

BY - LAWS
Of
ROCK HILL BUSINESS & COMMUNITY ASS'N, INC.

ARTICLE I: NAME

SECTION I. NAME

This organization is formed under the laws of the State of New York and shall be known as the Rock Hill Business and Community Association, Inc.

SECTION II.- OFFICES

The principal office of the corporation shall be in the Hamlet of Rock Hill, County of Sullivan, State of New York. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

ARTICLE II: POWERS AND PURPOSES

SECTION 1: POWERS

The corporation is a corporation as defined in sub-paragraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law in that it is not formed for pecuniary profit or financial gain and no part of the assets, income or profit of the corporation is distributable to, or ensures to the benefit of its members, directors or officers or any private person except to the extent permissible under the Not-For-Profit Corporation Law.

SECTION 2: PURPOSE

The purposes for which this corporation has been organized are as follows:

To cement and solidify friendly relations between and with the businesses and community members in Rock Hill, Town of Thompson, Sullivan County area for the purpose of maintaining contact with representative organizations; to discuss matters pertaining to and affecting the activities of its members and the overall hamlet of Rock Hill; to collaborate for the improvement of all conditions relating to such activities and generally to promote interest in businesses and the community character of the hamlet of Rock Hill; to foster any steps taken in business and civic affairs touching upon the affecting the said Rock Hill community; to assist its members together for their mutual benefit as businesses and community residents, working and/or residing in said Rock Hill; to foster the trade, commerce and interest of its members and the said Rock Hill community; to assist and create community events and activities that promote Rock Hill; to seek protective legislation and ordinances for the benefit of its members and the said Rock Hill community, and to represent its members' point of view to local, municipal, state and federal agencies and to the public.

To do any other act or thing, incidental to or connected with the foregoing purposes or in advancement thereof but not for the pecuniary profit or financial gain of its members, directors or

officers, except as permitted under Article 5 of the Not-For-Profit Corporation Law.

Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in the Not-For-Profit Corporation Law, Section 404 (b) - (w), or Executive Law, Section 757.

SECTION 3: LIMITATION OF METHODS.

The association shall be non-profit, non-partisan and non-sectarian and shall take no part in or lend its facilities or influence, either directly or indirectly, to the nomination, election or appointment of any candidate for political office in county, state or nation.

ARTICLE III - MEMBERSHIP

SECTION 1. MEMBERSHIP:

(a) Eligibility: Any reputable person, association, business, corporation, partnership, non-profit, homeowners association, government officials, or estate located in Rock Hill, the Town of Thompson and/or Sullivan County, may subscribe to the membership in the Rock Hill Business & Community Ass'n, Inc. or businesses located outside Rock Hill that serve the Rock Hill community.

(b) Election to Membership: Applications for membership shall be in writing. The Board of Directors shall review all applications and submit their recommendation at their regular meeting following presentation of the application. Any applicant so elected shall become a member upon payment of the annual dues.

(c) Approval. The Board of Directors shall, at its sole and absolute discretion, review and act as the final approving authority for all applications for membership in the Rock Hill Business and Community Ass'n, Inc.

(d) Termination. Any member may resign from the Association upon written notice to the membership. Any member shall be placed on inactive list of members and denied any voice or vote at meetings for non-payment of dues after ninety days from the date due which shall be the 1st of January annually. Any membership who does not follow the mission and purpose of the Rock Hill Business & Community Ass'n, Inc. according to the bylaws shall be terminated. He or she shall have been notified in writing within 30 days of said delinquency or termination to afford him ample opportunity to pay such dues or respond to the termination.

(e) Notifications. All members must provide the Rock Hill Business & Community Ass'n, Inc. with their mailing address, email address (if available) and phone number. The Rock Hill Business & Community Ass'n, Inc. shall be provided with any change in mailing address, email and/or phone. This information will be used to notice the member of membership meetings and special meetings.

SECTION 2. MEMBERSHIP DUES.

Membership dues shall be payable annually and shall be as prescribed and approved by the

Membership. Membership is for one calendar year.

SECTION 3. VOTING RIGHTS.

Each member in good standing person, firm, association or corporation shall be entitled to one vote per household and/or business.

SECTION 4. ANNUAL MEMBERSHIP MEETINGS.

The annual membership meeting of the corporation shall be held on the third Wednesday of November each year except that if such day is a legal holiday, then in that event the directors shall fix a day not more than two weeks from the date fixed by these by-laws. The Secretary shall cause to be mailed or sent electronically to every member in good standing at his or her address or electronically as it appears on the membership roll book of the corporation, a notice stating the time and place of the annual meeting.

SECTION 5. SPECIAL MEETINGS.

Special membership meetings of the corporation may be called by the Board of Directors. Special meetings include, but are not limited to membership votes regarding Town of Thompson zoning, letters on behalf of the Rock Hill Business & Community Ass'n, Inc., and opinions of behalf of the Rock Hill Business & Community Ass'n, Inc. The Secretary shall cause a notice of such meeting to be mailed or sent electronically to all members at their addresses as they appear in the membership roll book at least seven days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

SECTION 6. ORDER OF BUSINESS FOR ANNUAL MEMBERSHIP MEETING.

The order of business at the annual membership meetings shall include the following, unless determined by the Board of Directors:

1. Roll call
2. Reading of the minutes of the preceding annual membership meeting
3. Reports of committee
4. Reports of officers
5. Old and unfinished business
6. New business
7. Good and welfare
8. Adjournments

SECTION 7. PARLIAMENTARY PROCEDURE.

The procedure of the Association Meetings shall be governed and conducted according to the latest edition of Roberts Rules of Order.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

The corporation shall be managed by the Board of Directors which shall consist of not less than seven directors, consisting of a President, 1st Vice-President, 2nd Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer. Each director shall be at least eighteen years of age. The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the committees. The board receives no compensation other than reasonable expenses.

SECTION 2. ELECTION AND TERM OF BOARD OF DIRECTORS.

(a) **Election.** At the annual membership meeting, the membership shall elect directors to hold office until the next annual membership meeting. Each director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and shall have qualified, or until his or her prior resignation or removal. The Board of Directors term is one calendar year. The membership will receive an election ballot prior to the annual meeting. The election ballot can either be mailed or presented in person at the annual meeting.

(b) **Eligibility.** Any member, in order to be eligible to become a director, shall have been a member of the Rock Hill Business and Community Ass'n, Inc. for at least one year. No member in arrears of dues shall be allowed to serve as a member of the Board of Directors.

(c) **Vacancies.** Any vacancies that may occur may be filled by a majority vote of the membership present at the next regular meeting for the unexpired term of the Board of director whose seat is presently vacant.

(d) **Nominations.** Nominations for officers shall be presented at the October regular meeting for the positions of President, 1st Vice President, 2nd Vie-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and shall present such a ballot to the general membership at the next regular meeting or special meeting. At that time, additional nominations, if any, may be made from the floor, whereupon the nomination process shall be forthwith closed. All nominations for the respective directors shall be listed in the meeting notice at which elections will take place.

(e) **Installation and Term of Office.** The installation of the directors shall take place at the regular annual meeting of membership and they shall hold office for one calendar year or until their successors shall be duly elected.

SECTION 2. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.

The number of directors may be increased or decreased by vote of the members and by a vote of a majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

SECTION 3. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

SECTION 4. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by vote of the members.

SECTION 5 RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

SECTION 6. QUORUM OF DIRECTORS.

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

SECTION 7. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

SECTION 8. PLACE AND TIME OF BOARD MEETINGS.

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

SECTION 9. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three days' notice to each director either personally or by mail, electronically or by wire; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a 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. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

SECTION 10. PERSONAL ATTENDANCE BY CONFERENCE COMMUNICATION EQUIPMENT.

Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee, with the consent of all the members of such Board or committee present in person at such meeting, 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.

SECTION 11. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees. Each such committee shall serve at the pleasure of the board. The President shall appoint all committees and committee chairs, and he or she may create such other divisions as will facilitate the work of the organization. The President shall be an ex-officio member of all committees and divisions. The Committee members' term of Office shall be at the termination of his or her duties. No action by any member of a committee of the committee as whole shall be binding upon or constitute an expression of the policy of the Association until it shall have been approved or ratified by the membership.

ARTICLE VII: OFFICERS

SECTION 1. OFFICES, ELECTION, TERM.

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president; one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the board following the annual membership meeting. Each officer shall hold office for the term for which he is elected or appointed and until his or her successor has been elected or appointed and qualified.

SECTION 2. REMOVAL, RESIGNATION, SALARY.

Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president and secretary. The board is a volunteer board that does not receive compensation.

SECTION 3. PRESIDENT.

The president shall be the chief executive officer of the corporation; he or she shall preside at all meetings of the members and of the board; he or she shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect. The President shall be authorized to enter into contracts or execute and deliver instruments in the name of and on behalf of the Association, and such authority shall be general. The Board of Directors may authorize by specific resolution any other officer or officers or agent or agents of the Association to enter into any contract or execute and deliver any instrument on behalf of the

Association, but such authorization shall be confined to specific instances. The President shall appoint other committees, consisting of at least three members, as the need arises.

SECTION 4. VICE-PRESIDENTS.

During the absence or disability of the president, the 1st vice-president, shall have all the powers and functions of the president. If the 1st Vice-President is absent, the 2nd Vice-President shall have all the powers and functions of the president.

SECTION 5. TREASURER.

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; he or she shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the president or vice-presidents; he or she shall at all reasonable times exhibit his or her books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he or she shall have an audit of the accounts of the corporation made by the Board of Directors, and shall present such audit in writing at the annual meeting of the members, at which time he or she shall also present an annual report setting forth in full the financial conditions of the corporation.

SECTION 6. ASSISTANT-TREASURER.

During the absence or disability of the treasurer, shall have the powers and functions of the treasurer.

SECTION 7. RECORDING SECRETARY.

The secretary shall keep the minutes of the board of directors and also the minutes of the members. He or she shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. He or she shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct; he or she shall attend to such correspondence as may be assigned to him or her, and perform all the duties incidental to his or her office. He or she shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members.

SECTION 8. DIRECTOR OF COMMUNICATIONS.

During the absence or disability of the recording secretary, the director of communications shall have all the powers and functions of the recording secretary. The director of communications shall assist with communications and outreach to members, organization and outside community.

SECTION 9. SURETIES AND BONDS.

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his or her duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

ARTICLE XI – CONDUCT OF THE BUSINESS OF THE CORPORATION

SECTION 1. BUDGET.

The annual budget of the Rock Hill Business and Community Ass'n, Inc. shall be presented and voted on at the annual membership meeting.

SECTION 2. CONFLICT OF INTEREST.

The Directors and officers of the Corporation shall disclose to the President or chair of the relevant committee when they have a direct or indirect financial interest in a contract or transaction of the Corporation and shall not participate in a Board vote on any such contract or transaction. The Board may adopt a Conflicts of Interest Policy, which sets forth additional procedures and obligations relating to actual or potential conflicts of interest involving the Directors and officers of the Corporation.

Except as otherwise provided by Law, the Corporation shall not make any loans to its Directors or officers, or to any other corporation, firm, association or other entity in which one or more of its Directors or officers are directors or officers or hold a substantial financial interest.

No member or employee of the Corporation may participate in the evaluation or approval of any application for a loan or any other matter from which he or she or any family member would directly or indirectly personally benefit. If a person's participation is challenged, the decision of the Board shall be final in determining whether a member or employee shall be disqualified from participating.

SECTION 3. USAGE OF FUNDS.

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 in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 4. FISCAL YEAR.

The Rock Hill Business and Community Ass'n, Inc. shall operate on a calendar year basis defined as January 1st to December 31st.

SECTION 5. DISSOLUTION.

In the event of dissolution of the Corporation, the Board shall, after payment of all liabilities of the Corporation, dispose of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operating exclusively for

purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and which is organized for purposes substantially similar to that of the Corporation.

ARTICLE VII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall, to the extent legally permissible, indemnify each of its Directors and officers against all liabilities and expenses, including counsel fees, reasonably incurred by him/her in connection with the defense or disposition of any action, suit or other proceeding in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a Director or officer. However, there shall be no indemnification with respect to any matter as to which such officer or Director shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. Moreover, as to any matter disposed of by a settlement by such Director or officer, such Director or officer shall not be indemnified unless such settlement had been approved as in the best interest of the Corporation, by a majority of the disinterested Directors then in office, provided that independent legal counsel provides an opinion to the effect that such Directors or officers appear to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation.

ARTICLE VIII: BYLAWS

SECTION 1. AMENDMENTS.

The by-laws may be adopted, amended or repealed by the members at the time they are entitled to vote in the election of directors. By-laws may also be adopted, amended or repealed by the board of directors, but any by-law/ adopted, amended or repealed by the board may be amended by the members entitled to vote thereon as hereinbefore provided.

If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of members for the election of directors the by-law; so adopted, amended or repealed, together with a concise statement of the changes made. These by-Laws shall be reviewed every five years by a committee consisting of three members, appointed by the President. Upon approval of new by-laws, the prior by-laws and amendments there to will be revoked.

SECTION 2. CONSTRUCTION.

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

SECTION 3. SEVERABILITY.

Should any provision of these by-Laws be declared to be invalid, void or unenforceable by a court of competent jurisdiction, then such provision shall be construed so as to be enforceable and to give the closest effect to such provision as drafted, and the remainder of the by-Laws shall not be affected and shall remain in full force and effect.