

BYLAWS  
OF  
GENESEE VALLEY FLINT KNAPPERS ASSOCIATION, INC.

ARTICLE I

1.1 Principal Office. The principal office of the Corporation in the State of New York shall be located in the Town of Belfast, County of Allegany. The Corporation may have such other offices, whether within or without the State of New York, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE II

BOARD OF DIRECTORS

2.1 General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Directors need not be residents of New York.

2.2 Number Tenure and Qualifications. The number of Directors shall not be less than five (5) and no more than twenty four (24). Each member of the Board of Directors elected shall serve for a term of two (2) years, unless earlier removed, by a majority vote of the Board of Directors, or by reason of their death or resignation. The Board of Directors of the Corporation may, however, at any time, in its sound discretion, by majority vote, select new members of the Board of Directors who are meritorious candidates from the general public who are qualified to serve on the Board.

2.3 Restrictions on Board Members. The Board of Directors shall be composed of eighty percent (80%) active members of the GVFKA who flint knapp or have flint knapped and have an understanding and interest in the lithic arts. The Board of Directors of the Corporation shall be broadly representative of the flint knapping community. Each Director shall have one (1) vote when present and no proxies will be permitted, except for that of Bob Marble who may exercise the proxy vote of Joe Hewitt for as long as necessary. The term of Directors shall be staggered in a manner by which a majority of the existing Directors' terms shall not expire at one time. If necessary at the adoption of these bylaws and expansion of the board from the original five members, first terms may be one two or three years to accomplish staggering.

## MEETINGS OF DIRECTORS

2.4 Annual Meeting. An annual meeting of the Directors shall be held during the month of August of each year, beginning with the year 2011, at the Knappin at Letchworth State Park for the purposes of electing Directors and for the transaction of other business as may come before the meeting. If the election of Directors shall not be held as herein specified or any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Directors as soon thereafter as possible.

2.5 Regular Meeting. Regular meetings of the Directors shall be held a minimum of three(3) times each year at a place and time designated by the President or a majority of the Directors in addition to the August meeting for a total of four (4) board meetings per calendar year. A calendar of regular meetings of the Board of Directors shall be given at the beginning of the Board year at its annual meeting.

2.6 Special Meeting. Special meetings of the Directors may be called by the President or by two (2) or more of the Directors, who shall state the subject(s) to be discussed and shall be held upon notice by letter, telegram, cable, radiogram, delivered for transmission not later than during the third day immediately preceding the day for the meeting, or by word of mouth, or telephone received not later than during the second day immediately preceding the day for the meeting. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice, whether before or after the time of the meeting. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of New York, as the place for holding any special meetings of the Board of Directors called by them.

2.7 Place of Meeting. The Board of Directors may designate any place, either within or without the State of New York, as the place of meeting for any annual or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the state of New York. If, however, all of the Directors shall meet at any time and place, either within or without the State, who consent to the holding of a meeting such meetings shall be valid without call or notice, and at such corporate meeting action may be taken.

2.8 Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of Directors shall be delivered, either electronically, personally or by mail, to each Director not less than five (5) or more than thirty (30) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation, with postage thereon applied. If delivery is electronically it shall be deemed delivered upon receipt.

2.9 Informal Act by Directors. Any action required by law to be taken at a meeting of the Directors or any action which may be taken at a meeting of the Directors may be taken without such meeting, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

2.10 No Statement of Purpose of Meeting Required. Neither the business proposed to be transacted, nor the purpose of any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

2.11 Attendance and Presumption of Assent. 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 any business on the ground that the meeting is not lawfully called or convened. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

2.12 Absences. Directors shall be required to attend two-thirds (2/3rds) of the regular meetings of the Board during the calendar year. Failure to attend two-thirds (2/3rds) of the regular meetings or the absence of a Director for three (3) consecutive regular meetings may be considered an automatic resignation from the Board. No board member will be automatically relieved of his duty without being given time to respond to the board as to his or her delinquent attendance.

2.13 Waiver by Unanimous Consent in Writing. Any action required or permitted to be taken at a meeting of the Board of Directors, any Executive Committee, or any other committee of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all of the Board of Directors, any Executive Committee, or any other committee of the Board of Directors as the case may be, and then delivered to the Secretary of the Corporation for inclusion in the Minute Book of the Corporation. Such consent shall have the same force and effect as a unanimous vote at a meeting, and may be stated as such in any document or instrument filed with the Secretary of the State.

2.14 Telephone Meetings. Subject to the provisions required or permitted by the New York Not-For-Profit Corporation Law for Notice of Meetings, unless otherwise restricted by the Article of Incorporation, members of the Board of Directors, or members of any committee designated by the Board of Directors, may participate in and hold a meeting of the Board of Directors, or any committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute a presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

2.15 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business of any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further delay.

2.16 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

2.17 Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the affirmative vote of a majority of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

2.18 Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expense of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

2.19 Officers. The Board of Directors shall elect a President, a Vice President, a Secretary, and a Treasurer as officers of the Corporation.

2.20 Authority of the Executive Committee. The Executive Committee composed of the officers of the Board has the authority to act on behalf of the Board between meetings. Meeting minutes of the Executive Committee shall be kept and distributed to all Board members. All decisions of the Executive Committee must be ratified at the next regularly scheduled Board meeting.

### ARTICLE III

#### OFFICERS AND EXECUTIVE DIRECTOR

3.1 Officers. The officers of the Corporation shall be elected from the members of the Board of Directors and shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable. Any two or more offices may be held by the same person, except the offices of the President and Secretary.

3.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors.

3.3 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors upon a two-thirds (2/3rds) majority vote.

3.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term as herein provided.

3.5 President. The President shall preside at all the Director's meetings and shall have general supervision over the affairs of the Corporation and over the other officers. The President shall affix the signature of the Corporation to all deeds, conveyances, mortgages, leases, obligations and instruments that may require the same and shall perform all such duties as are incident to his/her office. In the case of the absence or disability of the President, the duties of the President shall be performed by the Vice President. The President shall also serve as Liaison with the Board of Directors relative to the day-to-day operations of the Corporation and shall perform such other duties as are incident to that function.

3.6 Vice President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or Board of Directors.

3.7 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for faithful discharges of his/her duties in such sum and with surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and in general all the duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

3.8 Secretary. The Secretary shall keep the minutes of the meeting of the Board of Directors; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporation records and of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a registrar of the post office address of each Director which shall be furnished to the Secretary by each Director, and in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

3.9 Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## ARTICLE IV

### COMMITTEES

4.1 Committees of Directors. The Board of Directors by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two (2) or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a corporation; authorizing the sale, lease, exchange, or mortgage of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him/her by law.

4.2 Other Committees. Other committees not having the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting of which a quorum is present. The President of the Board shall appoint the members thereof. Any members thereof may be removed by person or persons authorized to appoint such members whenever in their judgment the best interest of the Corporation shall be served by such removal.

4.3 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Directors of the Corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

4.4 Committee Chairman. One member of such committee shall be appointed Committee Chairman by the person or persons authorized to appoint the members thereof.

4.5 Vacancies. Vacancies in membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

4.6 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting of which a quorum is present shall be the act of the committee.

4.7 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## ARTICLE V

### CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

5.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the offices so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to specific issues.

5.2 Loans. No indebtedness shall be contracted in behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

5.3 Checks and Drafts. All checks, drafts, or order for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and counterpart by officer of the Corporation, other than the treasurer or Assistant Treasurer of the Corporation.

5.4 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors select.

5.5 Gifts. Only the Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

## ARTICLE VI

### BOOKS AND RECORDS

6.1 The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of

the authority of the Board of Directors, and shall keep the registered or principle office a record giving the names and addresses of the Directors. All books and records of the Corporation may be inspected by any Director or his/her agent or attorney for any proper purpose at any reasonable time.

## ARTICLE VII

### FISCAL YEAR

7.1 The fiscal year of the Corporation shall be determined by the filing of its first information return with the Internal Revenue Service.

## ARTICLE VIII

### SEAL

8.1 The Board of Directors shall provide a corporate seal, which shall be in the form of an arrowhead and shall have inscribed thereon the name of the Corporation and the words “Corporate Seal of The Genesee Valley Flint Knappers Association, Inc.”.

## ARTICLE IX

### WAIVER OF NOTICE

9.1 Whenever any notice is required to be given under the provisions of the New York State Not-For-Profit Corporation Law or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time slated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE X

### DISSOLUTION

10.1 The Corporation shall be dissolved and its affairs wound up upon a two-thirds (2/3rds) majority vote of the Board of Directors.



## ARTICLE XI

### MISCELLANEOUS

11.1 Indemnity of Officers and Directors. The Corporation shall indemnify any Director or officer of the Corporation against expenses (including legal fees), judgments, fines, penalties and amounts paid in settlement, actually and reasonably incurred by him/her, to the fullest extent now or hereafter permitted by law in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, brought or threatened to be brought against him/her, by reason of the fact that he/she is or was a Director, or officer of the Corporation, or any of its subsidiaries, or acted as a Director or officer or in any other capacity on behalf of the Corporation, or any of its subsidiaries or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, provided that he/she acted in good faith and in a manner which is reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceedings, had no reasonable cause to believe his/her conduct was unlawful.

The provisions of this section shall be applicable to all actions, suits or proceedings commenced after its adoption and shall continue as to a person who has ceased to be a Director or officer or to render services for or at the request of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person. The rights of indemnification provided for herein shall not be deemed the exclusive rights to which any Director, officer, employee or agent of the Corporation may be entitled.

11.2 Limitation of Liability. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as Director, officer or employee of the Corporation in good faith, if, in the exercise of ordinary care, this person:

1. Relied upon financial statements of the Corporation presented to him/her to be correct by the President or officer of the Corporation having charge of its books of account, or stated in written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the Corporation; or considered the assets to be of their book value; or
2. Relied upon the written opinion of an attorney for the Corporation.

11.3 Resignation. Any Director, officer or agent may resign by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein, or immediately if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

11.4 Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as possible and reasonable, shall be valid and operative.

11.5 Headings. The headings used in these Bylaws have been inserted for administrative convenience only and do not constitute matter to be construed in interpretation.

11.6 Gender. Words which import one gender shall be applied to any gender wherever appropriate and words which import the singular or plural shall be applied to either the plural or singular whenever appropriate.

## ARTICLE XII

### AMEDMENTS TO BYLAWS

12.1 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of two-thirds (2/3rds) majority of Directors present at any regular meeting.

I, the undersigned, being the Secretary of THE GENESEE VALLEY FLINT KNAPPERS ASSOCIATION, INC., do hereby certify the foregoing to be the Bylaws of the said Corporation, as adopted by the Board of Directors effective the \_\_\_\_\_ day of \_\_\_\_\_, IN THE YEAR 2011.

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SECRETARY