

BYLAWS
OF
BUFFALO ORIENTEERING CLUB, INC.
Updated: January 7, 2008 As Noted in Red (Proposed Additions)
And in Green (Proposed Deletions)

ARTICLE I – THE CORPORATION

Section 1. Name.

The name of the corporation is BUFFALO ORIENTEERING CLUB, INC.

Section 2. Purposes.

The Corporation shall have the purposes set forth in its Certification of Incorporation, as restated and amended from time to time.

- A. To promote interest in the sport of orienteering in Western New York.
- B. To provide social and athletic activity for its members and to cooperate with other groups in promoting the sport of orienteering.

ARTICLE II - MEMBERSHIP AND PARTICIPATION FEES

Section 1. Membership.

Membership shall be open to anyone, without discrimination on any basis whatsoever, who pays the membership fee prescribed by the Board from time to time.

Section 2. Participation Fees.

The Board shall from time to time establish a fee to be paid by each participant in an orienteering meet sponsored by the Corporation as a precondition to participation. No one shall be denied the privilege of participating, however, because of a demonstrated inability to pay the prescribed participation fee.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. Annual Meeting.

The annual meeting of the members of the Corporation shall be held **prior to April 1** each year and at a location as may be determined from time to time by the Board. The Board shall be elected at the annual meeting. Notice of the time and place of the meeting shall be sent to each member at least ten days previous thereto. Notice may be sent by regular mail or by electronic mail if the member has elected to receive notifications by such method. Notice may be included in newsletters or other publications or documents sent to the members. At the annual meeting, the President or **Treasurer** will present a report outlining the financial situation of the Club and a summary of the activities of the preceding year.

Gregory Hyatt 1/7/08 12:12 PM
Comment: Per our discussion at last board meeting.

Gregory Hyatt 1/7/08 12:12 PM
Comment: The treasurer should present the finances, rather than the Secretary.

Section 2. Special Meetings.

The Board may call special meetings of the members. Special meetings may also be called by 10% of the members provided such members demand the call of a special meeting in writing specifying the date and month thereof, which shall not be less than one nor more than three months from the date of such written demand. All special meetings shall be held at the location designated by the Board. Notice of the meeting shall state the purpose of the meeting and no other business may be transacted thereat.

Section 3. Voting.

A. When the term of office for current officers and board members expires, new officers and board members will be elected at the Annual Meeting.

B. A nominating committee consisting of one Board member and two members-at-large shall meet in the fall of the year prior to the Annual Meeting when the term of office for current officers and board members expires in order to make nominations.

C. At the Annual Meeting, nominations for officers and board members may also be made from the floor.

D. Members of the Corporation present shall cast votes by secret written ballot or in such a manner as the President shall determine.

Gregory Hyatt 1/7/08 12:14 PM
Comment: I am recommending that the green text be deleted and the red text be added.

Section 4. Quorum.

One tenth of the membership shall constitute a quorum at any meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Authority of the Board.

All of the affairs, property, business and policies of the Corporation shall be under the charge, control and direction of the Board of Directors.

Section 2. Number of Directors.

The Board shall consist of seven directors which number shall include the three officers. The number of directors may only be changed by a vote by the Members of the Corporation at the Annual Meeting.

Section 3. Election and Term of Directors.

A. Directors shall hold office for a term of approximately two years, but more specifically the period between the Annual Meetings held in even-numbered years. The term shall begin on the day of the Annual Meeting, immediately upon the conclusion of the election. The term shall end on the day of the Annual Meeting, immediately upon the conclusion of the election.

B. The term of office of one-half of the Directors of each class shall expire on alternating years so that no more than one-half of the Directors are being elected in any one year. Directors shall be elected by the members at the annual meeting of the Corporation following nomination by

Gregory Hyatt 1/11/08 10:25 PM
Comment: I am recommending that we change terms to two years just to increase our experience level and to reduce our election workload. Also, I am clarifying the time period so that it aligns with the Annual Meeting dates.

Gregory Hyatt 1/7/08 12:11 PM
Comment: I am recommending that the green text here be deleted due to the recommendation above.

the Nominating Committee and/or by members from the floor at the annual meeting as described in Article III. Section 3, Voting. Each member shall be entitled to cast a number of votes equal to the number of Directors being elected. The nominees equal in number to the number of Directors being elected and receiving the most votes shall be elected.

C. If vacancies are created, new directors may be appointed by the Board to serve until the next annual meeting of the members ~~in an even-numbered year or until their successors have been elected and qualified.~~

Gregory Hyatt 1/11/08 10:28 PM

Comment: To conform to Section A change.

Section 4. Regular Meetings of the Board.

Regular meetings of the Board of Directors will be held not less than ~~four times per year~~ at such times and locations as may be determined by the Board. Notice of each meeting shall be given at least two (2) days before each meeting to the directors in person, in writing, by telephone or by electronic mail as the President may determine.

Gregory Hyatt 1/7/08 12:07 PM

Comment: I am recommending this change from quarterly to give us more flexibility.

Section 5. Special Meetings of the Board.

Special meetings may be called at any time by the President, and shall be called by the President or the Secretary within five (5) days of receipt of a written request from any three (3) members of the board. Notice of each special meeting shall be given at least two (2) days before the date of such special meeting to each member of the Board in person, by telephone, by mail or by electronic mail. The notice shall state the business for which the special meeting has been called, and that no business other than that stated in the notice shall be transacted at the special meeting.

Section 6. Quorum of Directors.

The presence in person of a majority of the entire Board shall be necessary to constitute a quorum at all meetings of the Board for the transaction of business.

Section 7. Action by the Board.

Each director shall be entitled to one (1) vote on each matter properly submitted to the directors for action at any meeting of the Board. Unless otherwise required by law or provided in these Bylaws, the vote of a majority of directors present at the time of the vote at a duly convened meeting shall be the act of the Board.

Section 8. Minutes.

The Secretary shall maintain complete and accurate minutes of each Board meeting. Said minutes shall be maintained in the permanent records of the Corporation.

Section 9. Attendance at Meetings.

Attendance at each meeting of the Board shall be recorded by the Secretary in the minutes thereof. Absence from a meeting may be excused for good cause.

Section 10. Property Rights of Directors.

No director of the Corporation shall have any rights or interests in or to the property or assets of the Corporation. In the event that the Corporation is liquidated or dissolved or ceases to

actively carry on its business, all of the remaining property and assets of the Corporation after necessary expenses thereof shall be distributed to such organizations as shall qualify under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

ARTICLE V - OFFICERS

Section 1. Designation and Election of Officers.

The officers of the Corporation shall consist of a President, a Treasurer, a Secretary and such other officers as the Board may authorize. Except when an officer resigns, is removed or becomes disabled, officers shall hold office for the period **between the Annual Meetings held in even-numbered years** and until their successors shall have been duly elected and qualified. The President, Treasurer and Secretary shall be elected by the members at the Annual Meeting. The voting will take place as described in Article III, Section 3, Voting.

Gregory Hyatt 1/7/08 12:15 PM
Comment: To conform to definition of directors' terms.

Section 2. President.

The President shall preside at all meetings of the members and of the Board of Directors, and shall appoint committee chairs and members. The President shall also perform such other duties as may be assigned to him/her from time to time by the Board.

Section 3. Treasurer.

The Treasurer shall present to the Board, at the regular meetings of the Board or whenever the Board requires it, reports of the financial transactions and condition of the Corporation and perform such other acts as are incidental to the office or are directed by the Board or the President.

Section 4. Secretary.

The Secretary shall be responsible for supervising the reporting of complete and accurate minutes of all meetings of the Board and the members and all unanimous written consents executed by the Board and performing such other duties as pertain to the office or as may be prescribed by the Board or the President.

ARTICLE VI - COMMITTEES OF THE BOARD OF DIRECTORS AND CORPORATION

Section 1. Appointment of Committees.

Committees of the Board and the Corporation shall include such standing committees and special committees as the Board may designate. Except as otherwise stated in these Bylaws, the chairs and all members of these committees shall be appointed by the President following the annual meeting of the Corporation, subject to approval by the Board. Committees may include persons who are not members of the Board.

Section 2. Committee Meetings.

At all committee meetings, a quorum shall be equal to a majority of the members of the committee. A vote by a majority of the members present at a duly organized committee meeting shall constitute the action of the committee. Each committee shall submit minutes of its meeting to the Secretary of the Corporation. Committees shall meet at the frequency determined by the Board.

ARTICLE VII - INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

The Corporation may indemnify, including advancement of expenses in defending litigation, its directors and officers to the fullest extent authorized and permitted by law and as set forth in: (1) the Certification of Incorporation of the Corporation; (2) these Bylaws; (3) a resolution of members or of directors; (4) an agreement providing for such indemnification. The Corporation's members and directors are hereby authorized to adopt such resolutions and the Corporation is further authorized to indemnify its employees and other personnel to the fullest extent permitted by law.

Section 2. Insurance.

The Corporation may purchase directors' and officers' liability insurance if authorized and approved by the Board of Directors.

ARTICLE VIII - FISCAL YEAR

The Fiscal Year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE IX - CORPORATE SEAL

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, New York". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. However, nothing herein shall be deemed to require that the Corporation have a corporate seal.

ARTICLE X - BYLAW CHANGES

These Bylaws may be amended, repealed or adopted by a majority of the members of the Corporation, at any annual meeting or a special meeting called for this purpose. Required notice of the date and place of the meeting shall be as proscribed in Article III.