

EIN: 46-1313133

The Angel Network of Cooperstown, Inc.

A New York State Not-for-Profit Charitable Corporation

By-Laws

Adopted by Resolution July 2, 2013

Article I. Purpose

Section 1. Purpose of the Corporation. The Angel Network of Cooperstown, Inc., a community-based organization, shall assist families with demonstrated need in the Cooperstown Central School District by providing necessities, such as food and clothing and holiday gifts. Such provisions shall be made, as practicable, upon request by any Cooperstown Central School District family with demonstrated need. In order to support the organization's mission of giving to Cooperstown Central School District families in need, The Angel Network of Cooperstown, Inc. shall have the power to solicit donations from the Cooperstown Central School District community and The Angel Network of Cooperstown, Inc. shall have the power to host local fundraising events.

Section 2. Charitable Purpose. Said corporation is a non-stock corporation organized exclusively for charitable 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 the corresponding section of any future federal tax code.

Section 3. Not-for-Profit. No part of the net earnings of the corporation 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 herein.

Section 4. No Lobbying. 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 or in opposition to any candidate for public office.

Section 5. Tax Exempt Status. 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 the 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 the corresponding section of any future federal tax code.

Article II. Membership

Section 1. Members. The membership of the corporation shall consist of those persons who have signed the certificate of incorporation as incorporators together with all persons who are hereafter received in or elected to membership as provided.

Section 2. Election of Members. A person, partnership or corporation may be elected a member upon being proposed for membership by a member, by written application to the President or Secretary, and upon receiving a majority vote of the members present at a meeting of the Corporation or at a meeting of the Board of Directors or of the Executive Committee.

Section 3. Resignation. Any member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary. The notice shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt.

Section 4. Suspension. A member may be suspended for a period or expelled for cause, such as violation of any of the by-laws or

rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Suspension or expulsion shall be by a majority vote of the membership of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member under charges at his or her last recorded address at least ten days before final action is taken thereon. The statement shall be accompanied by a notice of the time when and place where the Board of Directors is to take their action. The member shall be given an opportunity to present a defense at the time and place mentioned in the notice.

Section 5. Death. Upon the death of any member, the membership shall cease.

Section 6. Honorary Members. The Board of Directors may elect honorary members by a majority vote of the members present at a meeting of the board. Honorary members shall be exempt from payment of any fees and shall be entitled to all the privileges of regular members, except the right to vote or hold office.

Section 7. No Assignment. The membership and the rights and privileges of a member shall not be assignable.

Section 8. Vote. Each member shall have one vote only at a meeting of the members.

Article III. Meetings

Section 1. Annual Meetings. The annual meeting of members of the Corporation shall be held on the first Thursday of each year. Notice of the time and place of holding the annual meeting shall be mailed to each member at least five days before the meeting date.

Section 2. Special Meetings. Special meetings of members may be called by the President at any time on his or her own initiative or by the President or Secretary upon request of one or more members to such officer made in writing. Notice of the meeting shall be mailed to each member at least five days before the

meeting, and at such special meeting there shall only be considered such business as is specified in the notice of the meeting.

Section 3. Quorum. At all meetings of the corporation, either regular or special, a presence of a majority of all members in good standing shall constitute a quorum. If a quorum is not present, the presiding officers may adjourn the meeting to a day and hour fixed by the officers.

Section 4. Proxies. Every member of the Corporation entitled to vote at any meeting thereof may vote by proxy. A proxy shall be in writing and is revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, the proxy shall expire one month from the date of its execution.

Section 5. Voting. Each member shall be entitled to one vote. Any member of a partnership or an officer of a corporation may represent it at any meeting. Each partnership or corporation shall be entitled to only one vote. Where the manner of deciding any question is not otherwise prescribed, it shall be decided by a majority vote of the members present in person or by proxy.

Section 6. Order of Business. At all meetings of the Corporation, the order of business shall be as follows unless otherwise prescribed by the Board of Directors:

1. Reading of minutes of the last meeting for information and approval.
2. Reports of officers.
3. Reports of committees.
4. Election of directors.
5. Unfinished business.
6. New business.

7. Reading and approval of minutes of meeting just held, if requested.

Section 7. Board Meetings. Meetings of the Board of Directors shall be called by the President on his or her initiative whenever in his or her judgment it may be deemed necessary, or by the Secretary upon request of any one or more members of the Board of Directors. Five days' notice of meetings of the Board shall be sent by mail to all directors, and shall be deemed sufficient notice of such meetings.

Article IV. Directors and Officers

Section 1. Number of Directors. The property, affairs, activities and concerns of the Corporation shall be vested in a Board of Directors, consisting of no more than six Directors. Upon election by a majority of the members of the Corporation, the Board of Directors shall immediately enter upon the performance of their duties and shall continue in office until their successors are duly elected and qualified.

Section 2. Officers. The Officers of this Corporation shall be a President, Vice-President, a Secretary, and a Treasurer.

Section 3. Election of Directors and Term. At the annual meeting next held after the adoption of these by-laws, there shall be an election for six Directors of the Corporation, two of whom shall be elected for a term of one year, two for two years, and two for three years. At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for the term of three years. At the expiration of any term of three years, any Director may be reelected.

Section 4. Duties of Directors. The Board of Directors may: (1) hold meetings at such times and places as they think proper; (2) admit members and suspend or expel them by ballot; (3) appoint committees on particular subjects from the members of the board, or from other members of the Corporation; (4) audit bills

and disburse the funds of the Corporation; (5) print and circulate documents and publish articles; (6) carry on correspondence and communicate with other associations interested in the corporation's charitable purposes; (7) employ agents, and (8) devise and carry into execution such other measures as they deem proper and expedient to promote the objects of the Corporation and to best protect the interests and welfare of the members.

Section 5. Meetings of Board. Regular meetings of the Board of Directors shall be held immediately following the annual election in January and on the first Thursday of each month. Notice of the meeting, signed by the Secretary, shall be mailed to the last recorded address of each member at least five days before the time appointed for the meeting. The President may, when he or she deems necessary, or the Secretary shall, at the written request of one or more members of the Board, issue a call for a special meeting of the Board, and only five days' notice shall be required for such special meetings.

Section 6. Quorum. The presence of a majority of the members of the Board of Directors at a meeting shall constitute a quorum for the transaction of business. In the absence of the President and Vice-Presidents, the quorum present may choose a Chairperson for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than thirty days thereafter.

Section 7. Absence. Should any member of the Board of Directors be absent unreasonably from three or more consecutive meetings of the Board without sending a communication to the President or Secretary stating an acceptable reason for so doing, the board member's seat may be declared vacant, and the President may immediately proceed to fill the vacancy.

Section 8. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote of the remaining members of the Board at a special meeting which shall be called

for that purpose. The election shall be held within sixty days after the occurrence of the vacancy. The person so chosen shall hold office until the next annual meeting, or until a successor has been chosen at a special meeting of the members.

Section 9. Removal of Directors. Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of a majority of the members present at a special meeting held for that purpose.

Section 10. Election of Officers and Directors. The members of the Corporation shall elect all officers and directors for a term of three years following the first election with staggered terms of one, two and three years. An officer shall have been elected if he or she receives a vote of a majority of the members of the Corporation.

Section 11. Duties of the President. The President shall preside at the meetings of the Corporation, the Board of Directors and the Executive Committee, and shall be a member ex-officio with right to vote, of all committees except the nominating committee. The President shall communicate suggestions to the Corporation or the Board of Directors, and perform other duties incidental to the office of the President, in order to promote the prosperity and welfare of the Corporation.

Section 12. Duties of Vice-Presidents. In the event of the death or incapacity of the President, the senior Vice-President shall perform the duties of the President.

Section 13. Duties of the Secretary. It shall be the duty of the Secretary to give notice of and to attend all meetings of the Corporation, its divisions and committees. The Secretary shall keep a record of each meeting, conduct all correspondence and execute all orders, votes and resolutions not otherwise committed. The Secretary shall also keep a list of the members of the Corporation, collect fees, annual dues, subscriptions and deliver them to the Treasurer. The Secretary shall notify the officers and members of the Corporation of their election; notify

members of their appointment on Committees; furnish the Chairperson of each Committee with a copy of the vote under which the Committee is appointed, and upon request, give notice of the meetings of the Committee. The Secretary shall prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the Corporation, and generally to devote his or her best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the Secretary, a majority of the board members present if a quorum is present may appoint a Secretary pro tem. The Secretary shall be the keeper of the Corporation's Seal.

Section 14. Duties of the Treasurer. The Treasurer shall keep an account of all moneys received and expended for the use of the Corporation, and shall make disbursements only upon vouchers approved in writing by a majority of the members present if a quorum is present. He or she shall deposit all sums received in a bank, or banks, or trust company approved by a majority of the board members present if a quorum is present, and make a report at the annual meeting or when called upon by the President. Funds may be drawn only upon the signature of the Treasurer.

The funds, books and vouchers in his or her hands shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. The Board of Directors shall have the Treasurer's accounts audited at least once each year by an accountant and report thereon to the Board of Directors. At the expiration of his or her term of office, the Treasurer shall deliver over to his or her successor all books, moneys and other property, or, in the absence of the Treasurer-elect, to the President. In case of the absence or disability of the Treasurer, a majority of the Board of Directors may appoint a Treasurer pro tem.

The office of Secretary and Treasurer may be held by the same person.

Section 15. Bond of Treasurer. The Treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his or her duties as the Board may direct.

Section 16. Vacancies of office. All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specially called for that purpose.

Section 17. Compensation of Officers. The Officers shall not receive compensation for their services.

Article V. Committees

Section 1. Committees. The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other standing committees, if deemed desirable, each consisting of three or more directors and/or members, and each of which, to the extent provided in the resolution or in the certificate of incorporation or by-laws, shall have all the authority of the board, except that no such committee shall have authority as to the following matters:

- (1) The submission to members of any action requiring members' approval.
- (2) The filling of vacancies in the board of directors or in any committee.
- (3) The amendment or repeal of the by-laws or the adoption of new by-laws.
- (4) The amendment or repeal of any resolution of the board which by its terms shall not be so amendable or repealable.

The board may designate one or more directors as alternate members of any standing committee, who may replace any absent member or members at any meeting of such committee.

Section 2. Special Committees. The board may create such special committees as may be deemed desirable. The members of such committees shall be appointed by the President with the consent of the board. Special committees shall have only the powers specifically delegated to them by the board and in no case shall have powers which are not authorized for standing committees under this article.

Section 3. Committee Quorum. Attendance by a majority of all members of any committee of the Corporation shall constitute a quorum for the transaction of business.

Section 4. Committee Vacancies. The Board of Directors shall have the power to fill vacancies in the membership of any committee.

Section 5. Delegation. Each committee of the board shall serve at the pleasure of the board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his duty to the corporation.

Article VI. Amendments

Section 1. Amendments. These by-laws may be amended, repealed or altered in whole or in part by a vote of a majority of the members of the Corporation at any organized meeting of the Corporation. The proposed change shall be mailed to the last recorded address of each member at least ten (10) days before the time of the meeting, which is to consider the change, unless this notice requirement is waived by the voting member.

Article VII. Application Fees and Dues

Section 1. Application Fee. All persons for membership shall pay an application fee of \$10.00, which shall become the property of the corporation in the event the applicant is elected. In the event he or she is not elected, the fee shall be returned.

Section 2. Annual Dues. The annual dues of members for each calendar year commencing with the year 2013, or for any part of a calendar year, where a person becomes a member during the year, shall be \$10.00. All applications for membership must be accompanied by the first year's dues, and in the event the applicant is not elected, the first year's dues will be returned.

The annual dues shall be payable by all members on or before January 31st of each year and shall be paid to the Secretary and Treasurer.

Section 3. Suspension. Any member whose dues are unpaid on February 1st of any year shall have his or her membership and all privileges pertaining thereto suspended until the dues are paid.

Section 4. Termination. Any member whose dues remain unpaid for one full year shall automatically cease to be a member and his or her membership shall be terminated.

Article VIII. Dissolution

Section 1. Dissolution. Upon 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 the 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 a Court of Competent Jurisdiction 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.

Article IX. Seal

Section 1. Seal. The Board may from time to time determine a seal for the Corporation that may be in whatever form desired by the Board.

Article X. Waivers of Notice

Section 1. Waivers of Notice. Notice of meeting need not be given to any member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice.