

BY-LAWS
of the
Old Chatham Monthly Meeting
of the Religious Society of Friends, Inc.
August 18, 2003
Amended March 10, 2013

ARTICLE I – Place of business

1.1 Place of business: The principal offices of the Corporation shall be located at 539 County Route 13, Old Chatham, New York.

ARTICLE II – Meetings

2.1 Annual meeting: The annual meeting of the Corporation for the appointment of officers and trustees and for such other business as may come before the meeting, shall be held in July of each year or at such other time as shall be determined by the Clerk. The date and place shall be conveyed through written notice sent at least seven (7) days before the meeting to members of Old Chatham Monthly Meeting, hereafter referred to as the Membership. Old Chatham Monthly Meeting is also known as OCMM.

2.2 Special meetings: The Clerk or the Board of Trustees shall have the authority to call additional meetings upon at least seven (7) days' written notice. The notice shall set forth the matter(s) to be discussed at such meeting.

2.3 Quorum: A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board.

2.4 Procedure: Business at any membership or Trustees' meeting of the corporation shall be conducted according to the traditional method of the Religious Society of Friends, which is that decisions shall be made by seeking a sense of the meeting.

2.5 Telephonic meetings and actions without a meeting: Except for a meeting called for the purpose of amending the by-laws, any action that may be taken at a face-to-face meeting of the Trustees may be taken at a meeting held through a conference call or other method of electronic communication where all participants can hear or be informed on all matters under discussion and participate therein.

ARTICLE III – Board Membership

3.1 The membership of the Board of Trustees shall consist of Trustees and Officers of the Corporation. The Trustees are appointed to the Board by OCMM as described in Article IV of this document and the Officers of the Corporation are appointed as described in Article V of this document.

ARTICLE IV – Trustees

4.1 Number: The Board of Trustees of the Corporation shall be not less than five (5) nor more than eleven (11) in number, at least two-thirds of whom shall be members of OCMM.

4.2 Terms of membership: Appointments of Trustees to Board membership shall be for three (3) years and arranged with rotating dates of termination, so that approximately equal numbers terminate each year. The terms of the initial Trustees shall be staggered so that an approximately equal number expire at the conclusion of each of the first three (3) years. Trustees may be reappointed to a second full term or six (6) consecutive years of partial and full terms.

OCMM By-Laws
August 8, 2003
Amended March 10, 2013

After a one (1) year absence from the Board of Trustees, an individual may be reappointed to the Board.

4.3 Duties: The Trustees shall have the custody and control of the property, real and personal, belonging to the Corporation and of the revenues therefrom, shall administer the same according to the usages of OCMM, and do all things necessary and expedient in the control and management thereof. The Trustees shall also follow such directions as OCMM may give them as to the manner in which any of the temporal affairs of the Corporation shall be administered.

4.4 Appointments: Recommendations for appointment of Trustees shall be made by the Nominating Committee and approved by OCMM. New Trustees shall be approved by the Board membership at the annual meeting. Where there is a vacancy, OCMM may nominate and approve an individual to fill the vacancy until the Board approves the new appointment at the next annual or special meeting.

ARTICLE V – Officers

5.1 Designation: The officers of the Corporation shall be President, known as Clerk, Secretary, known as Recording Clerk, and Treasurer. They shall be the same individuals holding those offices in OCMM. Officers are Trustees by virtue of their offices. Such other officers as may be deemed necessary may be appointed by the Clerk and approved by OCMM.

5.2 Appointment and term of office: Trustees are appointed or reappointed as an officer at the annual meeting of the Corporation. Each Trustee shall serve in that office for one (1) year, or until successors are appointed. Reappointment of a Trustee to serve in that office for another year may be made by the usual process.

5.3 Clerk: The Clerk shall supervise the business and affairs of the Corporation, and preside at all meetings of the Board of Trustees. The Clerk, or in the Clerk's absence the Recording Clerk, may sign contracts or other instruments that the Board of Trustees has authorized to be executed. The Clerk shall perform any other duties as may be assigned by the Board.

5.4 Recording Clerk: The Recording Clerk shall keep minutes of all meetings of the Board of Trustees and the Corporation. The Recording Clerk shall be responsible for giving all notices required by these by-laws, keep the seal of the Corporation, if any, and shall perform such other duties as may be assigned by the Board of Trustees. In the absence of the Clerk, the Recording Clerk may sign contracts or other instruments as authorized by the Board of Trustees.

5.5 Treasurer: The Treasurer shall be responsible for the corporate funds and securities; shall see that full and accurate accounts of receipts and disbursements are kept; shall see that all monies and valuable effects of the Corporation are deposited in its name and to its credit in such depositories as ordered by the Board of Trustees. The funds shall be disbursed as ordered by the Board of Trustees, and the Treasurer shall render to the Board whenever the Board requires it an account of all transactions and of the financial condition of the Corporation.

ARTICLE VI – Committees

6.1 Committees: The Board of Trustees may from time to time establish and appoint regular or special committees. The duties assigned to committees shall be defined by the Board of Trustees and may be changed from time to time by the Board of Trustees.

OCMM By-Laws
August 8, 2003
Amended March 10, 2013

6.2 Nominating Committee: The Nominating Committee shall be responsible for proposing names for all Trustees and officers. The Nominating Committee of the Corporation shall be the same body with the same membership as the Nominating Committee of OCMM.

ARTICLE VII – Finances

7.1 Fiscal management: The Board of Trustees shall require no less than annual reports of receipts, expenditures, and all other financial transactions.

7.2 Contributions: The Board of Trustees may accept on behalf of the Corporation any contribution, gift, or bequest for the general purposes or any special purpose of the Corporation.

7.3 Investments: The funds of the Corporation may be retained in whole or in part in cash, or invested and reinvested from time to time in property (real, personal and otherwise) or in stocks, bonds, or other securities, as the Board of Trustees shall deem desirable.

7.4 Fiscal Year: The fiscal year of the Corporation shall be the calendar year.

ARTICLE VIII – Indemnification

8.1 Indemnification: To the fullest extent permitted by law, the Board of Trustees shall authorize indemnification, including expenses and legal fees incurred to any officer, employee, agent or Trustee of the Corporation against whom a claim has been brought or a legal proceeding instituted, while such officer, employee, agent, or Trustee is acting within the scope of his/her duties within the Corporation. No such indemnification will be made to any person acting outside the scope of his/her duties within the Corporation, or with respect to any improper or unauthorized acts of said person.

ARTICLE IX – Miscellaneous

9.1 Dissolution: In the event of the dissolution of Old Chatham Monthly Meeting, the Corporation will also be dissolved after all of its obligations shall be satisfied and paid. The remainder of its assets shall be distributed to New York Yearly Meeting of the Religious Society of Friends.

9.2 Amendments: These by-laws may be amended by the Board of Trustees as directed by OCMM, in a meeting formally called, with the majority of the Board of Trustees physically present.