

**AMENDED AND RESTATED BY-LAWS
OF
GRANGER HOMESTEAD SOCIETY, INCORPORATED**

ARTICLE I: NAME AND PRINCIPAL OFFICE

The name of the corporation is Granger Homestead Society, Incorporated (the "Society") and the principal office shall be at the Granger Homestead, 295 N Main St., Canandaigua NY 14424.

ARTICLE II: MEMBERS

Section 2.1 Members. The Members of the Society shall consist of Annual Members and Honorary Members.

(a) *Annual Members.* Annual Members shall be any person or group who shall pay annual dues in an amount and at such time as designated by the Board of Trustees (the "Board"). Annual Membership shall automatically terminate if dues are not received by the Society within thirty (30) days from the anniversary of the date designated by the Board.

(b) *Honorary Members.* Honorary Members are those persons or groups who, because of special service rendered to the Society, are so designated by a majority vote of the entire Board.

Section 2.2 Types of Members. For all matters requiring a vote of the Society's Members, Memberships consisting of more than one individual shall have one (1) vote.

Section 2.3 Annual Meeting. The Annual Meeting of the Members shall take place during the first quarter of each fiscal year, at such date, time and place as fixed by the Board, for the purpose of electing Trustees to the Board, receiving the annual report, and transacting such other business as may properly come before a meeting of the Members.

Section 2.4 Special Meetings. Special Meetings of the Members may be called at any time by the President, or in his/her absence, by the Vice President, or by ten (10) or more Members. Such request shall state the purpose or purposes for which the meeting is to be called. Each Special Meeting of the Members shall be held at such time and at such place as the person(s) calling the meeting shall determine and the notice of the meeting shall specify.

Section 2.5 Notice of Meetings. Notice of the Annual Meeting of the Members shall be given to all the Members not less than fifteen (15) nor more than thirty (30) days before said meeting. Notice of any meeting of the Members shall state the place, date and time of the meeting, and may be given personally, or delivered by first class mail, facsimile or electronic mail, **or posted to the Society website.** Notice of Special Meetings shall be given to each member not less than ten (10) nor more than fifty (50) days before said meeting, and, in addition to stating the place,

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date and time of the meeting, shall state the purpose or purposes for which the meeting is being called and indicate that the notice is being issued by or at the direction of the person(s) calling the meeting. Notice of the Annual Meeting of the Members shall also contain the slate of candidates for available Trustee positions and shall include an executable proxy.

Section 2.6 Waiver of Notice. Formal notice of a meeting need not be given to any Member who executes a waiver of notice, in person or by proxy, either before or after the meeting. Attendance at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice.

Section 2.7 Quorum. At any meeting of the Members, the presence, in person or by proxy, of **one-third** of the Members entitled to cast a vote at such meeting shall constitute a quorum. A quorum once established shall not be broken by the subsequent withdrawal of any Members. Despite the absence of a quorum, the Members present may adjourn the meeting to another time and place and it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

Section 2.8 Voting. Unless otherwise provided by law or these by-laws, an affirmative vote of not less than a majority of the Members voting at a meeting at which a quorum is present shall constitute action by the Society. The Board may fix a date as the record date for the purpose of determining the Members entitled to vote at any meeting of the Members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting.

Section 2.9 Proxies. At each meeting of the Members, a Member may vote in person or by proxy. Every proxy shall be in writing, subscribed to by the Member, or his or her duly authorized attorney, and dated. Proxies must be received by the Society no less than two (2) business days prior to the date of any meeting at which the proxy is to be utilized in order to be valid. No proxy which is dated more than eleven (11) months before the meeting at which it is offered shall be accepted, unless such proxy shall, on its face, name a longer period for which it is to remain in force. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided for in the New York Not-for-Profit Corporation Law (the "NPCL"). The authority of the holder of a proxy shall not be revoked by the incompetence or death of the Member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of incompetence or of death is received by the Secretary. Proxies that are duly executed, submitted and received by the Society as set forth herein shall constitute "presence" at such meeting. Proxies shall be sent to, **including by electronic mail**, and kept at the principal office of the Society until such time that the individual presiding over the meeting delivers them to the meeting location.

Section 2.10 Action Without a Meeting. No action may be taken by the Members without a duly held meeting.

Section 2.11 Personal Attendance by Conference Communication Equipment. Any Member may participate in a meeting of the Members by means of a conference telephone, videoconference equipment or similar communication equipment allowing all persons participating in the meeting to hear such other persons at the same time and such that each person can participate in all matters before the Board or committee, including, without limitation, the

ability to propose, object to, and vote upon a specific action to be taken to the Board or committee. Participating by such means shall constitute presence in person at the meeting.

ARTICLE III: BOARD OF TRUSTEES

Section 3.1 Board of Trustees. The affairs of the Society shall be managed by its Board of Trustees (the “Board”).

Section 3.2 Number. The number of Trustees constituting the entire Board shall be such number, not less than three (3) nor more than fifteen (15), as shall be fixed by vote of a majority of the Members from time to time.

Section 3.3 Term of Office. Each Trustee shall be elected to a full term of three (3) years and may serve two consecutive terms and shall serve until his/her successor has been elected and qualified except as provided herein. A Trustee may return to the Board of Trustees after an absence of one year. The terms of the Trustees shall be staggered so as to have approximately one-third (1/3) of the terms expire at each Annual Meeting of the Members.

Section 3.4 Removal. At any duly called meeting of the Board at which there is a majority of the Trustees then in office, any Trustee may be removed from office with cause by the Trustees and another may be elected by the Trustees in the place of the person so removed to serve until the next Annual Meeting at which election of Trustee is in the regular order of business. Cause shall include misfeasance, malfeasance, nonfeasance, conduct disruptive to the functioning of the Board, staff and/or Society, or conduct unbecoming of the Trustee. Removal of a Trustee shall proceed as follows: Formal charges will be first made against the Trustee in writing at least thirty (30) days in advance of the Board meeting at which the charges will be heard. At such meeting, the Trustee so charged will be given a reasonably opportunity to be heard. Removal shall be upon a vote of at least two-thirds (2/3) of the entire Board.

Notwithstanding the foregoing, absence from three (3) consecutive Board meetings without reasonable excuse shall be cause for automatic removal and, following the third unexcused absence, the seat shall be declared vacant.

Section 3.5 Resignation. A Trustee may resign at any time by written notice delivered to the President or Secretary of the Society. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of a Trustee need not be accepted in order to be effective.

Section 3.6 Vacancies. Vacancies and other openings in the Board, created for any reason, may be filled by the Board or by a majority of the Trustees then in office if less than a quorum is in office.

Section 3.7 Meetings. Regular Meetings of the Board shall be held at least ten (10) times each year or as many times as the Trustees may from time to time determine. Special Meetings of the Board shall be held at any time, upon call from the President, or, in the absence of the President, by the Vice President, or, in the absence of the President or Vice President, by the Secretary, upon written demand of not less than five (5) Trustees.

Section 3.8 Place of Meetings. Meetings of the Board may be held at the principal office of the Society, or at such other place, within or without the State of New York as may from time to time be determined by the Board or the person(s) authorized to call the meeting.

Section 3.9 Notice of Meeting.

(a) *Regular Meetings.* Notice of the place, date and time of every regular meeting of the Board shall be given to each Trustee by delivering the same to him/her personally or sending the same to him/her by electronic mail or facsimile transmission at least three (3) days before the meeting, or by first class mail to each Trustee addressed to him/her at his/her last known address according to the records of the Society, at least five (5) days before the meeting. No notice need be given of a regular meeting of the Board if the Society has distributed a set schedule of regular meetings.

(b) *Special Meetings.* Notice of the place, date and time of every special meeting shall be given to each Trustee by delivering the same to him/her personally or sending the same to him or her by electronic mail or facsimile transmission at least one (1) day before the meeting, or shall be mailed to each Trustee, postage prepaid and addressed to him or her at his or her last known address according to the records of the Society, at least three (3) days before the meeting. No notice of any adjourned meeting of the Board need be given other than by announcement at the meeting.

Section 3.10 Waiver of Notice. Notice of a meeting need not be given to any Trustee who submits a signed written or electronic waiver thereof whether before, during or after the meeting nor to any Trustee who attends the meetings without protesting, prior thereto or at its commencement, the lack of notice to him/her.

Section 3.11 Quorum. Half plus one of the total number of Trustees shall be necessary to constitute a quorum for the transaction of business at each meeting of the Board. However, if at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time without notice other than by announcement at the meeting, until a quorum shall attend.

Section 3.12 Action by the Board.

(a) Each Trustee shall be entitled to one (1) vote on each matter properly submitted to the Board for action at all meetings of the Board. Unless otherwise required by the NPCL or these by-laws, the vote of a majority of Trustees present at a meeting at which a quorum is present shall be the act of the Board.

(b) Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee thereof consent in writing or electronically to the adoption of a resolution authorizing the action. The resolution and consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

(c) Trustees are expected to attend all meetings of the Board in person. However, members of the Board, or of any committee thereof, may, if needed, participate in a

meeting of such Board or committee by means of a conference telephone, video conference or similar equipment that allows all persons participating in the meeting to hear each other at the same time and such that each person can participate in all matters before the Board or committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken to the Board or committee. Participation by such means shall constitute presence in person at such a meeting.

Section 3.13 Compensation. Trustees as such shall not receive any compensation for their services. Nothing in this section shall prevent compensation to a person for services rendered to the Society as an employee or as otherwise engaged by the Society.

ARTICLE IV: COMMITTEES

Section 4.1 Committees of the Board. The Board may, in its discretion, upon nomination by the President and by an affirmative vote of a majority of the entire Board, appoint committees of the Board to consist of at least three (3) Trustees. Committees of the Board shall have and may exercise between meetings of the Board all the powers of the Board in the management of the business and affairs of the Society, except that no committee shall have the power to: fill vacancies in the Board or in any committee thereof; fix compensation of Trustees for service on the Board or any committee thereof; repeal, amend or adopt by-laws; amend or repeal any Board resolution which does not, by its terms, make it amendable or repealable by such committee; and remove or fix the compensation of officers who are elected by the Board. In the absence of any member of any committee of the Board, the members thereof present at any meeting may appoint a member of the Board previously designated by the Board as a committee alternate to act in place of such absent member.

Executive Committee. The Executive Committee, which shall be a committee of the Board, shall be comprised of the President, Vice President, Secretary, Treasurer, and such other Trustees as the Board may determine. When the Board is not in session, the Executive Committee will have the power and authority of the Board, and in particular shall have charge of the activities of the Society and direct supervision over its affairs and operations. The Executive Committee shall be charged with reviewing, at least annually, the performance and effectiveness of the Executive Director, and shall report and make recommendations to the Board regarding the compensation and benefits of the Executive Director. The Executive Committee shall report all its actions to the next meeting of the Board. The Board may, at any time and in its sole discretion, add, remove or alter the duties, powers and responsibilities of the Executive Committee by resolution duly adopted at any meeting of the Board.

Section 4.2 Committees of the Society. The Board may designate such other committees, which shall be committees of the Society, each of which shall consist of such persons, including non-Trustee members, and shall have such authority as is provided in the resolution designating the committee. ~~The committees of the Society shall include, but shall not be limited to: the Nominating Committee, the Education Committee, the Finance Committee, the House Committee, the Buildings and Grounds Committee, the Carriage Committee, the Marketing Committee, the Personnel Committee and the Membership Committee.~~ The powers, duties and responsibilities of each committee of the Society may be more fully set forth in a separate committee charter approved and adopted by the Board.

Any committee to the extent provided in the resolution of the Board, shall have all the authority of the Board except that no committee, regardless of Board resolution, may:

1. Take any final action on matters which also requires Board Trustees' approval or approval of a majority of all Trustees.
2. Fill vacancies on the Board of Trustees or of any committee which has the authority of the Board.
3. Elect or remove Officers and Trustees.
4. Amend or repeal Bylaws or adopt new Bylaws.
5. Amend or repeal any resolution of the Board of Trustees.
6. Appoint any other committee of the Board of Trustees.
7. Expend corporate funds to support a nominee for Trustee.
8. Fix any compensation for the Trustees for serving on the Board or on any committee.
9. Approve the merger or plan of dissolution of the organization.
10. Issue any recommendation for Board action regarding, or authorize the sale, lease, exchange or other disposition of all or substantially all the assets.
11. Approve amendments to the Articles of Incorporation.
12. Approve any transaction
 - a. To which the Society is a party and one or more Trustees have a material financial interest or
 - b. Between the Society and one or more of its Trustees or between the Society or any person in which one or more of its Trustees have a material financial interest.

~~*Nominating-Governance Committee.* The Governance Committee shall be comprised of three (3) Members, other than the President, at least two (2) of which shall be Trustees. Members of the Nominating-Governance Committee shall serve for no more than three (3) consecutive one (1) year terms, and at least one (1) new committee member must be elected to the Governance Committee each year. At the expiration of a committee member's final one (1) year term, he/she shall not be eligible for re-election for one (1) year. The President shall, prior to the Annual Meeting of the Members, present a slate of candidates to the Board to fill any projected vacancies on the Nominating Committee, whether created by expiration of a term or otherwise, and the Board shall approve or alter, in its discretion, the slate of candidates for submission to the Members. The Nominating-Governance Committee shall be charged with developing: (a) a slate of candidates for available Trustee positions, which shall be submitted to the Members with the notice of the Annual Meeting, and (b) a slate of candidates for the positions of President, Vice President, Secretary and Treasurer, which shall be submitted to the Board no less than twenty (20) days prior to its first meeting following the Annual Meeting of the Members. The Nominating Committee may not propose candidates for positions on the Nominating Committee. The Board may, at any time and in its sole discretion, add, remove or alter the duties, powers and responsibilities of the Nominating Governance Committee by resolution duly adopted at any meeting of the Board.~~

Finance and Audit Committee. The Finance and Audit Committee shall be comprised of at least three (3) Independent Trustees and not more than 6 members such that at least 50% shall be current Trustees. The Finance and Audit Committee may consist of the entire Board of

Trustees with only independent Trustees participating in deliberations or voting. While the Finance and Audit Committee may include non-Trustee volunteers to provide expertise in accounting and financial matters, only the Independent Trustees shall participate in deliberations or voting.

An Independent Trustee is a volunteer member of the Board of Trustees who does not receive any compensation from the Society or have a business relationship with the Society during the prior three years, is not a relative of a staff member or someone who has a business relationship with the Society, is not an owner, director, officer or employee of the outside auditor and has not worked on the Society's audit and does not have a relative with such a relationship with the auditor.

The Finance and Audit Committee is responsible for overseeing the accounting and financial reporting processes of the Society and the audit of its financial statement. The Finance and Audit Committee shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Society, are made available to the Board of Trustees on a timely basis or as may be required by the Board of Trustees.

The Finance and Audit Committee shall engage an independent Certified Public Accountant to perform the annual financial statement audit and review with the CPA the scope and planning of the audit. An independent CPA or auditor is an individual or company that does not have a financial or familial relationship with the Society. The Finance and Audit Committee shall require the CPA review the completed audit with the committee and to report any internal control or other issues identified during the audit that concern the processing of financial information of the Society. The Finance and Audit Committee shall ensure that any issues identified by the CPA during the prior year are addressed to the satisfaction of the Audit Committee and the CPA. The Finance and Audit Committee shall annually review the performance and independence of the CPA. The Finance and Audit Committee shall report all of the findings to the entire Board.

The Finance and Audit Committee will identify and monitor related party transactions. In addition, the Finance and Audit Committee responsibilities should include but are not limited to:

1. Ensuring that proper federal and state compliance and tax filings are submitted in a timely fashion and that any taxes due have been paid or provided for;
2. Reviewing the organization's internal and financial controls on a periodic basis;
3. Assuring the conduct of appropriate risk assessments and risk response plans
4. Monitoring any legal matters that could impact the reputation and financial health and reporting of the Society;
5. Instituting and overseeing any special investigatory work as needed and assuring responses to investigations;
6. Periodically reviewing the Society's insurance coverage and determining its adequacy.

Section 4.3 Committee Rules. The Board shall have the power at any time to change the membership of any committee, to fill vacancies in it, or dissolve it. Any committee may make

rules for the conduct of its business, and may appoint such committees and assistants as may from time to time be necessary, unless the Board shall provide otherwise. A majority of the members of any committee shall constitute a quorum.

ARTICLE V: OFFICERS

Section 5.1 Election of Officers. The Board may designate and elect, from its own number, a President, a Vice President, a Secretary, a Treasurer, and any other officers as it may deem necessary. Officers shall be elected at the meeting of the Board immediately following the Annual Meeting of the Members for one (1) year. Each such officer shall serve at the pleasure of the Board or until his/her successor shall have been duly elected or appointed and qualified, or until he/she shall have resigned, died, or been removed in the manner provided in this Article. Any two (2) offices may be held by the same person, except that no person shall hold the office of President and Secretary concurrently. Any vacancies in the above offices shall be filled in the same manner as set forth in Article III above.

Section 5.2 Removal. Any officer may be removed with cause by a vote of a majority of the entire Board at any duly held meeting of the Board.

Section 5.3 Resignation. An officer may resign at any time by written notice delivered to the President or Secretary of the Society. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of an officer need not be accepted in order to be effective.

Section 5.4 Compensation. Officers as such shall not receive compensation for their services. Nothing in this section shall prevent a person from receiving compensation for services rendered to the Society as an employee or as otherwise engaged by the Society.

Section 5.5 President. The President shall preside at all meetings of the Board and all meetings of the Membership, shall have the general powers and duties which usually pertain to his/her office and shall perform such other duties as may be properly required of him/her by the Board or the Executive Committee. The President shall be an ex officio (with voting rights) member of all committees with the exception of the Governance Committee.

Section 5.6 Vice President. At the request of the President, or in his/her absence or disability, the Vice President shall perform and exercise the duties of the President. The Vice President shall have such other duties and powers as may be designated by the President and/or the Board.

Section 5.7 Secretary. The Secretary, or his/her designee, shall issue notices of all meetings of the Membership and of the Trustees where notices of such meetings are required by law or these by-laws. The Secretary, or his/her designee, shall keep the minutes of the meetings of Members and of the Board and of the Executive Committee. The Secretary, or his/her designee, shall sign such instruments as require his/her signature and shall perform such other duties as usually pertain to the office or as are properly required of the Secretary by the Board or the Executive Committee.

Section 5.8 Treasurer. The Treasurer, or his/her designee, shall receive and have custody of all endowment income, interest monies, and other funds contributed to or received by the Society, shall keep an accurate record of all such receipts and shall disburse the same only in such manner as the Board shall direct. The Treasurer, or his/her designee, shall have access at all times to the financial records of the Society and shall report annually to the membership at its Annual Meeting. The Treasurer shall serve as the chair of the Finance and Audit Committee. The Treasurer, or his/her designee, shall perform such other duties as usually pertain to his/her office or as are properly required of the Treasurer by the Board or the Executive Committee. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of Treasurer.

Section 5.9 Executive Director. The Executive Director shall be selected by, serve at the pleasure of, and be responsible to the Board. The Executive Director shall be a member of all committees of the Society ex officio with no vote. The Executive Director, as chief administrative officer of the Society, shall manage the properties and operations of the Society in ways consistent with policies established by the Board so as to achieve the Society's goals. The Executive Director shall not hold any officer position unless a 2/3 majority of the entire Board approves of the appointment and a contemporaneous written document outlining the reasoning behind the approval which shall be kept in the minutes of the Board meeting at which the approval occurs.

ARTICLE VI: FINANCES

Section 6.1 Bills, Notes, Etc. All checks or demands for money and notes or other instruments evidencing indebtedness or obligations of the Society shall be made in the name of the Society and shall be signed by such officer or officers or such other person as the Board may from time to time designate. No loans shall be contracted on behalf of the Society unless specifically authorized by the Board.

Section 6.2 Loans to Trustees and Officers. No loans shall be made by the Society to its Trustees or officers, or to any other corporation, firm, association or other entity in which one (1) or more of its Trustees or officers are trustees, directors or officers or hold a substantial financial interest except as permitted by law.

Section 6.3 Dividends, Etc. No part of the assets or net earnings of the Society shall be distributed to or inure to the benefit of any Trustee or officer by means of dividends or otherwise except that reasonable compensation may be paid for services rendered to the Society.

Section 6.4 Fiscal Year. The fiscal year of the Society shall commence May 1 and shall terminate April 30 each year.

ARTICLE VII: PROPERTY AND INVESTMENTS

Section 7.1 Property. All real or personal property received by the Society by bequest, devise, gift, grant or otherwise, unless otherwise specified within the terms of such bequest, devise, gift, grant, or other instrument, shall be held or disposed of by the Society according to such terms and conditions, not inconsistent with the objects and purposes of the Society, as the Board shall determine.

Section 7.2 Investment Advisor or Agent. The Board may contract with any independent investment advisor, investment counsel or manager or other financial agent or agents as the Board shall deem advisable to represent and to advise it in the investment or reinvestment of funds of the Society or to provide security custodial services.

ARTICLE VIII: INDEMNIFICATION

Section 8.1 Indemnification. The Society shall indemnify and hold harmless any person made or threatened to be made a party to any action or proceeding by reason of the fact that he/she or his/her testator or intestate (a) is or was a Trustee or officer of the Society or (b) is or was a Trustee or officer of the Society who serves or served, in any capacity, any other entity at the request of the Society (hereinafter an “Indemnitee”), against all expense, liability and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by the Indemnitee in connection therewith. Notwithstanding the foregoing, no indemnification may be made to or on behalf of any Trustee or officer if a judgment or other final adjudication adverse to the Trustee or officer establishes that his/her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he/she personally gained in fact a financial profit or other advantage to which he/she was not legally entitled.

Section 8.2 Advancement of Expenses. All expenses reasonably incurred by an Indemnitee in connection with an actual or threatened action or proceeding with respect to which such Indemnitee is or may be entitled to indemnification under Section 8.1 of this Article shall be advanced to him/her or promptly reimbursed by the Society in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by him/her or on his/her behalf to repay the amount of such advances, if any, as to which he/she is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent such advances exceed the indemnification to which he or she is entitled.

Section 8.3 Indemnification of Employees and Agents of the Society. The Society may, to the extent authorized from time to time by the Board, grant rights to indemnification and advancement of expenses to any employee or agent of the Society with the same scope and effect as provided in this Article to Trustees and officers of the Society.

ARTICLE IX: AMENDMENTS

Section 9.1 By-Laws Amendment. These by-laws may be repealed or amended or new by-laws adopted by a two-thirds (2/3) vote of the Members of the Society at any meeting of the Members, provided that notice of such meeting contains a statement that amendment of the by-laws will be proposed thereat.

Section 9.2 Certificate of Incorporation. Any amendment to the Certificate of Incorporation may be adopted and approved by a vote a two-thirds vote of the majority of the Members of the Society at a duly called meeting of the Membership at which a quorum is present and acted throughout, provided that notice of such meeting contains a statement that amendment of the certificate of incorporation will be proposed thereat.

ARTICLE X: DISSOLUTION

The Board shall adopt a plan of dissolution by two-thirds vote of a majority of Trustees. In the event of dissolution or final liquidation of the Society, the Board of Trustees shall, after paying or making provisions for the payment of all the lawful debts and liabilities of the Society, distribute all the assets of the Society to one or more of the following categories of recipients as the Board of Trustees of the Society shall determine:

1. An organization which may have been created to succeed the Society, as long as such successor organization shall then qualify as an organization exempt from federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3); or
2. if the Society's successor fails to qualify as an organization exempt from federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3) then a non-profit organization or organizations having similar aims and objectives as the Society and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3).

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Adopted by the Board of Trustees on May 15, 2023.

Adopted by the Members on _____.