

SCHOHARIE MOHAWK INITIATIVE FOR SCIENCE AND TECHNOLOGY, INC.

Corporate Bylaws

ARTICLE I – NAME OF ORGANIZATION

The name of this corporation is Schoharie Mohawk Initiative for Science and Technology, Inc.

ARTICLE II – PURPOSES AND POWERS

2.1 Nonprofit Purpose

Schoharie Mohawk Initiative for Science and Technology, Inc. is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

2.2 Specific Purpose

Schoharie Mohawk Initiative for Science and Technology, Inc. is formed for the purpose of introducing, promoting and advancing Science, Technology, Engineering, and Mathematics (STEM) based programs in the communities of the Mohawk and Schoharie Valleys located in eastern New York. The corporation will identify possible STEM programs, develop the necessary curriculum, as necessary, for those programs, secure any funding and/or material needed for those programs, and offer those programs to the school-aged (K-12) children living within the said communities.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the Internal Revenue Code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

2.3 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.4 Nonprofit and Exempt Status and Limitations

2.4.1 Nonprofit Legal Status

Schoharie Mohawk Initiative for Science and Technology, Inc. is a New York non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code.

2.4.2 Exempt Activities Limitation

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.

2.4.3 Compensation

No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

2.4.4 Political Activity

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h)), and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

2.4.5 Distribution Upon Dissolution

Upon termination or dissolution of the Schoharie Mohawk Initiative for Science and Technology, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Schoharie Mohawk Initiative for Science and Technology, Inc. hereunder shall be selected in the discretion of a majority of the Board of Directors. If the Board cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Schoharie Mohawk Initiative for Science and Technology, Inc., by one (1) or more of its directors which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of New York.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Schoharie Mohawk Initiative for Science and Technology, Inc., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of New York to be added to the general fund.

ARTICLE III – MEMBERSHIP AND AFFILIATES

3.1 No Membership Classes

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

3.2 Non-Voting Affiliates

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The Board, a designated committee of the Board, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

3.3 Dues

Any dues for affiliates shall be determined by the Board of Directors.

ARTICLE IV – BOARD OF DIRECTORS

4.1 Number of Directors

Schoharie Mohawk Initiative for Science and Technology, Inc. shall have a Board of Directors consisting of no fewer than three (3) Directors. The Board may increase or decrease the number of Directors serving on the Board, as necessary, including for the purpose of staggering the terms of Directors.

4.2 Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of the Schoharie Mohawk Initiative for Science and Technology, Inc. shall be managed under the direction of the Board, except as otherwise provided by law.

4.3 Tenure

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. Newly elected Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, Directors may serve additional three year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third ($\frac{1}{3}$) of all members of the Board of Directors shall expire.

4.4 Qualifications and Election of Directors

In order to be eligible to serve as on the Board of Directors, an individual must be 18 years of age. Directors may be elected at any board meeting by the majority vote of the existing Board of Directors. The election of Directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.5 Vacancies

The Board of Directors may fill vacancies due to the expiration of a Director's term of office, or due to the resignation, death, or removal of a Director. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the

Director being replaced. The Board may appoint new Directors, as necessary, to fill previously unfilled Board positions, subject to the maximum number of directors under these Bylaws.

4.5 Resignation

Any Director may resign at any time by delivering written notice to the President, Secretary, or the Board of Directors.

4.7 Removal of Directors

A Director may be removed with or without cause, at any time, by two-thirds ($\frac{2}{3}$) vote of the remaining Board of Directors if in their judgment the best interest of the corporation would be served. Before any Board meeting at which a vote on removal of a Director will be made, the Director in question will be given electronic or written notification of the Board's intention to discuss her/his case and will be given the opportunity to be heard at the Board meeting. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

4.8 Board of Directors Meetings

4.8.1 Regular Meetings

The Board of Directors shall meet monthly, as needed, at times and places fixed by the Board. Notice of these meetings shall be sent to all members of the Board of Directors at least seven (7) days prior to the meeting date. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. A notice of meeting shall specify the date, time, and location of the meeting.

4.8.2 Annual Meeting

An annual meeting of the Board of Directors shall take place in January. At the annual meeting, the Board shall elect Directors and officers, receive reports on the activities of the corporation, and determine the direction of the corporation for the coming year. The President shall designate the specific date, time and location of the meeting and provide notice of this meeting to all members of the Board of Directors at least seven (7) days prior to the meeting date.

4.8.3 Special Meetings

The President or any two (2) other members of the Board of Directors may call special meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors at least two (2) days prior to the meeting date and shall specify the place, day, and hour of meeting. Neither the business to be transacted at, nor the purpose of any special meeting, need be specified in the notice of such meetings.

4.8.4 Waiver of Notice

Any director may waive notice of any meeting. The attendance of a Director at any 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 because the meeting is not lawfully called or convened.

4.9 Manner of Acting

4.9.1 Quorum

A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the

Board at any meeting at which a quorum is not present; however, a majority of the Directors that are present shall have power to adjourn the meeting to a specified later date without notice.

4.9.2 Participation

Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.9.3 Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

4.9.4 Majority Vote

Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

4.9.5 Informal Action by the Board of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent.

4.10 Confidentiality

Directors shall not discuss or disclose information about the corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the corporations' purposes, or can reasonably be expected to benefit the corporation. Directors shall use discretion and good business judgment in discussing the affairs of the corporation with third parties.

4.11 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities. No loans shall be made by the corporation to any of its Directors.

4.12 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and New York State law.

ARTICLE V – OFFICERS AND DUTIES

5.1 Board Officers

The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required.

5.1.1 President

The President shall be the chief volunteer officer of the corporation. The President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

5.1.2 Vice-President

The Vice-President shall assist the President in the performance of his/her duties, as necessary. The Vice-President shall have such other powers and perform such other duties prescribed for him/her by the Board of Directors or President. In the absence or disability of the President, the Vice-President shall perform the duties of the President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President.

5.1.3 Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or President. The Secretary may appoint, with approval of the Board, a Director to assist in performance of all or part of the duties of the Secretary.

5.1.4 Treasurer

The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the corporation. The Treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other Directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the President. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or a Director to assist in performance of all or part of the duties of the Treasurer.

5.2 Term of Office

The officers of the corporation shall be elected annually by the Board of Directors. Each Board officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

5.3 Removal and Resignation

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the President, Secretary, or the Board of Directors. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

ARTICLE VI – COMMITTEES

6.1 Formation

The Board of Directors may designate one or more committees, each consisting of two or more Directors and serving at the pleasure of the Board. The President shall designate each committee chair.

6.2 Power

Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Take any final action on matters that also require Board approval;
- (b) Fill vacancies on the Board of Directors or any committee which has the authority of the Board;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- (e) Appoint any other committees of the Board of Directors or the members of these committees;
- (f) Expend corporate funds to support a nominee for Director;
- (g) Approve any transaction;
 - (i) To which the corporation is a party and one or more Directors have a material financial interest; or
 - (ii) Between the corporation and one or more of its Directors or between the corporation or any person in which one or more of its Directors have a material financial interest.

6.3 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and consistent with the provisions of Article IV of these Bylaws concerning meetings of the Directors with such changes in the context of the Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members. The Board of Directors may adopt rules for the governing of committees that are consistent with the provision of these Bylaws.

6.3.1 Regular and Special Meetings

The time and place for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may be determined either by resolution of the Board of Directors or by resolution of the committee. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee.

6.3.2 Minutes

Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records.

ARTICLE VII – FINANCIAL AND ACCOUNTING

7.1 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

7.2 Contracts and other Writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the President, Treasurer, or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

7.3 Checks and Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence 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.

7.4 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

7.5 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

7.6 Gifts and Contributions

The President, Treasurer, or other persons to whom the corporation has delegated in accordance with policies approved by the Board may accept on behalf of the corporation any contribution, gift, bequest, or device as may be consistent with the established purposes of the corporation and as may be permitted by any applicable local, state, or federal law.

ARTICLE VIII – INDEMNIFICATION

8.1 General

To the full extent authorized under the laws of New York State, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

8.2 Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

8.3 Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE IX – CORPORATE STAFF

9.1 Executive Director

The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote two-thirds ($\frac{2}{3}$) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive

Director, who shall remain an employee terminable at will, as provided in this Section.

ARTICLE X – CORPORATE POLICIES

10.1 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement that may benefit any Director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

10.2 Nondiscrimination

The officers, Directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Schoharie Mohawk Initiative for Science and Technology, Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

10.3 Ethics

Schoharie Mohawk Initiative for Science and Technology, Inc. requires and encourages Directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Schoharie Mohawk Initiative for Science and Technology, Inc. to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

10.4 Documentation

10.4.1 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

10.4.1 Retention

The Board of Directors shall adopt and periodically review a document retention policy to establish standards for document integrity, retention, and destruction and to promote the proper treatment of Schoharie Mohawk Initiative for Science and Technology, Inc. records.

10.5 Transparency and Accountability

Schoharie Mohawk Initiative for Science and Technology, Inc. shall make publicly available full and accurate information about its mission, activities, finances, and governance. The corporation practices and encourages transparency and accountability to the general public. The Board of Directors shall adopt and periodically review a transparency and accountability policy that:

- (a) Indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) Indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) Specify the procedures whereby the open/closed status of documents and materials can be altered.

ARTICLE XI – AMENDMENTS

11.1 Articles of Incorporation Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds ($\frac{2}{3}$) of the Board of Directors.

11.2 Bylaws Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided that:

- (a) No amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.
- (b) An amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by a two-thirds ($\frac{2}{3}$) vote of a quorum of Directors at a Board meeting.
- (c) All amendments be consistent with the Articles of Incorporation.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Schoharie Mohawk Initiative for Science and Technology, Inc. were approved by the Board of Directors on November 10, 2014 and constitute a complete copy of the Bylaws of the corporation.

Walter Silva WALTER SILVA PRESIDENT 11/10/2014
Name / Signature Title Date