



**Henrietta
Foundation Inc.**

BY-LAWS

(Within this document, the term “Henrietta” refers to the Town of Henrietta, County of Monroe, State of New York)

ARTICLE I: NAME

1.1 The Corporation shall be known as HENRIETTA FOUNDATION INC.

ARTICLE II: PURPOSES

2.1 The purposes of the Corporation are:

To preserve and protect for public benefit, the scenic, natural, recreational and structural resources in Henrietta and directly adjacent properties.

To maintain a responsible stewardship of assets and properties held or controlled by the Corporation.

To establish and promote local environmental education on issues pertinent to the preservation of natural resources in Henrietta, either independently or in conjunction with others.

To establish and promote programs to monitor the natural resources in Henrietta, either independently or in conjunction with others.

In addition to the foregoing corporate purposes, the Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish foster, or attain any such purposes, but not for the pecuniary, profit, or financial gain of its members, directors or officers. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers are in furtherance of the exempt purposes of the organizations set forth in Section 501 (c)(3) of the Internal Revenue Code of 1954, and the Treasury Regulations hereunder, as the same now exists, or as they may be amended hereafter from time to time.

ARTICLE III: MEMBERS

3.1 Membership

Membership is open to those persons (including partnerships, corporations, trusts or other such entities) who pay the annual membership fee as may be set by the Board of Directors from time to time. A member shall be considered “in good standing” as long as the member’s dues are current and the member has not been removed from the membership rolls for any reason.

3.2 Voting rights

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

3.3 Termination of Membership

The Board of Directors, by an affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall have failed to pay the annual dues.

3.4 Resignation

Any member may resign by filing a written resignation with the secretary of the Corporation but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid.

3.5 Reinstatement

On written request signed by a former member and filed with the secretary of the Corporation, the Board of Directors by an affirmative vote of a majority of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors maintain appropriate.

3.6 Transfer of Membership

Membership in this Corporation shall not be transferable or assignable.

ARTICLE IV: MEMBERSHIP MEETINGS

4.1 Annual Meeting

An annual meeting of the membership shall be held on a date, place, and time specified by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before this meeting. Notification of this meeting shall be sent to the entire membership at least 30 days prior to said Meeting.

4.2 Special Meetings

Special meetings of the members may be called by the President, the Board of Directors, or 50% of the members.

4.3 Place of Meeting

The Board of Directors may designate any place within the Town of Henrietta, as a place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

4.4 Notice of Meetings

Written notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail (electronic or US Postal), to each member entitled to vote at such meeting, but not less than ten(10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President or the secretary, by the officers or person calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail and addressed to such member's address as it appears on the records of the corporation, with first-class postage thereon prepaid. Members may designate an electronic mailing address to receive such notices and such notices shall be deemed mailed the same day and hour as those sent through the United States mails.

4.5 Membership Meeting Quorum

The members, holding a majority of the votes that may be cast at any meeting shall constitute a quorum at such meeting but in no case less than 9 members in good standing, present. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

4.6 Proxies

At any meeting of members, a member may vote by proxy executed in writing by the member or by such members duly authorized attorney-in-fact. Except as provided in such proxy and as may be permitted by law, no proxy shall be valid after eleven (11) months from the date of execution.

4.7 Voting by Mail

Where Officers are to be elected by members, such election may be conducted by mail in such manner as the board of directors shall determine.

ARTICLE V: BOARD OF DIRECTORS

5.1 Powers

The Board of Directors shall manage the property and business affairs of the Corporation and shall be charged with the responsibility of accomplishing its purposes. It shall have authority to spend and borrow up to limits approved by the membership at an annual meeting. The Board may delegate spending authority up to amounts voted upon and passed at a regular Board of Directors and name the Officers to whom such authority is extended.

5.2 Board Membership and Meeting Quorum

The Board of Directors shall be made up of the four officers; President, Vice President, Secretary and Treasurer. The Board shall also have additional members, no less than 3 and no more than 7, with the number to be set by the Board prior to the annual meeting and voted upon by the membership at the annual meeting. In order to conduct business at any meeting of the Board, a quorum is necessary and shall consist of a simple majority of those present at such meeting but in no case less than 4 Board members present..

5.3 Election and Term of Office

Any member of the Henrietta Foundation in good standing and who is over the age of 18 years at the date of the annual meeting, is eligible to serve on the Board of Directors. Directors shall be elected each year at the annual meeting by a majority vote of the Members present, either in person or by proxy, at said meeting. Except for the first year, Directors shall serve terms of three years on a rotating basis. Those Directors assuming office in the first year shall serve for terms of one, two, and three years respectively. Thereafter, all Directors shall be elected for three year terms. Names shall be submitted by the Nominating Committee 30 days prior to the annual meeting. Nomination may also be made from the floor at the annual meeting.

5.4 Vacancies

Vacancies may be filled by the Board at any regular meeting. Directors elected to fill vacancies shall serve for the duration of the vacant term.

5.5 Removal of a Director

The Board of Directors by an affirmative vote of 2/3 of all members of the Board, may suspend or expel a Director for cause. A majority vote of the membership at any regularly constituted membership meeting may also suspend or expel a Director for cause. Any Director proposed to be removed shall be entitled to at least five (5) days' notice in writing, by mail, of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

5.6 Resignation

Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

5.7 Conflicts of Interest

Any contract, transactions or act, on behalf of the Corporation in a matter in which the Director(s) or officer(s) are personally interested as share holders, Directors, or otherwise shall be at arm's length and not violative of the prescriptions in any Certificate of Incorporation filed for the Henrietta Foundation Inc. against the Corporation's use or application of its funds for private benefit; and, provided further, that no contract, transactions, or act shall be taken on behalf of the Corporation if such contract, transactions, or act is a prohibited or would result in the denial of any corporate tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity, dealing with Directors or officers be obligated to inquire into authority of the Directors or officers to enter into and consummate any contract, transaction, or other action.

5.8 Conflict of Interest Statement

Each Board member shall be required to sign and have notarized a Conflict of Interest Statement. Said statement shall reflect the fact that no Director has any financial or other interest with anyone doing business with the Corporation and if such interest arises, they will notify the Board immediately. A sample form of a Conflict of Interest is attached to these By-Laws for use by a Director [not in this document].

5.9 Compensation

Directors shall receive no compensation for their services as Directors, but shall be reimbursed for expenses approved by the Board and reasonably incurred by them in the performance of their duties as Directors. In addition, Directors shall receive no compensation for any services which they perform in any capacity other than that as Director.

5.10 Reports

The Board of Directors pursuant to Section 519 of the Not-For-Profit Corporation Law shall direct the President and Treasurer to present at the annual meeting of the Board, a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following:

- (a) the assets and liabilities including trust funds of the Corporation as of the fiscal year immediately preceding the date of the report;
- (b) the principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report;
- (c) the revenue and receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report; and
- (d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report.

This report shall be filed with the records of the Corporation and an abstract thereof entered into the minutes of the annual meeting of the Board.

5.11 Indemnification

To the maximum extent permitted by the New York General Corporation Law, as from time to time amended, the Corporation shall indemnify its currently acting and its former directors and any director who serves or has served, at the request of the Corporation, as a director, officer, against any and all liabilities incurred in connection with their services in such capacities.

ARTICLE VI: OFFICERS

6.1 Officers

The officers of the Corporation shall be the President, Vice-President, Secretary, Treasurer and such other officers with such powers and duties, not inconsistent with these By-Laws, may be appointed and determined by the Board of Directors.

6.2 Elections, Terms of Officers and Qualifications

The President, Vice-President, Secretary, Treasurer and any such other officers appointed and determined by the Board shall be elected annually by the Board of Directors from among their number at the annual meeting of the Board of Directors.

6.3 Vacancies

In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the term of office is completed or another member shall qualify and be elected as his/her successor at the next annual meeting.

6.4 President

The President shall preside at all meetings of the Board of Directors and Executive Committee (if established). The President shall have and exercise general charge and supervision of the affairs of the organization and shall do and perform such other duties as may be assigned to her or him by resolution of the Board of Directors.

6.5 Vice-President

At the request of the President, or in the event of the absence or disability of the President, the Vice-President shall perform the duties and possess and exercise the powers of the President; and the extent authorized by law, the Vice-President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to her or him by the Board of Directors.

6.6 Secretary

The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have custody of the corporate seal, when such is obtained. The Secretary will designate in writing a person or persons to accept mail or telephone calls from members who will not be present at any regular meeting and publish the name or names of such person or persons to all members of the Board. The Secretary shall attend and keep the minutes and attendance records of all meetings of the Board of Directors. The Secretary shall keep a record containing the names, alphabetically arranged of all persons who are Directors of the Corporation, showing their places of residence, and such book shall be open for inspection as may be prescribed by law. The Secretary may sign with the President or Vice-President, in the name of and on behalf of the Corporation any contracts or agreements authorized by the Board of Directors, and, when so authorized or ordered by the Board of Directors, the Secretary may affix the seal of the Corporation. The Secretary shall, in general, perform all duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to the secretary by the Board of Directors.

6.7 Treasurer

The Treasurer shall have the care and custody of all monies belonging to the Corporation and shall be responsible for such monies or securities of the Corporation. The Treasurer must be one of the officers who can sign checks or drafts for the Corporation. The Treasurer shall render at stated period as the Board of Directors shall determine written account of the finances of the Organization, and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. Whenever a new treasurer shall assume office, there must be an audit of the Corporation's books.

6.8 Bank Accounts

The Treasurer shall establish necessary bank relations with a bank or banks of his/her choosing that have offices within the Town of Henrietta. The Board of Directors, at a duly convened Directors Meeting shall establish the necessary policies and procedures for the disbursement of Foundation Funds and review such policies and procedures from time to time as deemed necessary.

6.9 Removal

Any officer may be removed from office for cause, by an affirmative vote of two-thirds of the entire Board of Directors at any regular or special meeting called for that purpose. Any officer proposed to be removed shall be entitled to at least five (5) days' notice in writing, by mail, of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE VII: COMMITTEES

7.1 The Board of Directors shall have the authority to establish committees and they may consist of Standing, Temporary, Special (Ad Hoc) etc. committees as needed. The President of the Board of Directors shall appoint members of the Board to serve as chairpersons and members of standing committees. At the request of a committee chairperson, persons who are not members of the Board may serve on that committee with the approval of the President. The appointments shall be made at the first meeting of the Board following the election of officers. The Composition of the Committees shall reflect the diversity of viewpoints of the Board of Directors. A minimum of three (3) members shall constitute a committee. Ad hoc committees may be established at the discretion of the President and/or the Board.

7.2 There shall be a Nominating Committee (Standing Committee) established to provide a list of candidates for Board of Director membership (including officers) to be elected at the annual meeting and such list shall be made known to the membership as part of the notification of the annual meeting.

ARTICLE VIII: BOARD OF DIRECTORS MEETINGS

8.1 Annual Meeting

The annual meeting of the Board of Directors shall be determined by the board as to time and place. The President shall make the annual report required by Not-For-Profit Corporation Law at the annual meeting.

8.2 Regular Meetings

Regular meetings of the Board of Directors shall be held at such place and times as the Board may by resolution determine.

8.3 Special Meetings

Special Meetings of the Board of Directors may be called by the President, and shall be called by the President or the secretary upon written request of not less than twenty-five percent (25%) of the entire Board of Directors.

8.4 Notice of Meetings

Notice of special meetings of the Board of Directors shall be given in writing, or by reliable electronic mail, to the Directors at least five (5) days before the meeting. The giving of such notice shall be effective upon mailing, or in the case of electronic mail, transmitting to the proper electronic mail address of the Director. Oral notice given personally or by telephone at least forty-eight (48) hours before the time of the meeting shall also constitute valid notice.

Notice of the annual meeting shall be given in writing, or be reliable electronic mail, at least thirty (30) days prior to its scheduled date.

All meetings shall be governed by Robert's Rules of Order. Also, where there are conflicts within the By-Laws, or the By-Laws are silent on an issue, Robert's Rules of Order, Newly Revised shall be the guide for resolving those issues.

Notice of a regular meeting is not necessary unless time and/or location of such meeting has been changed.

8.5 Quorum and Voting

The presence of four (4) Directors at any annual, regular or special meeting of the Board of Directors shall constitute a quorum for the transaction of 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 an act of the Board.

8.6 Proxy Voting

Voting by Proxy will be permitted consistent with the Not-For-Profit Corporation Law.

ARTICLE IX: AGENTS AND REPRESENTATIVES

9.1 The Board of Directors may appoint such agents and representatives of the Corporation, with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may seem fit, so far as it may be consistent with these by-laws, to the extent authorized or permitted by law.

ARTICLE X: CONTRACTS

10.1 Unless specifically authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable peculiarly for any purpose or to any amount.

ARTICLE: XI

11.1 The fiscal year of the Corporation shall be January, 1 through December, 31.

ARTICLE XII: AMENDMENTS

12.1 These By-Laws may be amended or repealed by a vote of two-thirds of those present at a duly constituted meeting of a Membership Meeting, provided that prior notice of said meeting and of the proposed amendment shall have been provided by U.S. Mail or by reliable electronic mail to all members of the Board of Directors not less than 10 nor more than 50 days prior to said meeting.

Adopted by a majority vote at a regular meeting held on July 12, 2001.