

BY-LAWS OF WEST KORTRIGHT CENTRE, INC.

(As revised February 12, 2012)

ARTICLE I. NAME, OFFICES

Section 1. The name of the Corporation is West Kortright Centre, Inc. It is a Not-for-Profit Corporation organized on February 23, 1975 and existing under the Laws of the State of New York.

Section 2. The principal office of the Corporation shall be located at the West Kortright Centre, Town of Kortright, County of Delaware and State of New York.

ARTICLE II. PURPOSE

West Kortright Centre, Inc. was formed by residents of the neighboring farming community, and people formerly associated with The West Kortright United Presbyterian Church, to preserve, maintain and restore the former church building and to make it available for community use.

Erected in 1850, the Centre was designated a National Historic Landmark in 2002.

The purposes of the Corporation, as more fully set forth in the Certificate of Incorporation, are to own, maintain and operate this building as a cultural and community center, and to offer and facilitate programs and events for the benefit and enrichment of the community.

ARTICLE III. MEMBERSHIP

Section 1. Annual Member—Any individual, eighteen (18) years of age or older, who believes in the purposes of this Corporation may become an Annual Member of this Corporation for a year beginning on April 1 and ending on March 31 of the following calendar year, by paying dues in an amount for the year to be determined by the Board of Directors. Only Annual Members who have paid their dues for the current year may vote at the annual meeting.

Section 2. Membership Categories—Multiple levels of annual dues have been established. All categories except singular are considered to be dual memberships allowing for up to two voting members. A singular membership is allowed one vote.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meeting—The annual meeting of the members shall be held during the first quarter of the calendar year at such time and place designated by the Board of Directors. The meeting shall be for the purpose of electing directors and for the transaction of such business as may be brought before it. Notice of meetings of members shall be given by the Secretary or his or her designee in accordance with the provisions of section 605 of the New York State Not-For-Profit Corporation Law. Such notice shall be in writing, shall specify the place, date and hour of the meeting, and, in the event of a special meeting, shall state the purpose or purposes for which it is being called. A copy of the notice of the annual meeting shall be given, either personally or by mail, to each member, not less than ten nor more than fifty days before the date of the meeting.

Section 2. Special Meetings—Special Meetings of members may be called by the Board of Directors or by the President at the request, in writing, of five or more members. Notice of such meeting shall be given by the Secretary or his or her designee, as required by law, not less than ten days and not more than fifty days prior to such meeting. A copy of such notice, addressed to each member entitled to vote at such meeting, shall be served personally or by mail to his or her last known address. The notice

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of such meetings shall contain a statement of the time and place of such meeting, the person or persons who have requested the meeting, and the purpose or purposes of the meeting. No business other than the business specified in the notice of the meeting shall be transacted at any such special meeting.

Section 3. Voting—Each member may cast one vote. Members must vote in person.

Section 4. Quorum—As long as the total membership does not exceed 300, ten percent of the total membership shall constitute a quorum. In the event that the membership exceeds 300, thirty members shall constitute a quorum. If less than a quorum is present at a meeting of the members, a majority of those present may adjourn the meeting until a future date, in which event at least 5 days written notice of the adjourned meeting date shall be given to all members not present at the scheduled meeting. In the event of an emergency, any action taken at a Regular or Special Meeting of the Members at which a quorum is not present must be ratified at the next meeting of the members at which a quorum is present.

Section 5. Voting at Meetings of Members—At any meeting of the members, after a quorum has been declared present, the vote of a majority of the members present shall be binding.

ARTICLE V. DIRECTORS

Section 1. Number—The affairs and the business of the Corporation shall be conducted by a Board of Directors consisting of not more than 25 nor less than 11 members, each of whom shall be a member of the corporation at the time of election. The actual number to serve in the following year shall be determined each year at the Annual Meeting of Members.

Section 2. Directors Emeriti—Directors Emeriti shall be individuals selected by the Board of Directors who have demonstrated a special interest in the West Kortright Centre. Directors Emeriti will be eligible to attend all meetings of the Board of Directors, at which they will have a voice but no vote, and their presence shall not be considered to determine whether a quorum is present unless they are also duly elected or appointed as regular Directors of the Corporation. The term of office of a Director Emeritus shall be for life.

Section 3. Nomination of Directors and Officers—A nominating committee, appointed by the Board of Directors at least six weeks before the Annual Meeting of Members, shall present a slate of directors to be voted upon at the Annual Meeting of Members. Additional nominations shall be solicited from the floor at the Annual Meeting.

Section 4. Method of Election—At the Annual Meeting of Members, the members shall elect Directors to succeed Directors whose terms have been completed and any additional Director positions that have been created. Each member may cast one vote for each Director position to be filled, and may not cast more than one vote for any nominee. The Director positions shall be filled by the persons who receive the most votes.

Section 5. Term of Office—A director shall hold office until the annual meeting of members which is held the third year after his or her election, and until his or her successor shall have been elected and qualified, unless the director resigns or is removed for cause. A director may resign by submitting a written resignation to the President. A director may be removed, for cause or without cause, by the

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affirmative vote of two-thirds of the directors or by the affirmative vote of two-thirds of the total membership.

Section 6. Duties of Directors—The Board of Directors shall have the control and general management of the affairs and business of the Corporation. The Board of Directors may adopt such rules and regulations for the conduct of its meetings and the management and business of the Corporation as it may deem proper, not inconsistent with these By-Laws, the Certificate of Incorporation and the Laws of the State of New York. No individual director may bind the Corporation without the express authority of the Board of Directors.

Section 7. Directors' Meetings—Meetings of the Board of Directors shall be at the call of the President and at such times as the Board of Directors may determine. The Board may meet monthly but shall meet no less than four times each year.

Section 8. Notice of All Meetings—Notice shall be given by the most practical means, and need not be given in writing. Notice may be given by first class mail, by telegram, by email, by telephone, or by face-to-face personal notification.

Section 9. Quorum—At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum. A lesser number, when not constituting a quorum, may adjourn until a meeting at which a quorum shall be present.

Section 10. Voting—Except as otherwise provided by law, the affirmative vote of a majority of the Directors present at any meeting of the Board of Directors at which a quorum is present shall be necessary for the transaction of any item of business thereat.

Section 11. Attendance—Upon three (3) absences from monthly meetings of the Board of Directors within a calendar year, a director may be removed from the Board by a majority vote of the other directors.

Section 12. Vacancies—Vacancies occurring in the Board of Directors between Annual Meetings of Members shall be filled by a majority vote of the Board of Directors at any scheduled meeting thereof. Any Director so elected shall serve for the unexpired term of the Director who is being replaced.

Section 13. Compensation—Directors shall not receive any salary for their services as Directors. However, the Board of Directors may, by resolution, vote to reimburse any director for actual expenses incurred in the scope of his or her service as a director. The Board of Directors may also, by resolution, to the maximum extent permitted by any law, including section 722 of the New York State Not-For-Profit Corporation Law, indemnify any director, or any member, for any judgments, fines, amount paid in settlement and reasonable expenses, including attorney's fees incurred by him or her in connection with any civil or criminal action; if the person indemnified acted in good faith, for a purpose which he or she reasonably believed to be in the best interest of the Corporation.

Section 14. Executive Director—The Board of Directors may appoint an Executive Director who shall not be a member of the Board of Directors. The Executive Director shall perform such duties and exercise such authority as the Board of Directors shall deem necessary and proper. A salary and certain benefits may be paid to the Executive Director. The salary and/or benefits shall be set by the Board of Directors annually.

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ARTICLE VI. OFFICERS

Section 1. Number of Officers, Duties and Replacement—The Officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer, and shall comprise the Executive Committee. In addition, the Board of Directors may establish, by resolution, such other officers as it may deem necessary. Such officers shall be elected from the membership of the Board of Directors, and shall have the authority, and shall perform the duties prescribed, from time to time, by the Board of Directors. No single director may hold more than one office.

Section 2. Election of Officers—The Officers of the Corporation shall be elected by and from the Board of Directors at the first Board meeting after the annual meeting of the members, and shall hold office for one (1) year or until their successors have been duly elected. The term of office of each Officer shall commence upon his or her election. Any vacancy that may arise, including a vacancy in a newly created office, may be filled at any meeting of the Board of Directors, or at a membership meeting.

Section 3. Removal and Resignation—Directors shall not receive any salary for their services as officers. Any officer may resign by submitting a written letter of resignation to the President of the Corporation. The Board of Directors may remove any officer with or without cause, by the affirmative vote of two-thirds of the membership of the Board of Directors.

Section 4. President—The President shall be the principal volunteer executive officer of the Corporation and shall have general charge of the business, affairs and property thereof, subject to direction of the Board of Directors, and shall have general supervision over its officers, employees and agents. The President shall, if present, preside at all meetings of the Board of Directors and at all Meetings of Members. The President may sign and execute any documents on behalf of the Corporation, including any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors have authorized to be executed, unless the Board of Directors has expressly reserved the authority to sign said documents to some other officer or agent of the Corporation. The President shall also be responsible for supervising an Executive Director. The President, unless specifically limited by a resolution of the Board of Directors, is expressly authorized to take the necessary actions, including directions to legal counsel, to make decisions with respect to litigation that has been commenced by or against the Corporation without a specific resolution of the Board of Directors. The President shall also perform any and all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice President—In the absence or inability of the President to act, the Vice President shall perform the duties and exercise the powers of the President and when so acting, shall have all the powers of, and be subject to, all of the restrictions of the office. The Vice President shall also perform such other functions as the Board of Directors may from time to time prescribe.

Section 6. Secretary—The Secretary or his or her designee shall keep the minutes of the meeting of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, maintain a register of the names and addresses of all members, and in conjunction with the Treasurer, maintain the records of the Corporation. The secretary shall also perform such other duties as may be assigned by the President or by the Board.

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Section 7. Treasurer—The Treasurer or his or her designee shall:

- a) Have charge and custody of, and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall maintain the accounts of the Corporation, and shall have the responsibility of preparing, or arranging to have prepared, all necessary documents that must be filed under Federal and State Law.
- b) Exhibit the books and accounts of the Corporation to any member of the Board of Directors upon request, upon reasonable notice.
- c) Render a statement of the condition of the finances of the corporation at each stated meeting of the Board of Directors and Members if called upon to do so, and submit a full financial report at the Annual Meeting of Members. The Treasurer shall supervise or keep correct books of account of all of its business and transactions and such books of account as the Board of Directors may require.
- d) Serve as member of the Fiscal Management Committee
- e) Countersign all checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, unless otherwise determined by resolution of the Board of Directors.
- f) Perform such duties as may, from time to time, be assigned by the President or by the Board.

ARTICLE VII. COMMITTEES

Section 1. Standing Committees—The President, with the approval of the Board of Directors, may establish permanent standing committees for any purpose, including, but not limited to, general administration, fundraising and development, and programs. The President shall appoint members to committees and designate the Chair thereof, who shall serve until a successor is appointed.

Section 2. There shall be a Fiscal Management Committee.

Section 3. Ad-hoc Committees—Additional committees may be created and the Chair and members appointed by the President with the consent of the Board of Directors as needed for special purposes.

Section 4. Committee Reports—All committees shall submit a report of their actions at all regularly scheduled or special meetings of the board.

Section 5. Ex-officio Committee Members—The President shall be an *ex-officio* member of all committees.

ARTICLE VIII. EXEMPT REQUIREMENTS

Section 1. The Corporation shall comply with all requirements of the Internal Revenue Code of 1986, or of any future federal tax code, which are necessary to maintain its tax-exempt status.

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ARTICLE IX. MISCELLANEOUS

Section 1. The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its members, and of the Board of Directors, and shall keep a list or record containing the names and addresses of all members, and shall also keep any records required to be maintained under the New York State Not-for-Profit Corporation Law, or under any other federal or state statute, rule or regulation.

Section 2. All corporate documents and records shall be retained in compliance with the Corporation's established "Retention and Destruction of Documents" policy.

Section 3. The Corporation shall establish, and review at least annually, policies and procedures: 1) for safeguarding the assets of the Corporation and 2) for ensuring that the policies set by the Directors are followed, in accordance with the best prevailing practices for not-for-profit corporations.

Section 4. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Corporation.

Section 5. Whenever any notice is required to be given under the provisions of the New York State Not-For-Profit Corporation Law, or under the provisions of the Certificate of Incorporation, or of the By-Laws of the Corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, shall be deemed the equivalent of the giving of such notice.

Section 6. The fiscal year of the Corporation shall be the calendar year and shall commence on January 1 and end on December 31 of each year.

ARTICLE X. AMENDMENTS

Section 1. These By-Laws may be amended, repealed or altered in whole or in part by a majority vote of a quorum present at any Meeting of Members. The notice of such Meeting of Members shall set forth the proposed specific changes, alterations or repeal to be voted upon. The Board of Directors, by a majority vote, may amend these By-Laws as to any provisions that do not impair the members' rights or enlarge their obligations.