

# CONSTITUTION

## OF THE

### ROCHESTER ART CLUB, INC.

#### ARTICLE I

#### THE CORPORATION

**Section 1. Name and Type:** The name of the corporation is **Rochester Art Club, Inc.** (herein sometimes referred to as Club or Corporation) a New York charitable corporation, having members.

**Section 2. Purpose:** The Club was created by the New York Legislature in 1882. Its corporate purpose was stated in the initial Certificate of Incorporation to be the cultivation and advancement of the fine and industrial arts and the promotion of social intercourse among its members. To those ends the Club today seeks to maintain an active and viable visual art organization of professional quality and to develop and promote an appreciation for visual arts in the community.

**Section 3. By-laws:** This Constitution constitutes the by-laws of the Corporation, and its separate provisions may be referred to as a by-law.

#### ARTICLE II

#### MEMBERS

**Section 1. Classes:** The Club shall have three classes of members: Signature Members, Associate Affiliates, and Honorary Members.

**Section 2. Signature Members:** The Signature Members are the members of the Corporation, who elect the Board of Directors, serve on juries, are eligible to serve as Directors

and in other capacities, may amend this Constitution, and have such other rights of members as are granted by law.

(a) Admission: A person seeking Signature Membership should secure a membership application from the Membership Secretary, returning it complete with an artist biography and any applicable fee. The applicant will be instructed as to the date of the next meeting of the Jury Membership Selection Committee, which occurs bi-annually in the spring and in the fall. In accord with those instructions the applicant must submit for that meeting 4 examples of his or her artwork. "Art" in this Constitution includes two and three dimensional works in such mediums as oil, acrylic, watercolor, mixed media, graphic prints, pastel, drawing and sculpture. All artwork must be original and completed within the past 2 years. Work done under the supervision of an instructor does not qualify for jury selection. The jury will review all submitted work. Applicants will be notified by mail of acceptance or denial of membership. Upon approval, the applicant will submit payment of the appropriate annual dues, unprorated, and will thereupon become a Signature Member for the balance of the membership year, and his or her admission to membership will be announced to the membership.

(b) Jury Membership Selection Committee: This committee, responsible for approving admission of Signature Members, shall be made up of 3 regular and 2 alternate members, each of whom is a Signature Member. The regular members shall be appointed by the Board of Directors for three-year terms, one appointed in each year so that the terms are fully staggered. A regular member may not serve a consecutive term. The alternate members shall be appointed to serve an annual term, which may be renewed, not more than twice. The committee will select its own chairperson, who will preside over its meetings and who will arrange for the attendance of an alternate member when necessary so that meetings are always of 3 members. The results of their deliberations will be delivered to the President of the Board, and to the Membership Secretary who will attend to the proper notifications to the applicants and membership.

(c) Exhibition rights: A Signature Member is entitled to append "RAC" to his or her signature on a piece of art created while such a member. The Signature Member is entitled to submit work for any and every exhibition of the Club, subject to all the fees and other terms and jury requirements of the prospectus for such exhibition.

**Section 3. Associate Affiliate Members:** A person who wishes to join the Rochester Art Club may apply through the Membership Secretary and may become an Associate Affiliate by paying the appropriate annual dues, unprorated.

(a) Associate Affiliate Members may elect the Board of Directors, serve as Directors and in other capacities, including President, amend this Constitution, and have such other rights of members as are granted by law.

(b) Exhibition rights: An Associate Affiliate member is allowed to submit art for consideration in one specially selected exhibition each year. The jury procedures and the art permitted, number of pieces, fees and other rules for entry will be set out in the prospectus for that exhibition and must be observed. An Associate Affiliate who is accepted into 3 such designated exhibitions will become a Signature Member of the corporation. The member is responsible for submitting to the Membership Secretary proof (such as exhibition programs) that the work was accepted in three specified exhibitions.

**Section 4. Honorary Signature Members:** Honorary status may be granted by the Board of Directors to a Signature Member in good standing who has served the club for at least one term as President and has had at least an aggregate twelve years as a Board member and twenty-five years as a Signature member. An Honorary Signature Member remains fully a Signature Member and is included in any reference to Signature Members in this Constitution, but is exempt from payment of dues beginning in the year following grant of the status.

**Section 5. All Members.** Members of all classes are entitled to receive invitations to attend shows, programs, and social functions of the Club and will receive the Club Newsletter.

**Section 6. Address of Record.** Members shall notify the Membership Secretary of any changes in preferred mailing address, e-mail address, and phone/fax numbers.

**Section 7. Dues.** The Board of Directors shall determine a schedules of dues for the coming fiscal year, to be paid by June 1. Members shall be notified of the requirement not later than May 1. A member failing to remit the proper dues amount by June 1 will incur a late fee of \$5.00. A member who has not paid his or her dues and late fee by October 1<sup>st</sup> will no longer be a member in good standing, and all rights and privileges will be terminated and the member notified of the action. A person so terminated is not prohibited from applying for re-admission but must pursue a full new admission process. Notwithstanding the foregoing, the Board of Directors is granted the authority to consider accommodation of a given member's special circumstances bearing on capacity to pay normal dues, such as (without limitation) allowing payment in installments, grant of dues sabbatical, or adjustment of amount. The action may be kept private but the vote and its reasons shall be recorded and made available to audit.

**Section 8. Suspension and expulsion.** An action by a member that damages the reputation of the Club may be considered grounds for suspension or expulsion. Such member must be notified one month in advance and given an opportunity to present justification at a meeting of the Board of Directors. If the Board then deems action necessary, the President shall advise the implicated member, who may choose a prompt resignation in lieu of an expulsion or a quiet acceptance of the suspension, as the case may be. Absent such resignation or acceptance, the Board must present the matter to the next meeting of the Signature Members or at a special meeting called for the purpose, at which the implicated member may be heard, and the recommended action will be taken if confirmed by the affirmative vote of two-thirds of the Signature Members voting.

**Section 9. Resignation.** Any member may resign by letter directed to the Membership Secretary, which will take effect at the time stated therein, or if no time is specified then upon delivery. The letter will be passed on to the President for the information of the Directors. Dues will not be prorated. A member who has resigned in proper manner may be reinstated to membership within a three-year period after the effective date of the resignation, without reapplication process, but upon payment of past dues without late fees.

**Section 10. Annual Meeting.** An Annual Meeting of the Signature Members and Associate Affiliate Members for the election of Directors and the transaction of other business shall be held at such place and at such time in the month of June as shall be set by the Board of Directors. Notice thereof shall be given by first class mail, facsimile telecommunications, e-mail or personally, not less than ten nor more than thirty days in advance of the meeting, to the Signature Members and Associate Affiliate Members of record determined as of May 15.

**Section 11. Nominating Committee.** At the first fall meeting of the Board of Directors the Board shall appoint three persons from among the Signature Members and Associate Affiliate Members, who may but need not be Directors, to constitute a Nominating Committee for the purpose of proposing candidates for election as Directors.

(a) Not later than May 1 of each year the Nominating Committee shall cause the Membership Secretary to provide the Signature Members and Associate Affiliate Members notice that 4 named Signature Members or Associate Affiliate Members will be nominated to three-year terms as Directors (or for less than three years if filling a vacancy). The notice shall further specify that up to 2 additional candidates will be accepted if proposed by a written petition signed by not fewer than ten Signature Members or Associate Affiliate Members and delivered to the Membership Secretary not later than May 15. If more than 2 such additional candidates are so proposed the 2 proposed by the greatest number of signatories will be accepted for ballot. If necessary, ties will be resolved by lot.

(b) The Membership Secretary shall thereupon prepare a ballot of up to 6 names, alphabetically arranged and identifying which are proposed by the nominating process and which by petition, and which are proposed for completing a term of less than 3 years if any. The ballot will instruct the voter to mark a choice of no more than 4 of the candidates. The instrument will appoint 2 Directors to act as proxies for voters who do not attend the meeting in person and who submit a proxy, to vote the voter's choice if the choice is indicated and for any other business that comes before the meeting, or if so stated therein other meetings occurring in the ensuing eleven months.

(c) The ballot/proxy will be sent with the notice of the Annual Meeting, and to be counted for that meeting it must be returned properly completed and signed, to be in the Club Office not later than 5 p.m. 2 business days before the Annual Meeting.

(d) There will be no Director nominations from the floor at the Annual Meeting.

**Section 12. Vote for Directors.** Voters who have not made a proper submission of the ballot/proxy or who have withdrawn or revoked the proxy may vote by identifying themselves on arrival before the Annual Meeting and requesting a ballot, to be completed and handed in at check-in to be counted with the returns. No votes for Directors will be cast except by the ballot/proxy delivered to the Club office or by the ballot delivered upon the voter's personal attendance at the meeting. Inspectors of election appointed by the President will determine the results and report during the meeting. The 4 nominees receiving a plurality of the votes cast will be elected.

**Section 13. Special Meetings.** Special meetings of the Signature Members and Associate Affiliate Members may be called at any time by the President or by the Board of Directors. The Directors may set, or confirm the President's setting of, a record date for determination of the members entitled to vote at such a meeting, which shall be not more than 50 nor less than 10 days before the date of the meeting. Special meetings may also be called by the lesser of 100 members or ten percent of the total number of Signature Members and Associate Affiliate Members of record as of the date of giving notice of such meeting. Notice of a special meeting shall be given by first class mail, facsimile telecommunications, e-mail, or personally, not less than ten nor more than thirty days in advance of the meeting, and shall contain a statement of the purpose of the meeting. The Secretary shall attend to this notice requirement for a member-called meeting promptly after receiving a satisfactory request from the number of members.

**Section 14. Quorum.** At any annual or special meeting, either a sufficient number of members entitled to cast ten percent (10%) of the total number of votes entitled to be cast thereat, or one hundred (100) such members, whichever number shall be lesser, present in person or by

proxy, shall constitute a quorum for the transaction of any business. However, a majority of the members entitled to vote at a meeting may adjourn the meeting despite the absence of a quorum, and notice of the adjourned time and place if announced at the meeting need not be given to any person.

**Section 15. Further Requirements for Notice.** Whenever this Constitution requires the giving of notice for a meeting:

(a) Notice not given in person shall be directed to the member's mailing, fax or e-mail address as it appears on the record of members or as otherwise arranged with the Secretary, and shall be effective upon deposit in good order in the U.S. Postal system, or when directed to the fax or electronic address.

(b) Notice shall not be deemed given electronically if the Corporation is unable to deliver 2 consecutive notices to the member by the chosen electronic means.

(c) Notice shall be sent by first class mail to any member who makes written request therefor.

(d) Notice shall state the place, date and hour of the meeting, and any other statement elsewhere required by these by-laws. Meeting materials or supplementary information may be provided separately and by other means and not subject to the time requirement of the notice itself.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

**Section 1. Power of the Board and Qualification of Directors:** The Club shall be managed by its Board of Directors, herein referred to as the Board. Each Director, including President, shall be at least nineteen years of age, and must be a Signature Member or Associate Affiliate Member of the Club.

**Section 2. Number and Term of Office.**

(a) The Board of Directors shall consist of not less than 3 nor more than 15 members. The number of Directors may be determined from time to time by vote of a majority



of the Entire Board of Directors, provided that no decrease in the number of Directors shall shorten the term of any incumbent Director without such Director's consent.

(b) As used in these By-laws, "Entire" Board of Directors means the actual number of Directors set by the Board pursuant to (a) above, or if the Directors do not choose to fix the number then the "Entire" Board of Directors means the number of Directors within the range set forth in subsection (a) above as of the most recently held election of a Director or Directors.

(c) Directors shall be elected as provided in Article II, at the annual meeting of the Signature Members and Associate Affiliate Members, for a term of three years (or to fill the remainder of a partial term). A Director's term shall commence upon election and qualification and shall expire upon election and qualification of his or her successor. Directors shall be divided into three classes of as nearly equal size as possible, one class to be elected in each successive year for the purpose of staggering their three-year terms.

(d) Each Director shall have one vote. Directors may not vote by proxy.

**Section 3. Organization:** At each meeting of the Board of Directors, the President, or, in his or her absence, the Vice-President, shall preside, or in the absence of either of such officers, a president chosen by a majority of the Directors present shall preside. The Secretary shall act as secretary of the Board of Directors, or in the absence of the Secretary from any meeting of the Board, the Board shall select its secretary (which must be other than the President).

**Section 4. Resignation and Removal of Directors:**

(a) Any Director may resign at any time by giving written notice to the President, or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.

(b) Any Director may be removed, with or without cause, by vote of a majority of the Entire Board of Directors. The Director whose removal is to be voted upon shall be given an

opportunity to be heard prior to any such vote at the meeting at which such vote is to be taken and shall in all cases be entitled to vote on such removal.

**Section 5. Vacancies:** Vacancies among Directors may be filled by vote of a majority of the Directors then in office, regardless of their number, and the member so elected shall hold the office until the next annual meeting of Members and until a successor is elected and qualified.

**Section 6. Action by the Board of Directors:**

(a) Any action to be taken by the Board of Directors means action at a meeting of the Board, except that any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all the members of the Board or 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. Such written consent may be given by e-mail transmission if it includes information from which it can reasonably be determined that the transmission was made or authorized by the Director.

(b) Except as otherwise provided by law, or in the Certificate of Incorporation, or in this Constitution, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at that time, shall be the act of the Board of Directors.

(c) Any one or more members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment which allows 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.

**Section 7. Annual Meeting of Directors.** There shall be an Annual Meeting of the Board of Directors which shall be the first scheduled meeting following the Annual Meeting of members (and which if desired can commence immediately after that meeting). The business of the annual meeting of Directors will include the election of officers, appointment of committees and acting on other annually recurring housekeeping matters.

**Section 8. Place of Meeting; Notice:** The Board of Directors may hold its meetings at the offices of the Club, or at such place or places within or without the State of New York as the Board may from time to time by resolution determine. Regular meetings of the Board of Directors may be held at such times as may be fixed from time to time by resolution of the Board of Directors. Notice of the time and place of meetings so set shall not be required, but for a meeting not so set, notice of not less than five nor more than ten days in advance shall be given by mail or e-mail to the usual mail or e-mail address of each Director.

**Section 9. Special Meetings:** Special meetings of the Board of Directors shall be held whenever called by the President or by any three Directors. Notice shall be given orally or by mail, commercial delivery service, personal delivery, fax or e-mail and shall state the purposes, time and place of meeting. If notice is given orally, in person or by active telephone conversation, it shall be given not less than one day before the meeting; if it is given by mail, commercial delivery service, personal delivery, fax or e-mail or left as a voicemail message, it shall be given not less than three days before the meeting.

**Section 10. Waivers of Notice:** Notice of a meeting need not be given to any Director who submits a written or e-mailed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

**Section 11. Quorum:** A majority of the Entire Board of Directors shall constitute a quorum for the transaction of business. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any Director.

**Section 12. Annual Report.** The Board of Directors shall present at the Annual Meeting of Members a report verified by the Chair and Treasurer, or by a majority of the Directors, showing in appropriate detail the following:

- (a) the assets and liabilities, including the trust funds, of the Corporation;
- (b) the principal changes in assets and liabilities, including trust funds;
- (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes; and

- (d) the expenses or disbursements of the Corporation for both general and restricted purposes.

The Annual Report shall provide the above information as of the end of the twelvemonth fiscal period terminating not more than six months prior to the meeting at which the Annual Report is presented. The Annual Report shall be filed with the records of the Corporation and a copy included in the minutes of the Annual Meeting.

**Section 13. Investment Matters.** In the event that the Corporation comes into assets that are given with donor-stated restrictions as to use or as endowment, or if the Corporation's assets become of a size and nature that prudently requires formal investment attention, the Board of Directors shall adopt such methods of oversight, management and reporting as shall be appropriate to the case and in accord with the standards of the New York Prudent Management of Institutional Funds Act ("NYPMIFA").

## **ARTICLE IV**

### **OFFICERS**

**Section 1. Number:** The officers of the Corporation shall be a Board President, a Vice-President, a Treasurer, a Secretary, and a Membership Secretary. Any two or more offices may be held by the same person, except the offices of President and Secretary. No employee of the Corporation shall serve as President.

**Section 2. Term of Office and Qualifications:** The officers shall be elected by the Board of Directors at its first meeting following the Annual Meeting of Members. Unless a shorter term is provided in the resolution of the Board electing an officer, the term of office of such officer shall extend to the next annual election of officers and until his or her successor is elected and qualified. All officers of the Board may have a vote and attend the meetings of Directors and executive sessions if so directed by the President. The members of the Board shall serve as a nominating committee for presenting candidates for the election or re-election of officers. The term of office of an officer is renewable without limit, and the expectation should be service for three terms.

**Section 3. Additional Officers:** Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine.

**Section 4. Removal of Officers:** Any officer may be removed by the Board of Directors with or without cause, at any time.

**Section 5. Resignation:** Any officer may resign at any time by giving written notice to the President or to the Secretary or to all the Directors. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

**Section 6. Vacancies:** A vacancy in any office shall be filled by the Board of Directors.

**Section 7. Board President:** The President shall act as the chief executive officer of the Corporation, and it shall be his or her duty to supervise generally the management of the affairs of the Corporation subject only to the supervision of the Board. The President shall preside at all meetings of the Board of Directors, and of Members, at which he or she is present. The President shall also perform such other duties as may be assigned from time to time by the Board. The President shall be an ex-officio member of all committees, without vote.

**Section 8. Vice-President:** The Vice-President shall preside at all meetings of the Board of Directors, and of Members, in the absence of the President, and shall automatically succeed to all the duties of the President if that office falls vacant for any reason and until such time as the vacancy shall be filled by the Board or otherwise resolved. The Vice-President shall also perform such other duties as may be assigned to him or her from time to time by the Board.

**Section 9. Treasurer:** The Treasurer shall, if required by the Board of Directors, give a bond for the faithful discharge of his or her duties, in such sum and with such sureties as the Board of Directors shall require. He or she shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of and to the credit of the Corporation in such depositories as shall be selected by the Board of Directors. He or she shall pay the

obligations of the Club as approved either by the Directors as part of the approved budget or upon special approval of the President or of the Directors. He or she shall present to each meeting of the Board a statement of funds on hand and major liabilities, and to the Annual Meeting of Members a Treasurer's Report for the closing year, and to the Directors at such time as the Directors shall request a proposed budget for the ensuing year. The Treasurer shall in general perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

**Section 10. Secretary:** It shall be the duty of the Secretary to act as secretary of all meetings of the Board of Directors and of Signature Members and Associate Affiliate Members; make and keep the minutes of all such meetings at which he or she shall so act; see that all notices, reports and filings required to be given or made by the Corporation are duly done; keep a current list of the Corporation's Directors and officers and their residence addresses; maintain custody of the seal of the Corporation and affix the seal, or cause it to be affixed by any Director or officer of the Corporation, to all agreements, documents, and other papers requiring the same; maintain custody of the minutes of all meetings of Directors, Signature Members and Associate Affiliate Members, the Executive Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer of the Corporation, or in the custody of some other person authorized by the Board of Directors to have such custody.

**Section 11. Membership Secretary.** The Membership Secretary shall be responsible for overseeing the processes involving the intake, termination, and maintenance of rights of the members as set out in Article II of this Constitution, including maintenance of the List of incumbent members of the various categories, determination of continuing qualification of members, maintenance of good communications and other aspects of member relationships.

**Section 12. Officer-like Positions.**

(a) Show Chairperson. The President shall appoint, several months in advance of each Club exhibit, a Show Chairperson for each exhibit. The appointee may secure the assistance of other members in presenting the exhibit. The Directors shall provide a budget and

the appointee shall not exceed such budget without securing approval from the President or from the Directors. More than one person may be appointed, to act as Co-Chairpersons, or as Chair and Vice-Chair.

(b) Auditors. The Board of Directors shall appoint two or more Signature Members or Associate Affiliate Members (who may also be Directors) in the spring of each year to audit the books and procedures of the Treasurer and to report there on at a meeting of the Board prior to the annual membership meeting.

(c) Historian. The Board of Directors shall appoint an Historian to keep a continuing history of the Club's activities.

(d) Parliamentarian. At the request of the President, the Board of Directors may appoint a person to serve as Parliamentarian to advise the President on the procedure and agenda of meetings and adherence to the Constitution.

(e) Newsletter Editor. The Board of Directors shall appoint a Newsletter Editor, to be responsible for gathering, coordinating and soliciting pertinent Club information and communicating it to the membership. The Directors shall provide a budget and the appointee shall not exceed such budget without securing approval from the President or from the Directors.

(f) Studio Manager. The Studio Manager will be responsible for maintaining order and cleanliness in the Club studio, keeping paper goods in proper supply, organizing First Friday events, keeping artwork on the walls of the studio, and he or she will have use and possession of the Club prepaid cell phone for interacting with members on studio events.

## **ARTICLE V COMMITTEES**

**Section 1. Executive Committee and Other Committees of the Board:** The Board of Directors, by resolution adopted by a majority of the Entire Board, may designate from among its members an Executive Committee and other committees of the Board, consisting of not less than three members. These committees shall have such authority as the Board by resolution shall

provide. The Executive Committee shall have all the authority of the Board, except neither it nor any other committee shall have any authority as to the following matters:

(a) the submission to Members of any action requiring Members' approval under law or this Constitution.

(b) filling of vacancies in the Board or in any committee.

(c) amending, repealing or adopting by-laws.

(d) amending or repealing any resolution of the Board which by its terms is not so amendable or repealable.

(e) any action which requires a majority or greater vote of the Entire Board of Directors.

Any reference in these by-laws to the Board of Directors shall include the Executive Committee unless the context or express provision otherwise indicates.

**Section 2. Committees of the Corporation:** The Board of Directors may designate committees of the Corporation. Such committees' members shall be appointed or elected in the same manner as officers. The resolution authorizing any such committee shall set forth its authority and duties, its term and who may be eligible to serve. Such committees shall not be a committee of the Board and shall not exercise any of the powers of the Board or have the authority to bind the Board.

**Section 3. Meetings:** Notice of committee meetings shall be provided in the same manner as meetings of the Board of Directors. Meetings of committees shall be held at such time and place as may be fixed by the Chair of the committee or by vote of a majority of all the members of the committee.

**Section 4. Quorum and Manner of Acting:** Unless otherwise provided by resolution of the Board of Directors, a majority of all the incumbent members of a committee shall constitute a quorum for the transaction of business. The vote of a majority of the members present at the time of the vote, if a quorum is present at that time, shall be the act of the committee. Any action to be taken by a committee shall mean such action taken at a meeting of the committee with the exceptions set out in Article III, Section 6 of these by-laws. The



procedures and manner of acting of the Executive Committee and of the other committees shall be subject at all times to the directions of the Board of Directors.

**Section 5. Tenure of Members of Committees:** Each committee and every member thereof shall serve at the pleasure of the Board.

**Section 6. Alternate Members:** The Board of Directors may designate one or more alternate members of the Executive Committee, or of any other committee, who may replace any absent member or members at any meeting of such committee.

## ARTICLE VI

### FINANCIAL MATTERS

**Section 1. Contracts, Execution of Documents:** The Board of Directors, except as otherwise provided in these by-laws, may by resolution authorize one or more Directors, officers or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by resolution of the Board of Directors, or expressly authorized by these by-laws, no Director, officer, committee member, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

**Section 2. Loans:** No loans shall be contracted on behalf of the Corporation unless specifically authorized by resolution of the Board of Directors.

**Section 3. Checks, Drafts, etc.:** All checks, drafts and other orders for the payment of money out of the funds of the Corporation and all notes or other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 4. Deposits.** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such investment management accounts, banks, trust companies or other depositories as the Board of Directors may from time to time by resolution select.

**Section 5. Assignment and Transfer of Stocks, Bonds and Other Securities:** The Board President, the Vice-President, the Treasurer, the Secretary, and each of them, shall have the power to assign, or to endorse for transfer, under the corporate seal, and to deliver, any stock, bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the Corporation.

**Section 6. Realty and Substantially-All-Asset Transactions:** The purchase of real property that will constitute all or substantially all of the assets of the Corporation once purchased, and the purchase, sale, lease, mortgage, exchange or other disposition of all or substantially all of the Corporation's assets (including real property), shall require approval by vote of two-thirds of the Entire Board of Directors. Purchase, sale, lease, mortgage, exchange or other disposition of real property in other circumstances shall require approval by a majority vote of the Directors of the Board or of a committee authorized by the Board. If the act is by committee, that committee shall report its actions to the Board promptly, and in no event after the next regularly scheduled meeting of the Board.

**Section 7. Loans to Directors and Officers:** No loans shall be made by the Corporation to its Directors or officers, or to any other corporation, firm, association or other entity in which one or more of such Directors or officers is a director, trustee or officer or holds a substantial financial interest (unless the loan is to another charitable corporation).

**Section 8. Compensation:** Directors shall receive no compensation for their services as Directors but shall be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

## ARTICLE VII

### OFFICE AND BOOKS

**Section 1. Office:** Unless and until changed by resolution of the Board of Directors, the office of the Corporation shall be maintained at 1115 East Main Street, in the City of Rochester, County of Monroe, State of New York.

**Section 2. Books and Records:** The Secretary shall assure that there shall be kept at the office of the Corporation: (1) correct and complete books and records of account and copies of audits, if any, (2) minutes of the proceedings of the Board of Directors and of any committee that has powers to act on behalf of the Board, (3) a current list of the Directors and officers of the Corporation and their residence addresses, and the list of Members, (4) a copy of this Constitution and Board Policies, (5) copies of the Corporation's incorporation papers and tax exemption determination letter and certificate, and (6) copies of relevant tax returns and other governmental filings.

**Section 3. Record Retention:** Minutes, incorporation documents and tax exemption papers shall be preserved indefinitely. Financial information, contracts, tax returns and other government filings, and prior by-laws and policies shall be preserved for no less than six years. Other retained items may be disposed of on a routine basis to accommodate storage considerations and convenience of the office, but having regard for possible value to understanding Club history.

## ARTICLE VIII

### INDEMNIFICATION AND INSURANCE

**Section 1. Authorized Indemnification.** Unless clearly prohibited by law or Section 2 of this Article and subject to the availability of financial resources, the Corporation shall indemnify any person ("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 or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Director or officer of the Corporation, or (b) in addition is serving or served, in any capacity, at the request of the Corporation, as a Director or officer of any other Corporation, 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 Corporation 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, and any appeal thereof.

**Section 2. Prohibited Indemnification.** The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors 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 or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

**Section 3. Advancement of Expenses.** The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the 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 Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article . An Indemnified Person shall cooperate in good faith with any request by the Corporation 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 Section 2 of this Article and subject to the availability of financial resources, the Board of Directors may approve Corporation indemnification 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 the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, 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 Corporation in any capacity for any other Corporation, 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 Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-laws. Before indemnification can occur the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article. No Director 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 Directors is not obtainable, the Board of Directors 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 By-laws.

**Section 6. Binding Effect.** Any person entitled to indemnification under these By-laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-laws with respect to any event, action or omission occurring prior to the date of such amendment.

**Section 7. Insurance.** The Corporation may purchase Directors' and Officers' liability insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Directors, officers, employees or volunteers of the Corporation 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 Corporation.

**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 Directors is authorized to enter into agreements on behalf of the Corporation with any Director,

officer, employee or volunteer providing 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.

## **ARTICLE IX CONFLICTS OF INTEREST**

Policy Mandated. The Board of Directors shall adopt a Conflicts of Interest Policy governing the Corporation's transactions with and among parties having interests which conflict or might conflict with the best interests of the Corporation. The affected parties are variously identified and treated by differing applicable rules and regulations of Federal, State and local governments, and it is intended that the Policy by regular review and amendment will constitute a single statement assuring recognition of and compliance with all of the separate mandates that actually apply to an organization having the Club's limited scope of activities. The parties affected in large organizations of large scope can include (along with certain of their family members or business interests) any or all of the current and former Directors, officers, key employees, volunteers, donors, "related parties" under New York law, "disqualified persons" and "persons of interest" under the tax code, etc.

## **ARTICLE X GENERAL**

**Section 1. Seal:** The corporate seal shall be in the form of a circle and shall bear the full name of the Corporation and the words and figures "Incorporated 1882, Rochester, N.Y."

**Section 2. Fiscal Year:** The fiscal year of the Corporation shall commence on July 1st in each calendar year and end on June 30th of the succeeding calendar year.

**Section 3. Headings:** All headings, titles and captions contained in these by-laws are inserted only as a convenience and for reference, and in no way define, limit or extend the intent or meaning of any provision hereof.

**ARTICLE XI**  
**AMENDMENT OF THIS CONSTITUTION**

**Section 1.** Any or all by-laws contained herein may be amended, repealed, or adopted (herein the Change”) as follows:

(a) By the Signature Members and Associate Affiliate Members.

The change may be made by a majority of Signature and Associate Affiliate Members present in person or by proxy and entitled to vote at any annual or special meeting of members, provided that notice of such proposed action has been incorporated in the notice of a special meeting pursuant to Section 13 of Article II, or in the notice of the Annual Meeting as provided in Section 2 below.

(b) By the Directors. The change may be made by a majority of the Board of Directors at a regular or special meeting where notice of such proposed action has been incorporated in the notice of the meeting, provided that any change so made must be brought to the membership for ratification or amendment at the next annual or special meeting, and provided that any bylaw changes made by the Board of Directors shall be reported to members by publication in the next issue of a membership newsletter if occurring within sixty days after the action and otherwise by a special mailing.

**Section 2. Notice.** Notice of and a copy or concise summary of any amendment, repeal, or adoption of bylaws proposed to be presented to the Annual Meeting of members by the Board of Directors shall be included in the notice of such Annual Meeting. The Secretary, upon receipt of any proposed amendment, repeal, or adoption signed by twentyfive members of the Corporation who are, at the time of receipt, qualified to vote in the election of directors, not later than five weeks prior to such Annual Meeting, shall cause notice of and a concise statement of

such proposed amendment, repeal or adoption to be included in the notice of the Annual Meeting.