

BY-LAWS
OF
NEW YORK ELKS
CAMP BRISTOL, INC.

ARTICLE I
PURPOSE

SECTION 1.1 - IRS Section 501(C)(3)

I.e.: This corporation is organized exclusively for one or more of charitable, religious, educational, and scientific 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, and the corporation shall not conduct any other activities not permitted to be conducted by:

- (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or hereafter amended; and
- (ii) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as now in effect or hereafter amended.

SECTION 1.2 - Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be:

- (a) To establish and operate a non-denominational camp for children and young adults providing a nurturing environment enabling them to develop and reinforce strong personal and interpersonal skills emphasizing patriotism, benevolence and charity, and to serve as a retreat for military members; and
- (b) 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.

ARTICLE II
MEMBERS

The Corporation shall have as many members as exist year to year in the New York State Elks Association.

ARTICLE III
OFFICES

The principal office of the Corporation shall be in the County of Rensselaer, State of New York. The Corporation may also have offices at such other places within the State of New York as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE III
BOARD OF DIRECTORS

SECTION 3.1- Powers

The Board of Directors shall have general power to control and manage the affairs and property of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein.

The Board of Directors may:

- (i) Appoint and discharge advisors and consultants who have skills necessary or helpful to the Corporation.
- (ii) Employ and discharge persons for the furtherance of the purposes of the Corporation.
- (iii) Exercise all other powers necessary to manage the affairs and further the purposes of the Corporation in conformity with the Certificate of Incorporation and these By-Laws.

SECTION 3.2- Duties

The Board shall:

- (i) Direct the President and Treasurer of the Corporation to present at the annual meeting of the Board a financial report, verified by the President and Treasurer or certified by an independent public accountant or certified public accountant or a firm of such accountants selected by the Board.

This report shall be filed with the records of the Corporation and a copy or abstract thereof entered in the minutes of the proceedings of the annual meeting of the Board.

SECTION 3.3- Term of Office and Election

(a) For the purpose of staggering the Directors' terms of office, the Board shall divide the Directors serving at such time as the camp has completed its second full year of receiving campers, into three classes as nearly equal in number as possible, and shall appoint each such class to a term of seven (7) years or less as follows: The first class shall be appointed for a term of four (4) years, the second class shall be appointed for a term of five (5) years, and the final class shall be appointed for a term of six (6) years. A director may immediately succeed himself/herself, however, at the end of that second term, there shall be a one year gap in service until he/she can be elected to the board again. The death, resignation or incapacity of one particular director will cause a vacancy by such person as directed by the advisory board.

At the conclusion of these initial terms, all subsequent terms shall be for a period of seven (7) years, thus accomplishing a succession of staggered four-year terms with one-third (1/3) of the Board eligible for reappointment or replacement each year. In the event of an increase or decrease in the number of directors, additional directors may be elected to terms of one, two, or three years as may be necessary to maintain equality in numbers among the classes of directors.

(b) Directors may be elected to two (2) consecutive term, subject to the restrictions noted in section 3.3(a). To become a Director, a person shall be nominated by a Director and elected by a plurality of the Board.

(c) To become a Director, he/she must have the approval of the Past Grand Exalted Ruler of jurisdiction of the New York State Elks Association.

SECTION 3.4- Qualification for Directors

(a) Each Director shall be at least 21 years of age. Eligible Directors should have previous interest and/or experience, or a skillset that the Directors deem would prove an asset to the Corporation.

(b) Each Director shall be a member of the New York State Elks Association.

SECTION 3.5- Removal

Any Director may be removed at any time with or without cause by a vote of Directors then in office at a regular meeting or special meeting of the Board called for that purpose; provided

that there is a quorum of not less than a majority present at such meeting; provided further that at least five (5) day notice of the proposed action shall have been given to the entire Board of Directors then in office.

SECTION 3.6- Resignation

Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or the Chairperson. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

SECTION 3.7- Vacancies and Newly Created Directorships

Any newly created Directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by a majority of the Directors then in office, regardless of their number, and the Directors so elected shall serve until the next annual meeting. A vacancy in the Board of Directors shall be deemed to exist on the occurrence of any of the following:

- (a) the death, resignation or removal of any Director;
- (b) the declaration by the Board of Directors of a vacancy in the office of a Director who has missed three (3) consecutive meetings of the Board of Directors or a total of five (5) during any one calendar year, unless a majority of Directors has excused such Director from attendance due to extreme circumstances;
- (c) an increase in the authorized number of Directors by resolution of the Board; or
- (d) the failure of the Directors, at any annual or other meeting of Directors at which any one or more Directors are to be elected, to elect the full authorized number of Directors to be voted for at that meeting.

SECTION 3.8-Meetings

Meetings of the Board may be held at any place within or without the State of New York or may be held by teleconference technology where each board member can hear and can be heard by each other, as the Board may from time to time fix. The annual meeting of the Board of Directors shall be held at the Spring Convention of the New York State Elks Association.. Other regular meetings of the Board shall be held no less than one (1) time during the year at a time and place fixed by the Board. Special meetings of the Board shall be held whenever called by the

Chairperson of the Board, the Executive Director or any Director upon written demand of not less than three members of the Board of Directors, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

SECTION 3.9- Notice of Meetings

Notice need not be given of regular meetings of the Board if the time and place of such meetings are fixed by the Board. Notice of each special meeting of the Board must be given to each director not less than two (2) days before such meeting. Notice may be in writing and sent by mail, addressed to such director at his/her address as it appears on the records of the President, with prepaid postage thereon. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Such notice shall be deemed to have been given when it is deposited in the United States mail. Notice may also be given by telephone or sent by facsimile transmission, telegraph, courier service, electronic mail ("e-mail") or hand delivery. Notice of any adjournment of a meeting of the Board to another time or place shall be given to any directors who were not present at the time of the adjournment. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

SECTION 3.10- Quorum and Voting

Unless a greater proportion is required by law, in the case of a board of fifteen members or less, the quorum shall be at least the majority of the entire number of members; and in the case of a board of more than fifteen members, the quorum shall be at least two-thirds of the entire number of members. Except as otherwise provided by law or these By-Laws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present shall adjourn the meeting until a quorum is obtained. Directors may be present by teleconference technology where each board member can hear and can be heard by each other. Documents requiring signatures at the conclusion of a vote shall be signed by all Directors at his or her location, then circulated back to the Directors present in New York State charged with the keeping of records. The combined signed documents shall be considered as one instrument and must be brought together within fifteen (15) business days of the vote.

SECTION 3.11- Action by the Board

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 consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by

the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment, such as skype or web-based video chat, by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 3.12- Compensation

The Corporation shall not pay compensation to directors for services rendered to the Corporation in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation, per guidelines of the new York State Elks Association. This shall not in any way limit reimbursement of or payment for services provided to the Corporation by the director in any capacity separate from his or her responsibilities as a director, provided that there is full disclosure of the terms of such compensation and the arrangement has been approved by the Board. The provisions of this section shall not in any way limit reimbursement of or payment for services provided to the Corporation by any organization in which a director is affiliated, subject to the conflict of interest policy.

ARTICLE IV **OFFICERS, EMPLOYEES AND AGENTS**

SECTION 4.1- Number and Qualifications

The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other additional Officers, if any, including more than one Vice President, as the Board of Directors may from time to time appoint. One person may hold more than one office in the Corporation except that no one person may hold the offices of President and Secretary. The President may be a member of the Board of Directors. The other Officers may, but need not, be members of the Board of Directors. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

SECTION 4.2- Election and Term of Office

The Officers of the Corporation shall be elected for a four (4) year term at the annual meeting of the Board of Directors, and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

SECTION 4.3- Employees and Other Agents

The Board of Directors may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have

such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board of Directors may from time to time determine. To the fullest extent allowed by law, the Board of Directors may delegate to any employee or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

SECTION 4.4- Removal

Any Officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the entire Board of Directors.

SECTION 4.5- Vacancies

In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be appointed by the Board of Directors.

SECTION 4.6- President: Powers and Duties

The President will be the Chief Executive Officer of the Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. The President shall preside at all meetings of the Board of Directors and keep the Board of Directors fully informed about the activities of the Corporation. He or she shall have the authority to perform such duties and shall perform such functions consonant with his or her title. He or she shall have the power to negotiate in the name of the Corporation but shall not have the power to sign and execute in the name of the Corporation any contracts without the express authorization by the Board. The President shall perform all the duties usually incident to the office of the President, and shall perform such other duties as from time to time may be assigned by the Board of Directors.

SECTION 4.7- Secretary: Powers and Duties

The Secretary shall keep the minutes of the annual meeting and all meetings of the Board of Directors in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors and the President, and shall perform such other duties as shall from time to time be assigned by the Board of Directors and the President.

SECTION 4.8- Treasurer: Powers and Duties

The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of

the Corporation in such banks or depositories as the Board of Directors may designate. At the annual meeting, he or she shall render a report of the Corporation's accounts showing in appropriate detail:

- (a) the assets and liabilities of the Corporation as of a twelve-month fiscal period terminating not more than six months prior to the meeting;
- (b) the principal changes in assets and liabilities during that fiscal period;
- (c) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period; and
- (d) the expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal period. Such report shall be filed with the minutes of the annual meeting of the Board. The report to the Board may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York which includes the information specified above. The Treasurer shall, at all reasonable times, exhibit the Corporation's books and accounts to any Officer or Director of the Corporation, whenever required by the Board, render a statement of the Corporation's accounts, and perform all duties incident to the position of Treasurer, subject to the control of the Board of Directors, and shall when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.

SECTION 4.9- Compensation

Any Officer, employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Board of Directors, and only when so authorized.

ARTICLE V **EXECUTION OF INSTRUMENTS**

SECTION 5.1- Contracts and Instruments

The Board, subject to the provisions of Article IX, may authorize any officer or agent of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

SECTION- 5.2 Deposits

Funds of the Corporation may be deposited from time to time to the credit of the Corporation with the depositories that are selected by the Board.

SECTION 5.3- Orders for the Payment of Money and Endorsed for Deposit

(a) all checks, drafts or other orders for the payment of money, notes, or acceptances issued in the name of the Corporation shall be signed by the office or officers or agent or agents of the Corporation authorized, and in the manner determined, from time to time by resolution of the Board.

(b) Endorsements for deposits to the credit of the Corporation in any of its authorized depositories may be made, without countersignature, by any officer of the Corporation or may be endorsed by hand-stamped impression in the name of Corporation, unless otherwise provided by resolution of the Board.

ARTICLE VI
OFFICE AND BOOKS

SECTION 6.1- Office

The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

SECTION 6.2- Books

There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws, and all minutes of meetings of the Board of Directors.

ARTICLE VII
FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE VIII
INDEMNIFICATION AND INSURANCE

SECTION 8.1- Indemnification

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she or his or her testator was a Director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

SECTION 8.2- Insurance

- (a) The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors, Officers and Employees pursuant to Section 8.1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.
- (b) The Corporation shall have the power to purchase and maintain insurance as the Board deems appropriate for liability, casualty, loss and fire to real and personal property.

ARTICLE IX
CONFLICT OF INTEREST

SECTION 9.1- Purpose

The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 9.2- Definitions

1. **Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
 - (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
 - (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section III, subsection 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 9.3- Procedures

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest:** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - (a) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - (b) After exercising due diligence, the governing board or committee shall determine whether the Corporation can

obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- (c) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

- 4. **Violations of the Conflicts of Interest Policy:** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- (a) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 9.4- Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain: The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed; and the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 9.5- Compensation

- 1. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 9.6- Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 9.7- Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE X **AMENDMENTS**

These by-laws may be amended or repealed by the affirmative vote of two-thirds of the entire Board present at any meeting of the Board of Directors at which a quorum is present. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth in Article III, Section 10 of these By-laws.

ARTICLE XI
NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, or mental or physical handicap.

ARTICLE XII
REFERENCE TO CERTIFICATE OF INCORPORATION

References in these By-Laws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted.

By-Laws Adopted: October 11, 2020 (version 3)

Board of Directors, NY Elks Camp Bristol

PSP Richard C. Wunder (Chair) - Lyons 869
PSP Daniel J. Capella (Secretary) - Oswego 271
PSP Michael C. Bloss - Clifton Park 2466
PSP Philip E. Conaty - Monticello 1544
PDDGER Chris Maddock - Lyons 869
PDDGER Scott Hirst - Watertown 496
PDDGER Mel Oliveira - Rotterdam 2157