

**SECOND AMENDED AND RESTATED BY-LAWS**

OF

**OYSTERPONDS HISTORICAL SOCIETY, INC.**

(a New York corporation)

ARTICLE I

**NAME, POLICY AND PURPOSES**

1.1 Name. The name of this Society is “Oysterponds Historical Society, Inc.”, hereinafter referred to as the “Society”.

1.2 Location. The principal location of the Society is 1555 Village Lane, Orient, NY 11957.

1.3 Nonprofit Policy. The Society shall not be operated for profit, and its entire properties, assets and facilities shall be devoted to the purposes for which it is organized as set forth in its Certificate of Incorporation, as the same may from time to time be amended.

1.4 Mission. The mission of the Oysterponds Historical Society is to collect, preserve and interpret the history of the Orient and East Marion community as part of the American story and to celebrate its culture and share its heritage through education, exhibition and scholarship.

ARTICLE II

**BOARD OF TRUSTEES**

2.1 Election and Powers. The Board of Trustees shall have control and direction of the Society, its collections, property and other assets. Trustees shall be elected at each Annual Meeting of the members, and each Trustee shall serve until his or her successor is elected and qualified, unless his or her trusteeship be theretofore vacated by resignation, death, removal, or otherwise. In no event shall any employee of the Society serve on the Board of Trustees.

2.2 Number. The number of Trustees constituting the entire Board of Trustees shall be not less than ten (10) or more than twenty-four (24). The members of the Society, by a two-thirds (2/3) vote of all members of the Society, may resolve to increase or decrease the number of Trustees, provided that no decrease shall shorten the term of any incumbent Trustee.

2.3 Classes. Each Trustee shall serve a term of three (3) years, except as provided herein.

(a) For the purpose of staggering their terms of office, the Trustees shall be divided into three (3) classes, as nearly equal in numbers as possible, and the term of office of one class shall expire each year in regular rotation. In case the number of Trustees in

any class becomes unequal to the other classes, a Trustee's term may be one or two years, as may be deemed necessary to maintain equality in numbers among the classes of Trustees.

(b) No Trustee shall serve more than two consecutive three-year terms unless (x) such Trustee has been elected to fill a vacancy, in which case it may serve up to two consecutive three-year terms commencing after the completion of such vacated term, or (y) such Trustee serves as an officer and has been re-elected to such position in accordance with the provisions hereof. Such Trustee's term shall be extended so long as his or her position as an officer is continued.

2.4 Vacancies. In case of any vacancy in the Board of Trustees, a majority of the remaining Trustees may elect a successor to serve for the unexpired term.

2.5 Absences. If any Trustee shall fail to attend three (3) meetings of the Board of Trustees in any calendar year without excuse accepted as satisfactory by the Board of Trustees, such Trustee shall be deemed to have resigned and the vacancy shall be filled in accordance with the terms hereof.

2.6 Removal. At any meeting of the Board of Trustees duly called, any Trustee may, by vote of two-thirds (2/3) of the entire Board of Trustees, be removed from office and another may be elected by the Board of Trustees to fill the unexpired term of the Trustee so removed in accordance with the terms hereof.

2.7 Meetings.

(a) The Annual Meeting of the Board of Trustees shall be held in November of each year on such date and at such time and place as may be fixed by the President and named in the notice thereof. Regular meetings of the Board of Trustees shall be held at least bi-monthly. Special meetings of the Board of Trustees may be held at any time, at the request of the President, Secretary or in writing by any three (3) members of the Board of Trustees.

(b) The President of the Society shall be the chairperson at meetings of the Board of Trustees and shall vote on any matter before the Board of Trustees only in the event of a tie. In the absence of the President, the Vice President shall so act, or if that is not possible, the Board of Trustees shall appoint a President pro tem to chair the meeting. In no event shall any employee of the Society serve as chairperson or vice chairperson of any meeting of the Board of Trustees.

2.8 Notice of Meetings. Notice of the time and place of every meeting of the Board of Trustees shall be mailed (by electronic means or the US postal service) not less than five (5) nor more than twenty (20) days before the meeting to each Trustee at his or her address as set forth in the records of the Society.

2.9 Quorum. At least 51% of the entire Board of Trustees shall constitute a quorum at any meeting of the Board of Trustees, and except as otherwise provided by law or herein, a majority in number of such quorum shall decide any question that may come before the meeting. A majority of the Trustees present at any regular or special meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the

meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

2.10 Action Without a Meeting. Any action required or permitted to be taken by the Board of Trustees or any committee thereof at a duly held meeting may be taken without a meeting if all members of the Board of Trustees or the committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the Board of Trustees or committee shall be filed with the minutes of the proceedings of the Board of Trustees or the committee.

2.11 Personal Attendance by Teleconference. Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board of Trustees or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting, including if all attendees participate by teleconference.

2.12 Committees.

(a) Executive Committee. The Executive Committee shall carry on the affairs of the Society as necessary between meetings of the Board of Trustees and shall have all powers and limitations provided by law but shall not modify or amend the decisions and resolutions of the Board of Trustees or appoint or remove Trustees or officers of the Society. The Executive Committee shall be comprised of the President, Vice President, Secretary and Treasurer. The Executive Director and other persons may be invited by the Executive Committee, in its sole discretion, to attend meetings of the Executive Committee, but none shall be entitled to vote at such meetings. The President shall be the chairperson of the Executive Committee. The Executive Committee shall review, at least annually, the performance and effectiveness of the Executive Director and shall recommend the compensation and benefits of the Executive Director. The Executive Committee shall report all its actions to the next meeting of the Board of Trustees.

(b) Committees of the Corporation. As soon as practicable each year following the annual meeting of members, the President shall appoint the chairpersons of each of the following committees which shall have the authority to carry out its purposes as set forth in this Section 2.13(b); provided, that in no event shall any action of a committee be binding on the Board of Trustees. Each chairperson shall recommend, upon consultation with the President and the Executive Director, the members of his or her committee, which shall be comprised of members of the Society and members of the Board of Trustees, to be approved by the Board of Trustees. All Trustees are expected to actively participate in at least one of the following committees.

(i) Buildings and Grounds Committee. There shall be a Buildings and Grounds Committee which shall oversee the maintenance, repair, and occupancy of the physical facilities and grounds of the Society.

(ii) Collections Committee. There shall be a Collections Committee which shall recommend policy for acquisitions to the collections, either by purchase or gift, and shall carry out a continuing review of all acquisition programs. This Committee shall also be responsible for policies relating to management, preservation, deaccessioning and other disposition of the collections.

(iii) Development Committee. There shall be a Development Committee which shall establish and oversee initiatives for the development of funds for the Society. The Development Committee shall assist Trustees in their own fundraising efforts on behalf of the Society, recruit potential donors and appoint and oversee leaders of fundraising event subcommittees.

(iv) Programs Committee. There shall be a Programs Committee which shall oversee public programs and other educational activities, including lectures, school programs and children's activities. The Programs Committee may have subcommittees the chairperson deems appropriate.

(v) Finance Committee. There shall be a Finance Committee which shall recommend policy and be responsible for the supervision and direction of the assets of the Society. The Treasurer shall serve as chairperson of the Finance Committee. The Finance Committee shall prepare the annual budget which shall be presented annually to the Board of Trustees for adoption. The Finance Committee shall also be responsible for ensuring that the Society's investments are properly managed and shall provide regular investment reports to the Trustees.

(vi) Audit Committee. There shall be an Audit Committee, which shall be responsible for selecting and overseeing the Independent Public Accountants hired by the Society, approving the audit policies and presenting the annual auditors report to the Board of Trustees.

(vii) Nominating Committee. There shall be a Nominating Committee which shall recommend to the Board of Trustees (x) a slate of persons for election to the Board of Trustees, which, subject to approval by the Board of Trustees, shall be presented to the members at the annual meeting for a vote, and (y) a slate of officers for the Society for approval by the Board of Trustees. The Nominating Committee shall also recommend to the Board of Trustees persons to fill vacancies as soon as practicable after they may occur, as well as persons for election as Honorary Trustees. There shall be at least two Trustees serving on the Nominating Committee, one of whom shall have served on the Committee during the prior year.

(c) Ad Hoc Committees. The President may from time to time designate additional committees composed of any combination of members, trustees, officers or staff members. Each such committee shall have such authority and shall serve for such time and with such authority as determined by the President, except that such authority shall not exceed the authority conferred on the Executive Committee or any regular Committee, nor shall any such committee bind the Board of Trustees.

2.13 Honorary Trustees. Honorary Trustees shall consist of former Trustees or other persons who have been elected in recognition of faithful or meritorious service to the Society. Honorary Trustees may attend meetings of the Board of Trustees but they shall have no right to vote at such meetings.

### ARTICLE III

#### OFFICERS

3.1 Election of Officers. The Board of Trustees shall elect a President, Vice President, Secretary and Treasurer of the Society. Each such officer shall be elected from among the Trustees for a term of two (2) years. Notwithstanding the foregoing, any officer whose term as a Trustee has expired is eligible for re-election to such office, duly elected pursuant to the terms hereof. In no event shall any employee of the Society serve as an officer of the Society.

3.2 Removal. At any meeting of the Board of Trustees duly called, any officer of the Society may, by a vote of two-thirds (2/3) of the remaining members of the Board of Trustees, be removed from office and another may be elected by the Board of Trustees in the place of the officer so removed.

3.3 President. The President shall be the presiding officer of the Board of Trustees with the power and duty to exercise general supervision over the affairs and operations of the Society. He or she shall act as chairperson of and preside at all meetings of the Board of Trustees and of the Executive Committee. The President shall have such other powers and duties as may be designated by the Board of Trustees.

3.4 Vice President. The Vice President shall provide assistance to the President as directed and shall preside at meetings when the President is absent. The Vice President shall have such other duties as determined by the President.

3.5 Treasurer. The Treasurer shall have supervision over the financial records of the Society. The Treasurer shall provide the Board of Trustees at each of its regular meetings with a statement of the current financial condition of the Society.

3.6 Secretary. The Secretary shall be responsible for the keeping of minutes of all meetings of the Board of Trustees. The Secretary shall see that all notices to Trustees and to members are duly given in accordance with the provisions of these bylaws and as required by law.

## ARTICLE IV

### MEMBERSHIP

4.1 Purpose and Authorization. In order to provide a means of attracting interest in and support for the activities of the Society, the Board of Trustees may establish from time to time one or more classes of membership as it deems fit, on such terms and conditions as the Board of Trustees by resolution shall determine.

4.2 Application. Any person interested in the purposes of the Society who applies for membership and tenders the necessary dues shall thereby become a member.

4.3 Quorum. One-tenth of the members, represented in person or by proxy, in good standing shall constitute a quorum at any meeting of the members, and except as otherwise provided by law or herein, a majority in number of such quorum shall decide any question that may come before the meeting. A majority of the members present at any regular or special meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

4.4 Voting. All members that are in good standing are eligible to vote at the annual meeting with one vote for each member or a maximum of two votes per family in any membership class. Business, corporate or organization members are entitled to one vote per membership. Every member entitled to a vote at an annual meeting may authorize another person who is present to act for him or her by proxy. Every proxy is revocable at the pleasure of the member executing it. Proxy designations by any member must be received by the Secretary at least three (3) days before the scheduled date of the meeting.

4.5 Meetings. The annual meeting of the members of the Society shall be held in November of each year and on such date and at such time and place as may be fixed by the Board of Trustees and named in the notice thereof. Notice of each meeting of the members shall be mailed to all members not more than fifty (50) nor less than twenty-one (21) days prior to such meeting. The election of Trustees shall occur at the November meeting of members. Members who wish to submit business items for consideration at any meeting or candidates for Trustees shall submit a request in writing to the Secretary not less than two (2) weeks prior to each meeting; provided, that at any annual meeting, any member may nominate one or more candidates to the Board of Trustees prior to any vote by the members therefor. Such member-nominated candidate shall be approved or disapproved by the members in a vote that is separate from the member vote on any slate of candidates proposed by the Nominating Committee. Special meetings of the members may be called by the President.

## ARTICLE V

### EXECUTIVE DIRECTOR

5.1 Executive Director. The Board of Trustees may appoint and employ, and discharge, if necessary, a chief administrator of the Society, designated as the Executive Director. The Executive Director shall serve at the pleasure of the Board of Trustees.

5.2 Duties of Executive Director. The Board of Trustees may delegate to the Executive Director the responsibility and authority for carrying out the policies and purposes that have been adopted and approved by the Board of Trustees. The Executive Director shall appoint, supervise and, when necessary, discharge individuals who occupy staff positions authorized by the Board of Trustees. The Executive Director shall have such powers and duties as may be designated by the Board of Trustees and shall report to the President.

## ARTICLE VI

### AMENDMENTS AND OTHER PROVISIONS

6.1 Amendments. These Bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority of the entire Board of Trustees at a meeting duly called for the purpose of altering these Bylaws, provided that at least fourteen (14) days before the meeting at which any amendment shall be voted upon, written notice of the proposed amendment shall be mailed to each member of the Board of Trustees.

6.2 Conduct of Meetings. Except as otherwise provided in these Bylaws, by applicable law or by resolution of the Board of Trustees, all meetings of the Board of Trustees or of any committee designated by the Board of Trustees shall be conducted in conformity with Robert's Rules of Order, Revised, as amended from time to time.

6.3 Financial Reporting. For financial reporting purposes the Society shall report from January 1 to December 31 of each year.

6.4 Indemnification. The Society shall indemnify (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such person's testator or intestate, is or was a trustee, officer, employee or agent of the Society or (b) any trustee, officer, employee or agent of the Society who served any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the Society, in the manner and to the maximum extent permitted by applicable law; and the Society may, in the discretion of the Board of Trustees, purchase and maintain insurance pursuant to such indemnification and indemnify all other corporate personnel to the extent permitted by law. The provisions of this Section 6.4 shall be applicable to all actions, claims, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Section 6.4 shall be deemed to be a contract between the Society and each trustee, officer, employee, or agent who serves in such capacity at any time while this Section and the relevant provisions of the laws of the State of New York and other applicable law, if any,

are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state or facts or any action, suit, proceeding then or theretofore existing, or any action, suit, or proceeding thereafter brought or threatened based in whole or in part on any such state of facts. If any provisions of this Section shall be found invalid or limited in application by reason of any law or regulations, it shall not affect the validity of the remaining provisions hereof. The rights of indemnification provided in this Section shall neither be exclusive of, nor be deemed in limitation of, any rights to which any such officer, trustee, employee, or agent may otherwise be entitled or permitted to by contract, the Certificate of Incorporation, vote of trustees, or otherwise, or as a matter of law, both as to actions in his or her official capacity and actions in any other capacity while holding such office, it being the policy of the Society that indemnification of the specified individuals shall be made to the fullest extent permitted by law.