

ERIE COUNTY AGRICULTURAL SOCIETY BY-LAWS

ARTICLE I

NAME, PURPOSE, AND OFFICES

- 1.1 Name. The name of the Corporation shall be the ERIE COUNTY AGRICULTURAL SOCIETY, (hereinafter, the "Corporation").
- 1.2 Purpose and Exempt Status. The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, as set forth in its Certificate of Organization and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In the event the Corporation engages in any activity which may jeopardize such exempt status, the Corporation shall handle such venture as an unrelated business activity, separately accounting for such, and shall pay all appropriate taxes thereon; or, in the alternative, failing to satisfy the requirements of the various taxing authorities, must immediately divest and disassociate itself therefrom, distributing such assets, profits or proceeds therefrom to a qualifying exempt organization consistent with the exempt organization distribution rules of the Internal Revenue Service Code. All references herein to the federal code shall apply all the same to the Not-for-Profit Corporation Law and the Tax Law of the State of New York.
- 1.3 Principal Office. The principal office of the Corporation shall be located in Hamburg, New York. The Corporation may have such other offices, either within or outside of the State of New York, as the Board of Directors may designate.

ARTICLE II

MEMBERSHIP

- 2.1 Governing Law. The Corporation shall be governed by New York Not-for-Profit Corporation Law ("New York N-PCL").
- 2.2 Classes of Membership. The Corporation shall have two classes of Membership:
 - (a) Board of Directors: The members of the Board of Directors shall, in the aggregate, be the full voting member of the Corporation, and as such shall have full voting rights, including the right to vote for future Directors. All Board members must also be Society Members.
 - (b) Society Members: For the purposes of encouraging interest in the Corporation and contributions for its benefit, qualified individuals shall be eligible to become a Society Member. Society Members shall be entitled to vote on issues brought forth by the Board of Directors, including but not limited to changes to these Bylaws.
- 2.3 Membership Qualification. Any person who evidences, to the satisfaction of the Board of Directors, a genuine interest in the promotion of agricultural, horticultural, domestic, mechanical, manufacturing art, environment, or science relating thereto, including the education and history thereof, shall be eligible to become a Society Member. No individual who has been convicted of a felony may become a Society Member, as such membership may jeopardize the gaming and pari-mutuel racing licenses issued by the New York State Division of Lottery and New York State Gaming Commission to the Corporation's wholly owned subsidiary, Buffalo Trotting Association, Inc. In addition, the Board of Directors may refuse membership to any individual who the Board, at its sole discretion, feels may be an unsavory character, of ill repute or questionable moral turpitude whose

presence as a member may be detrimental to the mission of the Corporation. Nothing herein contained shall be construed in any manner whatsoever to enable the Corporation or its Board of Directors to discriminate against or otherwise violate in any manner whatsoever the civil rights of any person.

- 2.4 Membership Application. The Board of Directors shall from time to time prescribe the form and manner in which application may be made for membership and an appropriate annual membership certificate. Members shall agree to conform to these By-Laws, and by such rules and regulations as the Board of Directors may from time to time adopt.
- 2.5 Membership Dues. Changes to membership dues must be approved by majority vote of all voting members of the Board of Directors. Membership in the Corporation shall be on an annual basis, and the membership year will commence on May 1 of each year and will terminate on April 30 of each year. Failure to pay the annual dues by such time as established by the Corporation will result in the termination of membership.
- 2.6 Life Memberships. The Board of Directors may authorize and grant life memberships on such terms and conditions as it may from time to time prescribe.
- 2.7 Membership Meetings. The annual meeting of the membership of the Corporation shall be held each year in the month of December as may be fixed by the Board of Directors, or if not so fixed, as may be determined by the Board Chair at such place as the Board of Directors shall designate, provided, however, that the Annual Meeting and all special meetings of the membership of the Corporation must be held within the County of Erie, State of New York. Special meetings of the membership may be held by request of a majority of the Board of Directors or by a request of 1/3 (33-1/3%) of the current active members of the Society, and the entire membership shall be notified in writing at least thirty (30) days prior to such special meeting.
- Each Society Member shall be entitled to one vote at all annual meetings and special meetings of membership. Members may vote in person or by proxy. Provision of meeting notices and the giving of proxies by members shall be in the manner provided by the New York N-PCL.
- 2.8 Quorum. A quorum at any annual or special meeting of the membership shall consist of those members present in person or by proxy, provided that those members present account for no less than one-tenth (1/10th) of the total number of votes entitled to be cast. Once a quorum is established at a meeting, the quorum shall be deemed to exist throughout the meeting, regardless of whether or not a quorum shall cease to exist.
- 2.9 Conduct of Membership Meetings. The Board Chair, or in his or her absence, the Vice-Chair, and in both their absence any person chosen by the members present shall call the meeting of the members to order and shall preside over such meeting. The Secretary of the Corporation shall act as the official secretary of all meetings of the members; and may delegate the recording of the minutes to a staff member. Meetings shall be conducted in accordance with the provisions of "Robert's Rules of Order, Newly Revised". The order of business to be conducted at each meeting of the members shall be determined by the presiding officer.
- 2.10 Termination of Membership. Any Member may terminate membership by filing a written resignation with the Secretary or Chief Executive Officer of the Corporation. Voluntary termination shall also result from failure to pay annual membership dues within ninety (90) days of the due date. Such member shall have no right, title or interest of any kind in or to the properties or assets of the Corporation. Involuntary termination of a member may occur when the Board, by two-thirds vote of the Directors at a meeting at which a quorum is present, determines that the affected member's continued membership is adverse to the interests of the Corporation. No member shall be

terminated involuntarily without reasonable opportunity to be heard before the Board. The decision of the Board is not subject to appeal. Such involuntary termination shall be effective at the time of the Board action. Such affected member shall have no right, title or interest of any kind in or to the properties or assets of the Corporation, or to any dues previously paid.

- 2.11 Limitation on Member Rights and Liability. No member shall have any right, title or interest in any of the property or assets, including earnings or investments, of this Corporation, nor shall any of such property or assets be distributed to any member upon the dissolution of the Corporation. No member shall be personally liable for any of the debts, liabilities or obligations neither of the Corporation nor subject to any assessment.

ARTICLE III

BOARD OF DIRECTORS

- 3.1 Governance. The affairs of the Corporation shall be governed by and managed under the authority of the Board of Directors. The Board may adopt such rules, regulations and governing policies for the conduct of its business as it deems advisable, as may be consistent with the federal law, the Laws of the State of New York, the Certificate of Organization, and these Bylaws. The Board may, in the execution of the powers granted, delegate authority to the elected officers and directors, board committees and the Chief Executive Officer.
- 3.2 Number of Directors. The Board shall be comprised of not fewer than ten (10) nor more than fourteen (14) members. The specific number of directors shall be as determined from time to time by resolution of the Board. No decrease in the number of directors constituting the Board shall shorten the term of any incumbent director.
- 3.3 Qualification. Each voting director shall be: eighteen (18) years of age or older; a resident of the county of Erie, State of New York; and a member of the Corporation at the time of his or her election. An employee of the Corporation may not serve as a voting director.
- 3.4 Ex-Officio, Non-Voting Director. The Corporation's Chief Executive Officer shall also serve as an ex-officio, non-voting director.
- 3.5 Election and Terms. Voting directors shall be elected by the Board at each annual meeting of the Board to serve a four-year term, or shorter as applicable in order to stagger terms so that approximately one-quarter (1/4) of directors' terms expire in any given year. Nomination and election of Directors shall be in accordance with procedures outlined in the governing policies of the Board then in-effect. Election of directors shall take place at the regularly scheduled Board meeting in December, and newly elected directors shall take office on the first day of January. Each director so elected shall hold office for their elected term, or until such director's death, resignation or removal, whichever occurs first. Directors fulfilling requirements of participation, as set forth in these Bylaws and in the Board's governing policies then in-effect, are eligible for re-election for one (1) successive term, or a maximum of eight (8) consecutive years of service on the Board. The only exceptions to this term limitation for elected directors shall be for (a) those directors filling vacated terms of less than twenty-four (24) months, who then remain eligible for two (2) successive four-year terms, or (b) those elected to serve as the Board Chair-Elect or Board Chair, whose terms will be extended to fulfill the ascendancy of their respective offices, plus the Immediate Past Board Chair, who shall serve for one additional year. Directors who serve the maximum number of years

under this limitation may be nominated for Board membership again after a minimum of one (1) year as a non-member of the Board.

- (a) Directors who have served more than six (6) consecutive years prior to the December 2018 Annual Meeting will be eligible for nomination/election for one (1) additional four (4)-year term.

- 3.6 Resignation and Removal. Any director may resign at any time by giving written notice of such resignation to the Board Chair or to the Secretary of the Corporation. The resignation is effective when the notice is received unless the notice states a later effective date. Acceptance of such resignation shall not be necessary to make it effective. Any director may be removed as a director, with or without cause at any duly called meeting, by affirmative vote of two-thirds (2/3) of the remaining voting directors then in office. The subject director shall be informed prior to the meeting of such proposed discussion or Board action and given an opportunity to address the Board. Any such determination by the Board shall be final and shall be effective immediately.
- 3.7 Vacancies. Newly created directorships resulting from any increase in the number of directors and any vacancies on the Board resulting from death, resignation, disqualification, removal or other cause shall be filled by the Board. Any director elected by the Board to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office, or such duration as the Board may specify at the time of election, which may be up to four years, based on the intent to stagger terms so that approximately one-fourth of terms expire each year.
- 3.8 Quorum and Voting. The presence of the majority of the voting directors then in office shall constitute a quorum for the transaction of business at all meetings of the Board. Except as may otherwise be provided in these By-Laws, or in the Certificate of Organization, or By-Laws, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Directors may not vote or otherwise act by proxy. For lack of a quorum, those present at a meeting may adjourn the meeting to some future time (within 30 days) and give notice to those directors absent from such meeting. All voting, except for election of officers and Directors, shall be viva voce unless any two or more Directors shall request a secret written ballot.
- 3.9 Regular Meetings. The Board shall have no fewer than eight (8) regularly scheduled meetings per fiscal year. The annual meeting of the Board shall be held in the month of December as may be fixed by the Board of Directors, or if not so fixed, as may be determined by the Board Chair.
- 3.10 Special Meetings. Special meetings of the Board may be called at any time by the Board Chair, the Chief Executive Officer, or one-third (33-1/3%) of the Board with at least twenty-four (24) hours advanced notice to each director. With the exception of an instance in which all directors have waived notice, actions taken at a Special Meeting shall be limited to those items specified in the Special Meeting notice.
- 3.11 Notice of Meetings. Regular meetings of the Board may be held without additional notice if the time and place of such meetings are fixed by the Board. Notice of a special meeting shall state the purpose for which the meeting is called and what business is proposed to be transacted. Notice of a regular or special meeting of the Board may be given either personally, by telephone, by mail to the director's business or residential address, by electronic mail, by fax, or by electronic transmission or any other form of wired or wireless communication, in each case, using the address, number, or other contact information for such director in the books and records of the Corporation. Notice of

any meeting of the Board of Directors need not be given to a director if it is waived by him/her in writing. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened and the director has given written notice of objection to the Secretary prior to the commencement of the meeting.

- 3.12 Meeting Attendance. The Board may establish in its governing policies a requirement for attendance at its regularly scheduled meetings. Such policy may stipulate that absence from more regularly scheduled meetings than allowed for in the attendance requirement may be deemed an automatic resignation from the Board. Exceptions to this requirement may be made on an individual basis only by action of the Board.
- 3.13 Place of Meetings and Telecommunications. The Board may hold its meetings at such place or places, in or out of the State of New York, as the Board may from time to time determine, or as specified in the notice or waiver of notice of each meeting. Directors may participate in a meeting by telephone or similar communications equipment by which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at any such meeting,
- 3.14 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all voting directors unanimously consent in writing to that action. Such action by unanimous written consent shall have the same force and effect as an affirmative vote of the Board. Any such writing may be received by the Corporation by facsimile, electronic mail, or other form of wire or wireless communication permitted by the New York Not-For-Profit Corporation Law. Such written consent or consents shall be filed with the minutes of the subsequent board meeting.
- 3.15 Deemed Assent. A director who is present at a meeting of the Board when action is taken is deemed to have assented to all action taken at the meeting unless (a) the director objects at the beginning of the meeting or promptly upon the director's arrival to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or (b) the director contemporaneously requests his or her dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (c) the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before the adjournment thereof or promptly after the adjournment of the meeting. Such right of dissent or abstention is not available to a director who votes in favor of the action taken.
- 3.16 Conduct of Board Meetings. Robert's Rules of Order, newly revised, may be invoked by the Board Chair or by a majority vote of those present at a meeting of the Board of Directors at which a quorum is established.
- 3.17 Compensation and Expense Reimbursement. Directors shall not receive compensation for their services as directors. Except as otherwise provided in these Bylaws, nothing herein contained shall be construed to preclude any Director from receiving reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity, provided that prior to entering into the transaction, the Board has considered alternative transactions to the extent available. Any such compensation must be approved by the Board as being fair, reasonable and in the Corporation's best interests at the time of such determination. Directors may be required to incur such personal expenditures as may be required to fulfill the duties of their office. By resolution of the Board, Directors may be reimbursed for their actual out-of-pocket expenses incurred in connection with the business of the Corporation.

3.18 Director Emeritus. To honor past directors who have served a minimum aggregate of ten (10) years on the Board of Directors and whose achievements and influence as a Board member have been extraordinary, the Board may from time to time elect one or more Directors Emeriti. Election of an individual to Director Emeritus requires an affirmative vote by secret ballot of at least two-thirds (2/3) of the remaining directors. A Director Emeritus:

- (a) May be appointed to serve on board committees.
- (b) Must maintain membership in good standing in the Corporation.
- (c) Shall be accorded certain benefits as determined by the Board.

Directors Emeriti awarded such status prior to 2018 shall continue to receive the recognition as in place at the time of their designation.

The Board reserves the ability to revoke one's status of Director Emeritus at its discretion, as it deems necessary and appropriate.

ARTICLE IV ELECTED OFFICERS

4.1 Officers. The elected officers shall consist of a Board Chair, a Vice-Chair, a Secretary and a Treasurer. In the final year of a Board Chair's term, the individual elected to serve as Vice-Chair shall also be designated the Chair-Elect.

4.2 Election. The elected officers shall be elected annually by the directors from among their number at the December Board of Directors meeting. Officers' terms shall begin on the first day of January subsequent to their election. To be eligible to serve as an elected officer of the Corporation, an individual must have served as a director for two (2) consecutive years prior to such election.

4.3 Terms. The Board Chair shall be elected to a single term of two-years. The Vice-Chair, the Secretary and the Treasurer shall be elected to a term of one year, and may serve a maximum of two consecutive one-year terms in a given office.

4.4 Duties of the Board Chair. The Board Chair shall, as the Corporation's chief governance officer: (i) prepare the agenda for and be the presiding officer at all regular and special meetings of the membership and of the Board of Directors; (ii) assure the Board's fulfillment of its governance duties as set forth in the New York N-PCL, these Bylaws and in the Board of Directors' governing policies then in-effect; and (iii) perform other duties as from time to time may be assigned by the Board of Directors.

4.5 Duties of the Vice Chair. In the case of the Board Chair's absence, inability or refusal to act, the Vice Chair shall perform the duties of the Board Chair, and when so acting shall have all of the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall also perform such other duties as the Board may from time to time prescribe.

4.6 Duties of the Secretary. The Secretary shall: (a) keep or cause to be kept in books provided for that purpose the minutes of all meetings of the Board and of the membership; (b) ensure that the Corporation's governing documents are maintained and updated to reflect revisions duly made; (c) ensure the giving of proper notice of meetings of the Board and the membership; (d) be the custodian of the Seal of the Corporation; (e) keep or cause to be kept at the Corporation's

registered office a current registry of the names and addresses of its members entitled to vote; and
(f) perform such other duties as the Board may from time to time prescribe.

- 4.7 Duties of the Treasurer. The Treasurer shall: (a) advise the Board on matters of fiscal policy; and (b) serve as the chairperson of the Board's Audit Committee, which shall assure that the accounting and financial management functions of the Corporation are in adherence with the Board's governing policies related to financial practices and investments, and shall present a financial report covering the previous fiscal year of the Corporation at the Annual Meeting of the membership of the Corporation.
- 4.8 Removal or Resignation of Officers. An officer may be removed from the elected officer position, with or without cause, by a majority vote of all of the remaining voting directors at any regular or special meeting. Removal from elected office does not constitute removal from the Board. An officer may resign only by submitting a written resignation to the Chair, Secretary, or the other Directors if the resigning officer is the Chair.
- 4.9 Officer Vacancies. Any vacancy occurring in any elected officer position, for whatever reason, shall be filled by majority vote of the remaining directors. Any officer so elected shall fulfill the term of his/her predecessor. Such term shall not be counted towards the limitation of officer's tenure in Article IV, Section 3, above.

ARTICLE V

CHIEF EXECUTIVE OFFICER

- 5.1 Employment. The Board of Directors shall employ a Chief Executive Officer (CEO), with such duties, for such length of time, and at such compensation as the Board may determine.
- 5.2 Duties and Responsibilities. The CEO shall be responsible for the day-to-day administration of the Corporation's affairs and shall manage and direct all activities of the Corporation in accordance with these Bylaws and the Board's governing policies then in-effect. The CEO shall have the power to hire and discharge agents, contractors, employees and volunteers of the Corporation and shall oversee and direct their activities in carrying out the Corporation's work. It shall also be within the authority of the CEO to establish operating committees, which may be comprised of Board members, staff, and/or other interested parties for purposes the CEO may deem necessary or beneficial in the performance of her/his duties. The CEO shall serve as a primary resource to and as a non-voting ex-officio member of the Board of Directors. In addition, the CEO may be required by the Board of Directors to oversee and report on the results of operations of any subsidiary entities of the Corporation.

ARTICLE VI

BOARD COMMITTEES

- 6.1 Establishment. The Board by resolution may designate and appoint Board Committees as it deems appropriate in carrying out its purposes and functions. The resolution establishing such Board Committees shall state the purpose, composition, guidelines, timeline and authority of each Board Committee. No Board Committee shall have the authority to: (a) amend, alter or repeal these

Bylaws; (b) elect, appoint or remove any member of any other committee or any director, elected officer or employee of the Corporation; (c) amend the Certificate of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of any substantial property and assets of the Corporation not in the ordinary course of business; (f) approve a merger or plan of dissolution of the Corporation; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter or repeal any resolution of the Board. The designation and appointment of any such Board Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual director of any responsibility imposed upon it, him, or her by law.

- 6.2 Quorum and Meetings. When exercising authority delegated by the Board, a majority of the appointed membership of the Board Committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which quorum is present shall be the act of the Committee. Minutes shall be recorded of each such meeting and submitted to the Board in a timely manner. Each Board Committee may adopt rules for its own activity not inconsistent with these Bylaws, the Board's resolution establishing such Committee, or the expectations set forth in the Board's governing policies.

ARTICLE VII

SUBSIDIARY ORGANIZATIONS

- 7.1 Acquisition Permissible. In furtherance of the Corporation's mission and goals and not as a deviation therefrom, the Corporation may from time to time as appropriate form, acquire or otherwise gain ownership and control of all or any part of any other organization, entity, business enterprise or property of any nature whatsoever, exempt or taxable. Likewise, the Corporation may sell, transfer or otherwise dispose of such organization, property or assets of any subsidiary or of its own but only under terms and conditions consistent with the then requirements of the Internal Revenue Service and the State of New York relative to the disposition of assets of a not-for-profit, federally exempt educational organization.
- 7.2 Control. Except as otherwise set forth herein, such subsidiary organization shall be managed and controlled by or under the authority of the Board of Directors of the Corporation as it may determine.
- 7.3 Buffalo Trotting Association. The Corporation has acquired all of the voting and non-voting stock of the Buffalo Trotting Association, Inc. (BTA) and as a subsidiary organization it shall be governed as follows:
- (a) BTA is a wholly owned subsidiary of the Erie County Agricultural Society, the Corporation being the sole shareholder thereof.
 - (b) BTA shall be controlled according to the direction of the Corporation (by unified action of its Board of Directors) and by these By- Laws of the Corporation.
 - (c) The Board of Directors of the Corporation shall elect individuals to serve on the Board of Directors of BTA.
 - (d) Five (5) Directors shall be elected to serve on the BTA Board, three (3) of whom must be Directors or Officers of the Board of Directors of the Erie County Agricultural Society. Such Directors shall serve staggered three (3) year terms, all as set forth in the By- Laws of BTA

- (e) The Board of Directors of the Corporation shall direct the redrafting of the Bylaws of BTA and adopt the revised By-Laws as appropriate, and amend or alter such Bylaws as required from time to time all at a special meeting of the Board of Directors and requiring a majority vote of the Board present at such special meeting.
- (f) Special meetings required or desired by the sole shareholder (the Erie County Agricultural Society) shall be held at the Corporation's offices and shall be preceded by a special meeting of the Board of Directors of the Corporation called for such purpose, whereat, after full presentation and discussion of all matters involving shareholder action, the Board (of the Corporation) shall vote on such proposals, and upon majority vote shall instruct the Chairman of the Board (Corporation) to cast one (1) vote as the unified decision of the Corporation relative to such matters coming before the meeting. The individual Board members of the Corporation shall not cast individual ballots as shareholders of BTA, but shall vote as one, the Board of the parent Corporation.
- (g) The Board of Directors shall have the right to remove or replace any BTA Director at any time.
- (h) The regular annual meeting of BTA shall be held at the corporate offices on the second Wednesday in April at 12:00 noon, unless hereafter changed by Board motion.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

- 8.1 Fiscal Year. The fiscal year of the Corporation shall be December 1 to November 30.
- 8.2 Fiscal Controls. The Board of Directors shall establish explicit standards for budgeting, financial activities and protection of the Corporation's financial assets in its governing policies, along with systematic mechanisms for monitoring and assuring adherence to such standards.
- 8.3 Loans. No loans shall be made to directors, officers or employees of the Corporation.
- 8.4 Annual Audit. The Board will retain a certified public accountant to conduct a financial audit of the Corporation no less frequently than every three (3) years.
- 8.5 Conflicts of Interest. In conducting the Board's business, directors must demonstrate loyalty to the interests of the Corporation. A conflicting interest exists when a director or a related party has a beneficial financial interest in the transaction of sufficient significance that it would reasonably be expected to exert an influence on that director's judgment if he or she were called upon to vote on the matter. Whenever any matter comes before the Board which any interested person recognizes may give rise to a conflict of interest, the interested person shall provide the Board with full disclosure of the nature of the conflict and all relevant facts and circumstances that could have a material effect on the decision of the Board. Procedures to approve any such transaction shall be consistent with the New York Not-For-Profit Corporation Law.

ARTICLE IX
INDEMNIFICATION

9.1 Indemnification. The Corporation shall indemnify all directors, officers, employees and agents and officers for liability alleged to have arisen in the performance of their duties, except that no director or officer shall be indemnified for willful misconduct, gross negligence, breach of good faith, or misappropriation of corporate assets or resources. Such indemnification shall be to the maximum extent allowable under the Laws of the State of New York.

ARTICLE X
AMENDMENTS

10.1 Amendment by the Membership. A proposal to alter or amend these Bylaws may be adopted by a two-thirds (2/3) vote of the members of the Corporation present in person or by proxy at the Annual Meeting or any Special Meeting called for such purpose, provided written notice of the proposed amendment shall have been given to the members of the Corporation at least thirty (30) days prior to such meeting. Such a proposal may be put forth by either the Board of Directors or by signed petition of no fewer than fifty (50) Society Members.

Adopted by the Membership this ____ day of December 2018:

Secretary