

BYLAWS OF THE ELLICOTTVILLE CENTRAL SCHOOL ALUMNI ASSOCIATION (ECSAA)

ARTICLE I: PURPOSE

The purpose of this organization is to promote the long-term relationship of Ellicottville Central School (ECS) graduates with school activities and each other, and to provide annual financial scholarships to deserving graduates. No part of its income, donations, or net earnings will inure to the benefit of any individual association member. It is not organized for profit or to engage in an activity ordinarily carried on for profit.

ARTICLE II: MEMBERSHIP

Association membership shall begin upon tender to the ECSAA a completed application for membership and payment of the one-time membership fee specified by the Board of Directors. Members will receive periodic correspondence, participate and vote in general membership meetings, and engage in other association activities.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Election: The Board of Directors is nominated by and voted upon by the members present at annual association meetings except as expressly provided herein. If the elections of Directors are not held at annual meetings, such elections shall be held as soon thereafter as conveniently possible.

Section 2. General Powers: The affairs of the association shall be managed by its Board of Directors who shall also select and maintain an association relationship with a financial institution.

Section 3. Number, Tenure and Qualifications: The number of Directors on the Board shall be not more than ten (10) nor fewer than three (3) members and they shall comprise the entire Board of Directors. Term of office shall be four years with no term limits. The initial Directors shall be divided into two classes by lot and one class of the initial Board of Directors shall serve for two years, and another class of the initial Board of Directors shall serve for four years

Section 4. Vacancies: In the case of any vacancies, the remaining Directors by an affirmative vote of a majority thereof, may elect a successor to hold office until the next meeting for the election of Directors, and until the election and qualification of his/her successor.

Section 5. Removal: A Director may be removed for cause, including breach of fiduciary duty, by a vote of two-thirds (2/3) of all Directors then in office. Such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least ten (10) days prior thereto. A Director may be removed without the necessity of any action by the Board of Directors upon being absent from four consecutive meetings. However, the Board of Directors may reelect such Director to his/her office at any time prior to his/her successor being elected or designated.

Section 6. Compensation: Directors shall not receive salaries or hourly compensation for their services.

ARTICLE IV: MEETINGS

Section 1. Annual Meeting: The annual meeting of current members of the Corporation shall be held at an agreed upon date, time, and place within the Ellicottville Central School District as selected by the Directors for the purpose of electing Directors for the ensuing years and/or for the transaction of such other business as may properly be brought before the membership, including the issuance of a report on the progress in accomplishing the organization's goals.

Section 2. Regular Meetings: Regular meetings of the Board of Directors may be held at such time and place within the Ellicottville Central School District as determined by resolution of the Board. Such resolution may authorize the President to fix the specific date and place of each of regular meetings, in which case notice of the time and place of such regular meetings shall be given in the manner hereinafter provided.

Section 3. Special Meetings: Special meetings of the Directors may be called by the President or at the direction of not less than three Directors then in office, or as may otherwise be provided by law. Such meetings shall be held at the office of the Corporation or other designated location in the Ellicottville Central School District, unless otherwise directed by the Board of Directors and stated in the notice of meeting. Any request for such meeting shall state the purpose or purposes of the proposed meeting.

Section 4. Notice: Notice of the regular annual meeting and any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice to each Director at his/her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of the regular annual

membership meeting or any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 5. Quorum: A majority of the Directors then in office shall constitute a quorum for the transaction of business and the action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors, except as action by a majority of the Directors then in office may be specifically required by statute or other sections of the Bylaws. Directors may participate in meetings thereof through use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Bylaw shall constitute presence in person at such meetings.

Section 6. Conduct of Meetings: Revised Robert's Rules shall govern the meetings. Meetings of the Directors shall be presided over by the President. The Secretary or an Assistant Secretary of the Corporation or, in their absence, a person chosen at the meeting shall act as Recording Secretary of the meeting.

Section 7. Action by Unanimous Written Consent: If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation either before or after the action is taken, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Directors and the written comments shall be filed with the minutes of the proceedings of the Board of Directors.

Section 8. General Powers as to Negotiable Paper: The Board of Directors shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign or endorse the same or behalf of the Corporation.

Section 9. Powers as to Other Documents: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the Corporation, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance or other instrument has been authorized without specification of the officers authorized to execute,

the same may be executed on behalf of the Corporation by the President or any Vice President, by the Secretary, an assistant Secretary, the Treasurer or an Assistant Treasurer.

ARTICLE V: OFFICERS

Section 1. Officers: The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such Assistant Treasurers, Assistant Secretaries, or other designated officers as elected by the Board of Directors. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority to perform the duties as prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election of Officers: Officers of the Corporation must be members of the Board of Directors. Officers shall be elected by a majority vote of the Board of Directors at the first legal meeting, either regular or special, following the annual meeting.

Section 3. Term of Office: The term of office of all officers shall commence upon the date specified by the Board of Directors in the resolution electing the officers and shall continue until the next election of officers of the Corporation and thereafter until the term of office of their respective successors begins or until their resignation or removal. An officer may resign by written notice to the Corporation. The resignation shall be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation. The Directors shall have power to fill any vacancies in any offices occurring for whatever reason.

Section 4. Compensation: Officers of the Corporation shall not receive compensation for their services.

Section 5. Removal: Any officer elected or appointed by the Board of Directors may be removed by the majority vote of the Board of Directors whenever in their judgment the best interest of the Corporation would be thereby served. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 6. President: The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, he/she shall be in charge of the business and affairs of the Corporation; he/she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors; and, in general, he/she shall discharge all duties incident to the office of President and such other duties as may be

prescribed by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors, he/she may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he/she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

Section 7. Vice Presidents: The Vice Presidents in the order designated by the Board of Directors or, lacking such designation, by the President, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

Section 8. Secretary: The Secretary shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He/she shall give, or cause to be given, notice of all meetings of the Directors for which notice may be required, and shall perform such other duties as may be prescribed by the Directors or by the President, under whose supervision he/she shall act. He/she shall execute with the President all authorized conveyances, contracts or other obligations in the name of the Corporation except as otherwise directed by the Directors.

Section 9. Treasurer: The Treasurer shall have custody of the funds of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Directors. He/she shall disburse the funds of the Corporation as may be ordered by the Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Directors, or whenever they may require it, an account of all his/her transactions as Treasurer of the Corporation. If required by the Directors, he/she shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Directors for the faithful performance of the duties of his/her office and for the restoration to the Corporation (in case of his/her death, resignation, or removal from office) of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Corporation.

Section 10. Assistant Secretaries and Assistant Treasurers: The Assistant Secretaries and the Assistant Treasurers, if any, respectively (in the order designated by the Directors or, lacking such designation, by the President), in the absence of the Secretary or Treasurer, as the case may be, shall perform the

duties and exercise the powers of such Secretary or Treasurer and shall perform such other duties as the Directors shall prescribe.

ARTICLE VI: COMMITTEES

Section 1. Committees of Directors: The Board of Directors, by resolution adopted by a majority of the Directors, may designate one or more committees, each of which shall consist of one or more Director, which committees shall have and exercise the authority and act on behalf of the Board of Directors in the management of the Corporation. However, the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

Section 2. Term of Office: Each member of a committee shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Chair: One member of each committee shall be appointed Chair.

Section 4. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Committee members may participate in meetings thereof through use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in meetings pursuant to this Bylaw shall constitute presence in person at such meetings.

Section 6. Rules: Each committee may adopt rules for its own governing not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII: INDEMNIFICATION AND INSURANCE

Section 1. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other

than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2. To the extent that a Director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section (1) of this Article VI, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 3. Any indemnification under Section (1) of this Article VI (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section (1) of this Article VI. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article VI.

Section 5. The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both

as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article V. (This is important to do in a volunteer organization)

ARTICLE VIII: BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Annual Membership Meeting, Board of Directors' Meetings, and Committees having any of the authority of the Board of Directors.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE X: SEAL

The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal."

ARTICLE XI: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Act of the State of New York or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII: AMENDMENTS

The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which advance notice of the purpose shall be given. Such amendment, repeal of the Bylaws or adoption of new Bylaws, must be affirmed by a majority vote of at least 2/3 of all Directors then in office. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.


ARTICLE XIII: RESTATEMENT REQUIRED BY IRS

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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 corresponding section of any future federal tax code.

No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ADOPTED BY THE BOARD OF DIRECTORS: (DATE)


Donna Brooks

12/09/2019

Secretary: