

BYLAWS OF THE GREATER ONEONTA HISTORICAL SOCIETY

ARTICLE I. NAME, TERRITORY, AND OFFICE

Section 1 – Name

The Greater Oneonta Historical Society 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 the Charter on June 9, 1998, 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 to the Absolute Charter of the 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 its Board of Trustees may from time to time determine or the business of the Society may require.

ARTICLE II. MISSION

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, creed, national origin, religion, age, sex, marital status, sexual orientation, gender identity or expression, military status, disability, or any other basis prohibited by State or Federal law.

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 of the Board of Trustees, 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 at a virtual meeting using best practices for each method.
- 2.8. Notice of Membership Meetings. Written notice shall be given to Members entitled to vote at each meeting of 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. Notice of Membership meetings shall be given by electronic mail, first-class mail, or other method not less than five (5) days before the meeting.

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, and take all necessary and proper steps to carry out the purposes of this Society and to promote its best interest.

Section 2 – Oversight

- 2.1. Society Employment. The Board of Trustees shall have power to employ necessary staff and other help.
- 2.2. Budget Approval. The Board of Trustees shall have power to approve the annual operating budget comprised of revenues and expenditures. Non-operating or restricted expenditures over \$1,500 requires approval by a majority of members of the Board of Trustees prior to the expenditure, except in the case of an emergency if not able to obtain approval in advance. The Board of Trustees shall receive regular operating and restricted budget updates from the Treasurer of the Board or his/her/their designee at its monthly meetings.

Section 3 – 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 4 – Selection Procedure, Terms, Elections

- 4.1. Qualifications. Trustees must be Society Members in good standing and 18 years of age or older.
- 4.2. 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.

- 4.3. Terms of Office. The term of office for a Trustee is three (3) years, unless otherwise provided by in these Bylaws, to start on January 1 of the year following election.
- 4.4. No member shall be elected a Trustee for more than two (2) consecutive terms of three (3) years each. A Trustee who has served two consecutive terms may return to the Board of Trustees after one year following completion of the second term.
- 4.5. 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 5 – Compensation, Reimbursement, and Loans

- 5.1. Compensation. No Trustee, Officer or Member shall receive compensation for his/her/their services.
- 5.2. 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 of Trustees for expenses reasonably incurred by them in the performance of their duties.
- 5.3. Loans. No loans shall be made by the Society to its Trustees, Officers, 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 6 – Policies

All Trustees must abide by all Society policies or be subject to suspension or removal per Article IV, Section 8.

Section 7 – Resignation

A Trustee may resign at any time by giving written notice to the Board of Trustees, or to the President or Secretary of the Society. Unless otherwise specified in the 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 8 - Suspension & Removal

- 8.1. Suspension. Members of the Board of Trustees may be suspended for cause by a two-thirds (2/3) majority vote of the Board of Trustees at any regular or special meeting of

the Board of Trustees 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 of Trustees, the Trustee in question may attend and shall be given a reasonable opportunity to argue in his/her/their defense.

- 8.2. 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 of Trustees, the Trustee in question may attend and shall be given a reasonable opportunity to argue in his/her/their defense.
- 8.3. Cause for Suspension or Removal. A Trustee may be suspended or removed for three (3) consecutive unexcused absences from regular meetings of the Board of Trustees, and by a majority of votes cast by the Board of Trustees, provided there is a quorum for the meeting at which the action is taken.

Section 9 – Meetings

- 9.1. 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, the month in which the Annual Meeting is held.
- 9.2. 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 by electronic mail, first-class mail, or other method not less than five (5) days before the meeting, and shall state the purposes, time, and place of the meeting.

Section 10 – Voting

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

Section 11 – Quorum

A majority of the total number of Board of Trustees members then in existence shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Trustee.

Section 12 – Action by the Board of Trustees

- 12.1. 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 of Trustees authorized by vote of a majority of the Trustees present at the time of the

vote, provided a sufficient quorum has been reached. 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 has been reached. The sale, lease, exchange, or other disposition of all, or of 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 has been reached, and by a court of competent jurisdiction in the county where the Society maintains its principal place of business, if required by law.

- 12.2 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 of Trustees 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 of Trustees or committee shall be filed with the minutes of the proceedings of the Board of Trustees or committee.
- 12.3 Electronic Communication. Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board of Trustees 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.

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 serve as an officer of the Board of Trustees.
- 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, the term to commence on the first day of the January following election. Each officer shall hold office for the term for which he/she/they is elected and until his/her/their successor's term has commenced.
- 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.
- 1.5. No employee of the Society 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 the 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/their 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 the business and affairs of the Society on behalf of the Board of Trustees. He/she/they shall preside at all meetings of the Members and of the Board of Trustees. The President, Secretary, 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 bylaws or 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/their 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/them 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/them by the President and/or the Board of Trustees.
- 3.4. Treasurer. The Treasurer shall, on behalf of the Board of Trustees, be responsible for the supervision of all monies received or expended by the Society and shall keep the Board informed of 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; 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/them by the President or by the Board of Trustees.

- 3.5. Executive Director. The Board of Trustees may employ an Executive Director who shall, subject to the overall control and direction of the Board of Trustees, have general charge, oversight, and direction of the affairs and business of the Society, and have sole responsibility for the employment and discharge of staff in accordance with policies established by the Board of Trustees. The Executive Director shall be the principal administrative officer of the Society, charged with the duties of executing the purposes of the Society and carrying out the directives of the Board of Trustees in performing all functions necessary and proper to ensure that the policies, objectives, and aims of the Society are carried out. The Executive Director 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 of Trustees within the limitations of the New York State Not-for-Profit Corporation Law (NYS NPCL) and must be comprised of at least three (3) members of the Board of Trustees. The Executive Committee shall be designated as a Committee of the Board. The President may, subject to approval of the Board of Trustees, amend this designation or appoint Committees of the Board.
- 1.2. Committees of the Corporation are those that cannot bind the Board of Trustees and may include non-Board Members. Committees of the Corporation include the Building Committee, Collections Committee, Development Committee, Finance Committee, Programming & Exhibits Committee, and Retail Committee. Each may have 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 approval of the Board of Trustees, as needed for operational or special purposes.

Section 2 – Activities

Committees are charged with specific responsibilities, as described in Sections 3-9 below, and shall determine annual priorities and actions as needed for operational or special purposes. All Committees of the Board and Committees of the Corporation shall meet no fewer than two times annually.

Section 3 – 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 serving as an *ex officio* non-voting member. Additional members of the Board of Trustees may be appointed to serve on the Executive Committee at the discretion of the Board of Trustees. 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 otherwise authorized by the Board of Trustees. The Executive 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 Executive Committee may be called by the chair or by any three (3) members of the Executive Committee. The Executive Committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board of Trustees.

Section 4 – Building Committee

The Building Committee shall oversee building maintenance and repairs, and larger building projects; advise, monitor, and supervise building projects; and review building-related contracts.

Section 5 – Collections Committee

The Collections Committee shall develop guidelines regarding the care and preservation of the accessioned objects; and make recommendations to the Board of Trustees related to accessioning objects.

Section 6 – Development Committee

The Development Committee shall shape development strategies and plans and monitor results against plans; assist the Executive Director with the annual appeal and other non-event/programming development efforts; review opportunities to attract corporate or other sponsors, large donors, and grants; and oversee fundraising event strategies and membership development and relations. The Development Committee will oversee a Membership subcommittee and a Fundraising subcommittee, with additional workgroups established based on current fundraising efforts.

Section 7 – 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 Finance Committee. The Treasurer shall serve on the Finance Committee but shall not chair the Committee. The Finance Committee shall oversee the fiscal affairs of the Society; develop an annual budget for approval by the Board of Trustees; propose policies governing the finances of the Society for adoption by the Board of Trustees; review audits of the Society or any of its programs or contracts performed; and 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 8 – Programming & Exhibits Committee

The Programming & Exhibits Committee shall oversee individual exhibits and programming workgroups; advise and research exhibits and programs; brainstorm and propose new programs and exhibits; and plan and implement educational programs. The Programming & Exhibits Committee will oversee a Children & Youth Programming Subcommittee.

Section 9 – Retail Committee

The Retail Committee shall review current retail inventory, purchases, sales, and consignment items; order/purchase new items and rotating seasonal items for the gift shop; and brainstorm and propose new ideas for merchandise.

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 Meeting or special meeting called for that purpose by a two-thirds (2/3) majority vote of the Board of Trustees. Changes are authorized by a majority of Member votes cast at the Annual or special meeting, provided a quorum is present as defined in Article III, Section 2.3.
- 1.2. Any Member of the Society in good standing may propose amendment(s) to these Bylaws by providing such proposals in writing to the Board of Trustees. Proposed amendment(s) must be submitted to the Board of Trustees not less than thirty (30) days prior to the meeting at which it is to be considered.
- 1.3. Notice of any proposed amendment to the Bylaws must be given to the Membership of the Society not less than ten (10) days prior to the meeting at which it is to be considered.
- 1.4. Thereafter, the amendment(s) to the Bylaws shall be submitted to the New York State Board of Regents of the 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 Absolute 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 NYS NPCL,

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 of Trustees at a regular meeting or special meeting called for that purpose and approval of the Membership.

ARTICLE VIII. CONFLICT OF INTEREST

Section 1 – Definition

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 of Trustees, or business or agency from which such a Trustee derives an income or has authority in governance.

Section 2 – Annual Disclosure

Prior to election to the Board of Trustees, 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 Society. A copy of each disclosure statement shall be given to the President and be available to any Trustee of the Society upon request.

Section 3 – Disclosure Process

A member of the Board of Trustees having a conflict of interest shall not be present at or participate in Board of Trustees or committee deliberations or vote on the matter creating conflict. Said Board of Trustees member shall disclose the conflict or potential conflict as soon as he/she/they 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 of Trustees desires to excuse him/her/them self 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 of Trustees 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 has 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 – Documentation of Conflicts

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 – Improper Influence Prohibited

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

Section 6 – Permitted Affiliations

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 of Trustees 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 Trustee 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 Trustee'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 he/she/they (or his/her/their 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 he/she/they personally garnered any financial profit or other advantage to which he/she/they 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 he/she/they 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 his/her/their 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 attorneys’ 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/they 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/their 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 NYS NPCL.

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

Completely revised GOHS Bylaws adopted by Trustees and Officers on August 6, 2025

Revised GOHS Bylaws adopted by the GOHS Membership on XXXXX