

**BY-LAWS OF
PRESERVE SENECA FALLS, INC.**

**ARTICLE I
NAME AND NOT FOR PROFIT POLICY**

1.1 This Corporation is and shall be known as: "Preserve Seneca Falls, Inc.". Preserve Seneca Falls, Inc. is a corporation as defined in sub paragraph (a)(5) of the New York State Not-For-Profit Corporation Law.

1.2 Preserve Seneca Falls, Inc. is a charitable corporation as defined in subparagraphs (a) and (3-a) of Sections 102 and 201 of the New York State Not-For-Profit Corporation Law.

1.3 Preserve Seneca Falls, Inc. shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized as set forth in its Certificate of Incorporation as the same be from time to time amended.

**ARTICLE II
PURPOSES**

2.3 Preserve Seneca Falls, Inc. is organized exclusively for charitable purposes as set forth in its Certificate of Incorporation, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE III
BOARD OF DIRECTORS**

3.1 Corporate Powers and Qualification. In accordance with the Certificate of Incorporation and the laws of the State of New York, all of the corporate powers of the Corporation are vested in and shall be exercised by its Board of Directors. The Board shall have the power to conduct, manage and control the business and affairs of the Corporation and shall be charged with the responsibility of accomplishing its aims and objectives. Each Director shall be at least eighteen (18) years of age.

3.2 Compensation. The Directors shall receive no compensation for their services as Directors; but, in the sole discretion of the Board of Directors, a Director may receive reasonable

reimbursement for actual expenses incurred in the performance of his or her duties as a Director. The Board shall also have the authority reasonably to compensate a Director for services rendered to the Corporation in other than his or her capacity as a Director; provided, however, that no Director shall be eligible to vote or otherwise act upon the matter of his or her own compensation or reimbursement, or the compensation or reimbursement of any spouse or family member of such Director.

3.3 Election and Term. Directors shall be elected annually at the Annual Meeting. Directors shall hold office for three (3) year terms and until the election or appointment and qualification of their successors. One-third of the Directors shall be elected each year. The initial Board shall draw lots to determine the length of their terms.

3.4 Number. The number of Directors constituting the Board shall be no less than three (3), nor more than seven (7).

3.5 Removal and Vacancies. Any Director may be removed with or without cause by a vote of two-thirds (2/3) of the entire Board at any regular or special meeting of the Board called for that purpose. Any vacancy occurring on the Board may be filled by a vote of the majority of the remaining Directors then in office, even though such majority may be less than a quorum or majority of the entire Board. Each Director elected or appointed to fill a vacancy shall hold office until the next regular Annual Meeting and the election and qualification of his or her successor.

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

ARTICLE IV MEETINGS

4.1 Annual Meeting. The Annual Meeting of the Board of Directors shall be held during such month of each year as the Board shall determine by resolution. The election of Directors and officers shall be held at the Annual Meeting in addition to the transaction of other necessary business, including the giving of the annual report required by Section 519 of the Not-for-Profit Corporation Law. Written notice of the Annual Meeting need not be given if the place, date and hour have been previously scheduled by the Board at a regular or special meeting.

4.2 Regular Meetings. Regular meetings of the Board shall be held at such places and times as the Board may by resolution determine. Written notice of such regular meetings need not be given if the place, date and hour have been previously scheduled by the Board at a regular or special meeting.

4.3 Special Meetings. A special meeting of the Board may be called by the President at any time and shall be called upon the written request of three (3) Directors to the President. Such

meeting shall be held no later than ten (10) days after receipt of such request by the President. Notice of such special meeting shall be given in writing or orally in person or by telephone to each Director at least three (3) days before the meeting. Written or oral notice of any special meeting shall specify the place, date and hour of such meeting and the business to be transacted at such meeting.

4.4 Waiver of Notice. The notice requirement for any meeting of the Board, whether Annual, regular or special, shall be deemed waived by any Director by his or her attendance at the meeting, unless such Director openly objects to the lack of notice at the earliest possible time at the meeting and does not otherwise participate in the meeting. Notice may also be waived in writing at any time before or after such meeting.

4.5 Quorum. At any meeting of the Board, whether Annual, regular or special, a majority of all of the Directors shall constitute a quorum for the transaction of any business at such meeting, and, except as otherwise set forth herein, a vote of the majority of the Directors present and voting at the time of the vote shall be the act of the Board. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time until further notice to any absent Directors and until a quorum is present. The President, or, in his or her absence, a Vice-President, shall preside at all meetings of the Board.

4.6 Participation in Meetings by Telephone. Any one or more members of the Board or of any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or other electronic communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at the meeting.

4.7 Action Without Meeting. Any action required or permitted to be taken by the Board or of any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing, including by email or other electronic transmission, to the adoption of a resolution authorizing the action. The resolution and copies of the written consents thereto by the members of the Board or applicable committee shall be filed with the minutes of the proceedings of the Board or committee.

4.8 Records. The Board and each committee shall maintain a complete record of all business transactions, minutes and acts. The Board shall also present at the Annual Meeting the annual report required by Section 519 of the New York Not-for-Profit Corporation Law.

4.9 Agenda. The Presiding Officer shall submit an agenda to the Board in advance of each meeting.

ARTICLE V OFFICERS

5.1 Officers. The officers of the Corporation shall be a President, one or more Vice-Presidents, a Treasurer, a Secretary and such other officers with such powers and duties not

inconsistent with these By-laws as may be determined by the Board of Directors. Any two or more offices may be held by the same person, except for the offices of President and Secretary. Officers shall be elected for two (2) year terms at each Annual Meeting. The elected officers shall have the following duties:

a. President and Vice-President. The President shall preside at all meetings of the Board and the Executive Committee and shall perform such other duties as the Board may direct. The President generally shall have such powers as are customary and incidental to the highest elected officer of an organization. In the absence of the President, a Vice-President shall perform all of the duties of the President.

b. Secretary. The Secretary shall attend all meetings of the Board and shall cause the minutes and all votes in such proceedings to be recorded in books to be maintained for such purposes. The Secretary shall give or cause to be given the required notice of all meetings of the Board, shall be the custodian of the seal of the Corporation, shall affix the seal to any instrument so authorized by the Board and shall cause to be kept all of the documents and records of the Corporation, as required by law or otherwise, in a proper and safe manner. The Secretary shall have such other powers and duties as may from time to time be properly prescribed by the Board or President.

c. Treasurer. The Treasurer shall be responsible for the keeping of correct and complete books and records of account for the Corporation and for the furnishing of periodic reports to the Board setting forth the Corporation's financial status. Subject to the control and direction of the Board and such officers as the Board may designate, the Treasurer shall be responsible for the establishment and execution of programs and plans for the provision of funds required by the Corporation. The Treasurer shall be responsible for maintaining banking arrangements to receive, hold and disburse funds of the Corporation. The Treasurer shall, as required, invest the funds of the Corporation and establish and coordinate policies for investment in appropriate accounts. The Treasurer shall have such other powers and duties as may from time to time be properly prescribed by the Board.

5.2 Operating Officers and Staff. The Board may appoint and employ salaried operating officers and staff as it may deem appropriate. Such salaried operating officers or staff members may, but shall not be required to be, officers of the Corporation. The Board shall fix the compensation of such operating officers and staff members.

a. Executive Director. The Board may hire and appoint an Executive Director who shall be the chief operating officer of the Corporation. The Executive Director shall serve at the pleasure of the Board and be subject to its general control and direction. In general, the Executive Director shall have all of the powers and perform all of the duties incident to the office of general manager together with such other powers and duties as may from time to time be properly prescribed by the Board.

b. Subordinate Officers and Staff. In order to assist the Executive Director, the Board and all committees in their functions, the Board, upon the recommendation of the Executive Director, may elect or appoint one (1) or more salaried subordinate officers or staff members at a level immediately below that of the Executive Director to serve at the pleasure of the Board. All other staff appointments may be made by the Executive Director as authorized by the Board and as may be deemed necessary or appropriate from time to time.

5.3 Compensation. No officer or operating officer of the Corporation shall receive or be lawfully entitled to receive any pecuniary benefit from the operations of the Corporation, except reasonable compensation for services actually rendered in effecting one or more of the Corporation's purposes. The Board shall fix the compensation of the officers and any operating officers as may be appointed. The Board may further authorize the President or Executive Director to fix the compensation of such subordinate employees as he or she may be authorized to employ.

5.4 Resignation. An officer or an operating officer may resign with or without stating a reason therefor at any time by giving written notice to the Board, the Executive Director or the President. Such resignation shall take effect at the time specified in the notice, or, if no time is specified, upon delivery.

5.5 Removal. Any officer or operating officer may be removed from office, with or without cause, by the vote of two-thirds (2/3) of the entire Board at any regular or special meeting called for such purpose.

5.6 Vacancies. Officer vacancies occurring for any reason may be filled by a majority vote of the Directors at any regular or special meeting of the Board. Any person so elected shall hold office until the next regular Annual Meeting and the election and qualification of his or her successor.

ARTICLE VI MEMBERS

6.1 In order to provide a means of attracting interest in and support for the activities of Preserve Seneca Falls, Inc., the Board of Directors may establish from time to time one or more classes of membership as it deems fit, on such terms and conditions as the Board may by resolution shall determine.

ARTICLE VII COMMITTEES

7.1 General Powers. The Board may, in its discretion, establish such committees as it may see fit from time to time for the purpose of accomplishing particular tasks consistent with the Corporation's purposes. Such committees shall carry out assignments as may be approved by the Board and shall report periodically to the Board on the nature and progress of their work. Each such committee shall have the powers granted to it by the Board, except that no committee shall have authority as to the following matters:

- a. The election of officers;
- b. The filling of vacancies on the Board or on any committee;
- c. The amendment or repeal of these By-Laws, the Certificate of Incorporation or the adoption of new By-Laws;
- d. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Each committee shall serve at the pleasure of the Board and the Board, subject to the applicable provisions of these By-Laws, shall have the authority at any time to change the membership of any committee, to fill vacancies on it, or to dissolve it. All committees shall report to the Board whenever requested by the Board to do so and shall keep regular minutes of their meetings. At any meeting of a committee, a majority of all members of the committee shall constitute a quorum for the transaction of any business at such meeting, and a vote of the majority of the members present and voting at the time of the vote shall be the act of the committee. The President shall be a member, ex officio, of all committees.

ARTICLE VIII INDEMNIFICATION

8.1 Officers and Directors. To the fullest extent permitted by the Not-For-Profit Corporation Law of the State of New York, as amended from time to time, the Corporation will indemnify any person against any and all losses, claims, liabilities and expenses which may arise as a result of the fact that he or she, or his or her testator or intestate, is or was a Director or officer, including an operating officer, of the Corporation. The indemnification herein provided is not limited to that required by statute and is specifically intended to include, without limitation, advancement of litigation expenses, payment of any and all judgments, fines, amounts paid in settlement of pending or threatened actions or proceedings with or without court approval, and reasonable attorneys' fees actually and necessarily incurred as a result of any such action or proceeding, whether or not successful, and any appeal therein.

8.2 Corporate Personnel. The Corporation may, in the discretion of the Board, indemnify all corporate personnel, other than Directors and officers, in the same manner and to the same

extent as any Director or officer shall be indemnified by reason of his or her being, or having been, an employee of the Corporation.

ARTICLE IX FINANCES

9.1 Bank Accounts. The President, Vice President, Secretary and Treasurer each shall have the authority to establish bank accounts on behalf of the Corporation upon such terms and conditions as may be authorized by the Board.

9.2 Bills, Notes, etc. All checks, demands for money and notes or other instruments evidencing an indebtedness or other obligation of the Corporation shall be made in the name of the Corporation and shall be signed on its behalf by the Treasurer or any other officers or persons as the Board may from time to time designate.

9.3 Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of any exemption from taxation under the Internal Revenue Code of 1986 and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

ARTICLE X EXEMPT ACTIVITIES

10.1 Exempt Activities. Notwithstanding any other provision of these By-Laws, no Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XI AMENDMENTS

11.1 Amendment of By-Laws. These By-Laws may be altered, amended or repealed by a two-thirds (2/3) vote of the entire Board at any regular, Annual or special meeting called for such purpose.

11.2 Amendment of Certificate of Incorporation. The Certificate of Incorporation may be amended in the same manner as amendments to the By-Laws may be effected.

Adopted on the day of July , 2017.

Douglas Avery

Kathy Jans-Duffy

Emil Bove Jr

John Strawway

Chris Lytle

Francis Caraccilo

Chris Podzuweit