

BY-LAWS
OF
NIAGARA CELTIC HERITAGE SOCIETY, INC.

A corporation governed by the
Not-For-Profit Corporation Law of New York State

ARTICLE 1

MEMBERS

Section 1. Classification of Members. Members of the Niagara Celtic Heritage Society, Inc. (Society) shall be those persons who volunteer at least 4 hours at a Society sponsored event, or who apply for membership and pay the membership fee then in effect.

Section 2. Membership Lists. The Secretary shall maintain a list of Society members. The Secretary may issue a certificate of membership to each member.

Section 3. Removal. Membership may be terminated by a majority vote of the entire Board of Directors, for failure to meet the requirements of membership or for cause. "Cause" shall mean a willful breach of these by-laws; gross negligence; willful misconduct; undermining the purposes of the corporation or its activities; dishonesty in conducting the business of the Society; or conviction of a crime that may bring disrepute upon the Society and its members.

ARTICLE II

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members of the Society, for receiving reports from each Society committee chair, shall be held each year at such time and at such place as the President or Vice President shall determine and the notice of meeting shall specify. Nominations for the Board of Directors, as needed, shall be accepted at the annual meeting. Additional meetings may be scheduled as needed.

Section 2. Procedure. The order of business and all other matters of procedure at every meeting of the membership may be determined by Roberts Rules of Order.

Section 3. Reports. Annual reports presented at the annual meeting of members shall include financial and activity reports from each Society committee.

Section 4. Notice of Meetings. Notice of the annual meeting shall be sent within 14 days by email, when possible, and by posting the date, place and time on the Society website.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Management of Society Affairs. The activities, property, and affairs of the Society shall be managed by the Board of Directors (Board).

Section 2. Number and Qualifications. The Board shall consist of no more than nine and no fewer than five directors, as determined by resolution of the Board. The Board may increase or decrease the number of directors by a vote of the majority of the entire Board then in office, but the number of directors constituting the entire Board shall at no time be less than three (3). Any resolution of the Board to decrease the number of directors shall not shorten the term of any director then in office.

Section 3. Vacancies. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board for any reason shall be filled by a vote of a majority of the directors then in office.

Section 4. Resignations. Any director may resign at any time by giving his or her resignation to the President, Vice President or Secretary. The resignation shall be effective immediately and acceptance of the resignation shall not be necessary to make it effective.

Section 5. Removal. Any director may be removed with cause by affirmative vote of the majority of the entire Board then in office. Cause may include repeated absence from Board meetings without notification to the President, Vice President or Secretary.

Section 6. Contracts with the Society. No director shall be interested, directly or indirectly, in any contract for furnishing supplies to the Society, unless authorized by the concurring vote of a majority of the Board, not including the vote of the interested director.

Section 7. Compensation. No director of the Board shall receive, directly or indirectly, salary, compensation or remuneration from the Society except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the purposes of the Society.

Section 8. Special Advisors. From time to time, the Board may designate as special advisors a chosen number of outstanding persons from the community who are interested in the objectives of the Society, to assist the Society in its operations. Selections as a special advisor shall not confer upon those selected any right to vote or to participate in the management of the Society nor incur any liability in the management of the Society.

ARTICLE IV

MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board shall be held not less than twice annually at such time and at such place as the majority of the Board shall designate.

Section 2. Special Meetings. Special meetings of the Board may be called at any time by the President, or in his or her absence, the Vice-President, and must be called by such officer on written request by one-fifth of the entire Board. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Board shall be held at such time and place as the majority of the Board shall designate.

Section 3. Annual Meeting. The annual meeting of the Board shall be the next regular meeting following the annual meeting of the members.

Section 4. Notice of Meetings. Notice of each meeting of the Board stating the time and place shall be given by the President, the Vice-President, or the Secretary to each director not less than seven days before the meeting, by mailing the notice by first class US mail, postage pre-paid, addressed to each director at his or her residence or usual place of business; or not less than six days before the meeting, by delivering the notice to each director personally, by email, or by telephone.

Section 5. Quorum and Action by the Board. At all meetings of the Board, a quorum shall be required for the transaction of business and shall consist of not less than a majority of the entire Board. The vote of a majority of the directors present at the time of a vote, if a quorum is present, shall decide any question that may come before the Board.

Section 6. Procedure. The order of business and all other matters of procedure at every meeting of the Board shall be determined by Robert's Rules of Order.

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in

writing. Email shall constitute written consent. The written consents shall be filed with the minutes of the proceedings of the Board.

Section 8. Presence at Meetings by Telephone. One or more directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

ARTICLE V

COMMITTEES

Section 1. Establishing Committees. The Board may establish one or more committees and shall name a chair or co-chairs for each committee. Each committee shall serve at the pleasure of the Board and shall have authority to the extent given to them by the Board.

Section 2. Acts and Proceedings. Each committee shall report its actions to the Board when required. The Board shall indicate, at the time the committee is established, whether the committee must take minutes of its meetings and otherwise comply with Robert's Rules of Order.

Section 3. Committee Meetings. Each committee shall meet at such times and places as the chair of the committee shall determine. Notice of the committee meeting shall be given the committee members in a time and manner reasonably calculated to give the committee members an opportunity to attend.

Section 4. Request for Funds. Any committee needing funds must request approval from the Board before incurring expenses on behalf of the committee. The request for funds may be in the form of an estimated budget.

Section 5. Submission of Budgets. A committee may submit an estimated budget to the Board for approval. The committee must seek approval from the Board for any expenses that exceed the submitted budget.

Section 6. Society Funds. Excess funds derived from any fundraising activity are Society funds. The Board shall determine whether excess funds are retained by the fundraising committee as seed money for the next project, or are returned to the Society.

ARTICLE VI

OFFICERS

Section 1. Officers. At the annual meeting of the Board, the directors shall elect a President and Vice President, who shall be directors, and a Secretary and Treasurer, who need not be directors. The Board may from time to time elect additional officers as it may determine. Additional officers shall have such authority and perform such duties as the Board determines.

Section 2. Term of Office. The President, Vice President, Secretary, and Treasurer shall, unless otherwise determined by the Board, hold office until the annual meeting of the Board. If any office becomes vacant for any reason, the Board shall have the power to fill such vacancy by election.

Section 3. Resignation. Any officer may resign at any time by giving his or her resignation to the President, Vice President, or Secretary. The resignation shall be effective immediately and acceptance of the resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer may be removed with cause by affirmative vote of the majority of the entire Board then in office. Cause may include repeated absence from Board meetings without notification to the President, Vice President, or Secretary.

Section 5. Duties of Officers May be Delegated. In case of the absence of an officer, the Board may temporarily delegate the powers or duties of any officer to any officer or director.

Section 6. Officers Holding Two of More Offices. No officer shall hold two or more offices unless authorized by resolution of the Board.

Section 7. The President. The President shall preside at board meetings; act as public spokesperson for the Society (but may assign this responsibility to another director); in consultation with the directors, call annual meetings of members, the regular meeting of the Board, and any special meetings, as set forth in Article IV.

Section 8. The Vice President. The Vice President shall fulfill the President's duties, including presiding at Board meetings, in the absence of the President; and act as liaison to the committees.

Section 9. The Secretary. The Secretary shall record the minutes of Board meetings (or oversee this function if performed by another director) and distribute the minutes to the directors by means of email within two weeks of the meeting; serve as

the official keeper of the Society's records; issue meeting notices; and communicate approved Board motions and resolutions to interested parties.

Section 10. Treasurer. The Treasurer shall keep full and accurate accounts of all moneys received and paid on behalf of the Society; oversee the Society's financial aspects; make regular reports to the Board; and serve as chairperson of the Board finance committee.

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. General Rule. Officers and directors shall not be personally liable for monetary damages for any actions or omissions authorized to be taken on behalf of the Society, provided the action or omission does not constitute self-dealing, willful misconduct, or recklessness.

Section 2. Indemnification. The Society shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Society, against all expenses and liabilities, including counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit, or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of, or authorized by, the Society; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Section 3. Advancement of Expenses. Expenses incurred by a person entitled to indemnification may be paid by the Society in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay the amount advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Society.

Section 4. Procedure. Unless ordered by a court, any indemnification shall be made by the Society only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the person seeking indemnification was conducting activity authorized by the Society or these By-Laws, or required by law. Such determination shall be made by a majority of the directors who were not parties to the action or proceeding; or, if such a majority is not obtainable or if

a majority vote of the directors so directs, by independent legal counsel in a written opinion.

Section 5. Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or director of the Society and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 6. Other Rights. This Article shall not be exclusive of any other right which the Society may have to indemnify any person as a matter of law.

Section 7. Amendments. This Article constitutes a contract between the Society and the indemnified officers, directors, or employees. No amendment or repeal of the provisions of this Article which adversely affects the rights of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 8. Severability. If this Article of any part thereof shall be held unenforceable in any respect by a court of law, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article shall remain fully enforceable. Any payments made pursuant to this Article shall be made only out of funds legally available therefore.

ARTICLE VIII

SOCIETY FINANCE

Section 1. Society Funds. The funds of the Society shall be deposited in the Society's name with such banks, trust companies or other depositories as the Board may from time to time designate. All checks, notes, drafts, and other negotiable instruments of the Society shall be signed by such officers, agents or employees as the Board from time to time may designate. No officer, agent, or employee of the Society shall have the power to make any checks, notes, drafts, or other negotiable instruments in the name of the Society or to bind the Society, except as provided in this section.

Section 2 Fiscal Year. The fiscal year of the Society shall be the calendar year unless otherwise provided by the Board.

Section 3. Loans. No loans shall be made by the Society to its directors and officers.

Section 4. Gifts. The Board or any authorized officer or director of the Society may accept on behalf of the Society any contribution, gift, bequest, or devise for any general or special purpose or purposes of the Society.

Section 5. Income From Society Activities. All income from activities of the Society shall be applied to the maintenance, expansion, or operation of the lawful activities of the Society.

Section 6. Reserves. The Board may from time to time set aside any of the Society's funds it deems proper and prudent which are legally available for such purposes, as a reserve for working capital or for contingencies for such other purposes as the Board shall deem conducive to the interests of the Society. The Board may in its discretion modify or terminate any such reserve as it determines appropriate for the Society's needs.

ARTICLE IX

SOCIETY SEAL

Section 1. Form of Seal. The seal of the Society shall be in such form as may be determined from time to time by the Board.

ARTICLE X

AMENDMENTS

Section 1. Procedure for Amending By-Laws. By-Laws of the Society may be adopted, amended, or repealed at any meeting of the Board of Directors, notice of which shall have included specification of the proposed action, by the vote of two-thirds of the entire Board.

Adopted November 13, 2011