Bylaws adopted by Trustees and Officers on March 20, 2000*

*Revision to original Article III, Section 6 revised by vote of the membership on October 11, 2006*

*Completely revised GOHS Bylaws adopted by Trustees and Officers on January 2, 2013*

*Revised GOHS Bylaws adopted by the GOHS membership on April 17, 2013*

*Revision to Article V, VI, and VII approved by the GOHS membership on April 1, 2015*

*Revisions to Articles V and VI approved by the GOHS membership on October 7, 2015*