

BYLAWS OF THE GENESEE VALLEY ROTARY CAMP, INC.
[Adopted 3-24-1982;¹ amended 4-23-1986; 8-10-1994; amended in its entirety 4-18-2024]

Article I

GENERAL PROVISIONS

- [§ 1-1](#) **Definitions; word usage.**
[§ 1-2](#) **Declaration of charitable purposes.**

- [§ 4-4](#) **Compensation or reimbursement matters.**
[§ 4-5](#) **Compliance statements.**
[§ 4-6](#) **Periodic reviews.**

Article II

MEMBERS

- [§ 2-1](#) **Membership; qualifications.**
[§ 2-2](#) **Member dues and contributions.**
[§ 2-3](#) **Withdrawal.**
[§ 2-4](#) **Expulsion.**
[§ 2-5](#) **Special meetings of the Members.**
[§ 2-6](#) **Notice of special meeting.**
[§ 2-7](#) **Quorum for a special meeting of the Members.**
[§ 2-8](#) **Organization of a special meeting.**
[§ 2-9](#) **Voting.**
[§ 2-10](#) **Action by the Members without special meeting.**

- [§ 5-1](#) **Number.**
[§ 5-2](#) **Terms.**
[§ 5-3](#) **President.**
[§ 5-4](#) **Vice President**
[§ 5-5](#) **Treasurer.**
[§ 5-6](#) **Secretary.**

Article V

OFFICERS

Article VI

CAMP STAFF

- [§ 6-1](#) **Camp Director.**
[§ 6-2](#) **Assistant Camp Director.**
[§ 6-3](#) **Camp Health Director.**
[§ 6-4](#) **Other Camp Week staff.**

Article III

BOARD OF DIRECTORS

- [§ 3-1](#) **Powers and qualifications.**
[§ 3-2](#) **Number; appointment; terms of office.**
[§ 3-3](#) **Alternate Directors.**
[§ 3-4](#) **Organization.**
[§ 3-5](#) **Resignation and removal.**
[§ 3-6](#) **Action by the Board of Directors.**
[§ 3-7](#) **Regular meetings of the Board**
[§ 3-8](#) **Special meetings of the Board.**
[§ 3-9](#) **Quorum.**
[§ 3-10](#) **Compensation; reimbursement.**
[§ 3-11](#) **Committees.**

- Article VII**
ACCOUNTS, ASSETS AND LIABILITIES
[§ 7-1](#) **Loans.**
[§ 7-2](#) **Checks, drafts, invoices and orders for payment.**
[§ 7-3](#) **Deposits.**

Article VIII

OFFICE AND RECORDKEEPING

- [§ 8-1](#) **Office.**
[§ 8-2](#) **Recordkeeping.**

Article IX

AMENDMENTS

- Article IV**
CONFLICTS OF INTEREST
- [§ 4-1](#) **Purpose.**
[§ 4-2](#) **Procedures.**
[§ 4-3](#) **Records of proceedings.**
- [§ 9-1](#) **Amendments to the Bylaws.**
[§ 9-2](#) **Amendments to the Certificate of Incorporation.**

¹ These Bylaws were adopted unanimously at a meeting of the Board of Directors and Members duly held for that purpose on 11-18-1981 and came into effect upon final certification by the Officers of the Board on 3-24-1982; these Bylaws also superseded the 1963 Bylaws. See also [Appendix A. Substantive Amendments to the Bylaws.](#)

Article I
GENERAL PROVISIONS

§ 1-1 Definitions; word usage.

- A. Words and phrases not defined herein shall be construed to have their common meaning unless the context clearly indicates otherwise. The singular number shall denote the plural, and vice-versa, and the present tense shall denote the future tense, and vice-versa, unless the context clearly indicates otherwise. Use of the word “shall” denotes an obligation; “may” is permissive.
- B. When used in these Bylaws, the following words and phrases shall have the meaning provided in this subsection, unless the context clearly indicates otherwise:

BOARD OF DIRECTORS or BOARD – The duly appointed and qualified representatives designated by their respective Member Clubs under [§ 3-2](#) hereof to manage and oversee the operation and fiscal affairs of the Corporation and to conduct any activities required or permitted in furtherance of the purposes of the Corporation; the governing body of the Genesee Valley Rotary Camp, Inc.

CAMP WEEK – The week in August of each year during which the Corporation provides a free, outdoor camping and recreational experience for its beneficiaries at a location determined from time to time by resolution of the Board. **[Amended 11-7-2024]**

DIRECTORS – Any one or a number of the representatives duly appointed and qualified under [§ 3-2](#) hereof to sit on the Board of Directors of the Genesee Valley Rotary Camp, Inc., by a Member Club of the Corporation listed under [§ 2-1A](#) hereof, and any Alternate Directors exercising the rights, powers and privileges of a Director under [§ 3-3B](#) hereof.

ENTIRE BOARD – The total number of Directors entitled to vote which the Corporation would have if there were no vacancies. For the purposes of these Bylaws, the entire Board shall be calculated as provided in [§ 3-2A](#).

FINANCIAL INTEREST – For the purposes of identifying conflicts of interest, a person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- (1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- (2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
- (4) “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under this definition and [Article IV](#), a person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

FISCAL YEAR – The fiscal year of the Corporation shall commence on January 1 and end on December 31.

BYLAWS

GENESEE VALLEY ROTARY CAMP, INC. (GVRC) or CORPORATION – A not-for-profit corporation, incorporated on August 13, 1963, under the laws of New York State and classified as a tax-exempt charitable corporation under Section 501(c)(3) of the Internal Revenue Code [[26 U.S.C. § 501\(c\)\(3\)](#)], as amended, and [§ 102, Subdivision \(3-a\)](#), and [§ 201, Subdivision \(c\)](#), of the NPCL, being a community service project organized and sponsored by the Member Clubs listed in [§ 2-1A](#) of these Bylaws for the purposes of operating a weeklong summer camp for the target demographic at no cost to its beneficiaries and without financial profit to the Corporation, its Members, Officers or Directors; the Members, Officers or Directors of the Corporation or agents or assigns duly authorized to act on its behalf, or any successor corporation.

INTERSTED PERSON – For the purposes of identifying conflicts of interest, an interested person is any Director or Member with Board-delegated governing powers who has a direct or indirect financial interest, as defined herein.

MEMBER CLUBS, MEMBER ROTARY CLUBS, MEMBERS or MEMBERSHIP – Any one or a number of the duly organized Rotary Clubs listed in [§ 2-1A](#) hereof and recognized as a Club by Rotary International. Depending on the context, “Member” may refer to any one or a number of the members of a Member Club, its governing body, or agents or assigns duly authorized to act on its behalf, or the Member Club as a whole. For the purposes of these Bylaws, the “entire Membership” shall equal the total number of Member Clubs listed in [§ 2-1A](#) hereof. **[Amended 11-7-2024]**

MEMBER WITH BOARD-DELEGATED GOVERNING POWERS – Any Member Rotary Club, its governing body or any one or a number of members of said Club who have been designated or appointed by the Board to conduct any activities which would normally be required or permitted to be performed by the Directors.

NPCL – The [New York Not-for-Profit Corporation Law](#), as amended.

OFFICE OF THE CORPORATION – Has the meaning ascribed in [§ 102, Subdivision \(11\)](#), of the NPCL; such office need not be a place where activities are conducted by the Corporation but shall be the address where any official correspondence or notice required by law may be sent and where the Secretary of State, acting as agent of the Corporation upon whom process may be served, shall mail a copy of any process served upon the agent against the Corporation.

OFFICERS – Any one or a number of the Officers of the Board of Directors listed under [§ 5-1](#) hereof, being the President, Vice President, Treasurer and Secretary, or such other Officers as the Board may appoint from time to time.

PERSON – One or more natural persons, corporations, partnerships, associations, limited-liability corporations, joint-stock companies, organizations and all other entities subject to legal rights and duties.

ROTARY YEAR – The Rotary year shall commence on July 1 and end on June 30.

TARGET DEMOGRAPHIC or BENEFICIARIES – The attendees of Camp Week; children and young adults (ages eight to 21), residing in Allegany, Livingston, Steuben or Wyoming County or the surrounding areas, with various disabilities and/or special needs. For the purposes of these

GENESEE VALLEY ROTARY CAMP, INC.

Bylaws, “disability” shall have the meaning provided in the New York Human Rights Law, [§ 292, Subdivision 21](#), of Article 15 of the New York Executive Law. **[Amended 11-7-2024]**

§ 1-2 Declaration of charitable purposes.

- A. The Genesee Valley Rotary Camp, Inc., is a nonprofit charitable corporation incorporated on August 13, 1963, under the former New York Membership Corporations Law (see [Appendix B, Certificate of Incorporation and Amendments](#)). It is a charitable corporation organized to conduct a summer camp for children and young adults (ages eight to 21), residing in Allegany, Livingston, Steuben or Wyoming County, with various disabilities and/or special needs. As such, it is a not-for-profit corporation as defined in [§ 102, Subdivision \(5\)](#), of the New York Not-for-Profit Corporation Law (NPCL). The Corporation shall not be conducted or operated for purposes of pecuniary profit or financial gain. The Corporation is a charitable corporation as defined in [§ 102, Subdivision \(3-a\)](#), of the NPCL. The Corporation is formed and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 [[26 U.S.C. § 501\(c\)\(3\)](#)], as amended, and [§ 102, Subdivision \(3-b\)](#), and [§ 201, Subdivision \(c\)](#), of the NPCL, and shall not be operated for the purposes of carrying on a trade or business for profit (see [Appendix C, IRS Tax Exemption, NYS Charity Registration and Sales Tax Exemption](#)).
- B. In the event of the liquidation, dissolution, or winding-up of the Corporation, whether voluntary or involuntary, or by operation of law, the Directors of the Corporation shall, pursuant to [Article 10](#) of the NPCL, dispose of all assets of the Corporation by distributing them to such institutions having purposes and objectives similar to those of the Corporation and being exempt from federal income tax under the provisions of [Section 501\(c\)\(3\)](#) of the Internal Revenue Code of 1986, as amended, as provided in a plan of dissolution and distribution adopted and approved pursuant to [Article 10](#) of the NPCL.
- C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Members, Directors, Officers, or other private persons, 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 its purposes.
- D. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in, including by publishing or distributing statements, any political campaign on behalf of any candidate for public office.
- E. Nothing contained in these Bylaws shall authorize or empower the Corporation to perform or engage in any act or practice prohibited by the General Business Law § 340 or any other antimonopoly or antitrust statute of the State of New York. **[Added 11-7-2024]**

BYLAWS

Article II **MEMBERS**

§ 2-1 Membership; qualifications.

A. The following shall constitute the Members of the Corporation:

- (1) Rotary Club of Avon, New York.
- (2) Rotary Club of Belmont, New York.
- (3) Rotary Club of Dansville, New York.
- (4) Rotary Club of Caledonia-Mumford, New York.
- (5) Rotary Club of Friendship, New York.
- (6) Rotary Club of Geneseo, New York.
- (7) Rotary Club of LeRoy, New York. **[Added 11-7-2024]**
- (8) Rotary Club of Lima, New York.
- (9) Rotary Club of Livonia, New York.
- (10) Rotary Club of Mt. Morris, New York.
- (11) Rotary Club of Nunda, New York.
- (12) Rotary Club of Perry, New York.
- (13) Rotary Club of Wayland, New York.
- (14) Rotary Club of Wellsville, New York.

B. Any other duly organized Rotary Club located within the Counties of Allegany, Livingston, Steuben and Wyoming, or the surrounding areas, which is a recognized Club of Rotary International may, if it agrees to support the purposes for which the Corporation is formed and to abide by the Bylaws and Certificate of Incorporation ([see Appendix B](#)), upon approval of a quorum of the Board of Directors or, in the case of a special meeting of the Members, upon approval of a majority of the entire Membership, become a member of the Corporation. **[Amended 11-7-2024]**

§ 2-2 Member dues and contributions.

- A. The Board of Directors, through its Treasurer or Secretary, shall annually, on or about January 1, send notice by first-class mail of dues payable by the Members to help cover the cost of the expenses of the Corporation.
- B. The total amount of dues assessed shall equal \$60 multiplied by the current number of members of the respective Member Club reported to Rotary International for the Rotary year in which dues are assessed.

GENESEE VALLEY ROTARY CAMP, INC.

- C. The formula for calculating the total amount of dues in [§ 2-2B](#) shall not be modified except by a two-thirds-vote of the Directors present at a meeting of the Board of Directors.
- D. In addition to the payment of annual dues, each Member Club may make an annual, or more frequent, donation of goods or services to the benefit of the operations of the Corporation or the Camp Week.

§ 2-3 Withdrawal.

A Member may at any time withdraw from the Membership of the Corporation upon due authorization of such withdrawal by its governing body and upon written notification to the President or Secretary of the Corporation of its withdrawal to be effective upon written notice of resignation of the two Directors appointed by the Member to the Board of Directors of the Corporation.

§ 2-4 Expulsion.

In the event any Member fails to comply with any provision hereof, including the failure to pay any dues authorized by the Board of Directors or the failure to appoint Directors who shall take an active part in the management of the Corporation, or repeatedly engages in conduct which is detrimental to the Corporation, including violations of [Article IV, Conflicts of Interest](#), such Member may be expelled upon a two-thirds-vote of the Directors present at a meeting of the Board of Directors.

§ 2-5 Special meetings of the Members.

- A. Special meetings of the Members may be called at any time by the President, by a motion approved by a majority of the Directors voting at a meeting of the Board or, upon the demand of 30% of the Members entitled to vote at such a meeting, by the Secretary.
- B. The governing body of each Member Club shall designate one or more representatives to attend the special meeting, who shall be a member of said governing body or other member in good standing of the Member Club.
- C. In accordance with [§ 603, Subdivision \(a\)](#), of the NPCL, as amended, the Board of Directors may, in its sole discretion, determine that special meetings of Members be held partially or solely by means of electronic communication. The electronic service and/or platform by which the meeting is held shall be the place of the meeting for purposes of these Bylaws if a meeting is held solely by means of electronic communication. Meetings conducted partially or solely by means of electronic communications in reliance upon this subsection and any Member's electronic participation in such meetings shall be subject to those guidelines and procedures as the Board adopts, provided the Board shall implement reasonable measures to:
 - (1) Verify that each person participating electronically is a Member;
 - (2) Provide each Member participating electronically with a reasonable opportunity to participate in the meeting, including an opportunity to propose, object to, and vote upon a specific action to be taken by the Members, and to see, read or hear the proceedings of the meeting substantially concurrently with those proceedings; and
 - (3) Record and maintain a record of any votes or other actions taken by electronic communication at the meeting.

BYLAWS

§ 2-6 **Notice of special meeting.**

Each Member shall be given written notice of the time, place and purpose of each special meeting of Members. Notice shall be given by the Secretary, in writing, electronically and by first-class mail not less than seven nor more than 30 days before the date of the meeting. Notice need not be given to any Member which submits a signed waiver of notice, in person or by proxy, whether before or after the meeting and need not be given to any Member which is thereafter represented at the meeting.

§ 2-7 **Quorum for a special meeting of the Members.**

At any special meeting, one-third of the entire Membership, meaning at least one representative from four of the Member Clubs, shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Members. If there is no quorum, those present may adjourn the meeting if the time and place to which the meeting is adjourned are announced when the adjournment is made and subsequent notice is given to each Member in the manner provided in [§ 2-6](#). At the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

§ 2-8 **Organization of a special meeting.**

At every meeting of the Members, the President, or in the President's absence the Vice President, or in the absence of such Officers a person selected by the meeting, shall act as Chair. The business of the meeting shall be conducted according to simplified Robert's Rules of Order ([see Appendix D, Simplified Robert's Rules of Order](#)). The Secretary shall record and sign the minutes of the special meeting and shall distribute the minutes to each of the Members, electronically or by first-class mail, within two weeks following the special meeting. In the event the Secretary shall be absent from a meeting, the President, or acting Chair, shall designate an attendee of the meeting to serve as Secretary in their absence.

§ 2-9 **Voting.**

Unless otherwise provided by law or by these Bylaws, action shall be taken by majority vote of Members present at the special meeting.

§ 2-10 **Action by Members without special meeting.**

In accordance with [§ 614, Subdivision \(a\)](#), of the NPCL, as amended, any action to be taken by the Members may be taken without a meeting upon consent setting forth the action so taken and approved by all of the Members entitled to vote thereon.

- A. If written, the consent must be executed by the Member or the Member's authorized officer, director, employee or agent by signing such consent or causing the Member's signature to be affixed to such consent by any reasonable means, including but not limited to facsimile signature.
- B. If electronic, the transmission of the consent must be sent by electronic mail or other electronic means and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member.

Article III
BOARD OF DIRECTORS

§ 3-1 Powers and qualifications.

- A. The Corporation shall be managed by its Board of Directors. Each Director shall have one vote.
- B. Each director shall be at least 18 years of age and shall be a member in good standing of the Member Rotary Club which appointed them to serve on the Board of Directors.

§ 3-2 Number; appointment; term of office.

- A. The Board of Directors shall consist of two Directors from each Rotary Club which is a Member. In the event there shall be a change in the number of Members of the Corporation, the number of Directors shall be determined by multiplying the number of Members of the Corporation by two so that the Board shall consist of two Directors for each such Member.
- B. In the event of a vacancy arising from the resignation, removal or disability of a Director, or any other circumstance resulting in a vacancy in the role of Director, the Member Club which appointed said Director shall promptly appoint a successor to fill the vacancy by notice to the President or Secretary.
- C. The Director's term of office shall run from the date of their appointment until their successor is duly appointed and qualified, but not to exceed five years; however, a Director may be reappointed to the Board at the expiration of the Director's five-year term upon notice by the Member Club to the President or Secretary.

§ 3-3 Alternate Directors.

- A. Any Member Rotary Club may appoint two Alternate Directors to the Board of Directors. Alternate Directors may attend any meeting of the Board of Directors.
- B. In the absence of a Director from a meeting of the Board, the Alternate Director may, upon notice by the President of the Corporation, exercise the rights, powers and privileges of the absent Director, provided that an Alternate may only fill the vacancy of a Director appointed by the same Member Club which appointed the Alternate, and provided that the Alternate may only exercise such rights, powers and privileges for the duration of the Director's absence.

§ 3-4 Organization.

The President of the Corporation shall act as Chair of the Board. In the President's absence the Vice President, or in the absence of such Officers a person selected by the meeting, shall act as Chair. In the event the Secretary shall be absent from any meeting, the President, or acting Chair, shall designate a Director to serve as Secretary in their absence.

§ 3-5 Resignation and removal.

- A. A Director may resign at any time by giving notice to the President or Secretary of the Corporation and to the Member Rotary Club which appointed such Director.

BYLAWS

- B. A Director may be removed from office, with or without cause, by the action of the governing body of the Member Rotary Club which appointed such Director and upon notification of such action to the President or Secretary of the Corporation.
- C. A two-thirds majority of Directors present at a meeting of the Board may vote to remove a Director for malfeasance or nonfeasance in office, or for conduct which is detrimental to the purposes of the Corporation, or for violations of [Article IV, Conflicts of Interest](#), upon written notice to said Director and the Member Club which appointed such Director and after an opportunity to be heard at the Board meeting where the removal will be considered.

§ 3-6 **Action by the Board of Directors.**

- A. Unless otherwise provided by law or by these Bylaws, corporate action to be taken by the Board shall be taken by majority vote of the Directors present at a meeting.
- B. In accordance with [§ 708, Subdivision \(c\)](#), of the NPCL, as amended, a meeting of the Board may be conducted by means of a conference telephone or similar communications equipment or by electronic video screen communication, only in the event that exceptional circumstance prevent a quorum of the Board from attending an in-person meeting, and provided that the Secretary shall give notice to the Directors of the Board's intention to conduct the meeting electronically at least 24 hours in advance of the meeting. In that event, any one or more Directors who is not physically present at the meeting may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.
- C. In accordance with [§ 708, Subdivision \(b\)](#), of the NPCL, as amended, any action required or permitted to be taken by the Board or committee thereof may be taken without a meeting if all Directors of the Board or on such committee consent to the adoption of a resolution authorizing such action. Such consent may be written or electronic.
 - (1) If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature.
 - (2) If electronic, the transmission of the consent must be sent by electronic mail or other electronic means and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the Directors of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.
- D. In the event of an emergency situation where Board action is required to sustain the essential functions or purposes of the Corporation, but where written consent of all Directors or a special meeting of the Board is unfeasible or impractical, the Officers of the Board may convene and vote by a three-fourths majority to take only such action as is necessary to resolve the emergency situation, provided that the Board of Directors is apprised of the emergency situation and the

GENESEE VALLEY ROTARY CAMP, INC.

actions authorized by the Officers at the next regular meeting of the Board or as soon as practicable after the action is authorized by the Officers.

§ 3-7 **Regular meetings of the Board.**

- A. Regular meetings of the Board of Directors shall be held each month from April to September, except in August, at such times and locations as may be fixed from time to time by the Board of Directors. At the conclusion of each monthly meeting, the time and location of the next meeting shall be announced.
- B. A notice of meeting, including the time and location of said meeting, shall be distributed electronically by the Secretary to each Director and Alternate at least two weeks before the meeting is scheduled to occur.
- C. Minutes of each regular meeting shall be recorded and signed by the Secretary and distributed to the Board with the notice of meeting for the subsequent meeting or within two weeks of the final regular meeting of the year.
- D. The business of the Board meeting shall be conducted according to simplified Robert's Rules of Order ([see Appendix D](#)). Regular meetings of the Board shall generally include the following items of business, although the agenda and format of a meeting may be modified at any time at the discretion of the Chair:
 - (1) Call to order by the Chair.
 - (2) Approval of the minutes.
 - (3) Presentation and approval of the Treasurer's report.
 - (4) President's report.
 - (5) Reports from the Camp Director, Assistant Camp Director and/or Health Director.
 - (6) Fundraising reports.
 - (7) Camper application and registration reports.
 - (8) Open items and reports from Directors.
 - (9) Adjournment upon a motion and second. **[Amended 11-7-2024]**
- E. Organizational meeting.
 - (1) The first regular meeting of the Board held in April of each year shall be the annual organizational meeting of the Board, at which the Board shall recognize any newly appointed Directors and elect its Officers.
 - (2) Officers shall be nominated by a Director; the nomination shall be seconded and the Officer shall be elected by a majority vote of Directors present at the meeting.
 - (3) Members shall be reminded to review [Article IV, Conflicts of Interest](#), prior to the meeting and shall declare any potential or actual conflicts of interest at the organizational meeting,

BYLAWS

although this requirement does not relieve them of the obligation to declare a potential or actual conflict of interest which may arise in the future.

- F. The August gathering of the Board of Directors during Camp Week shall not be considered a regular meeting of the Board for purposes of this section. Minutes of the gathering will not be recorded and no official action shall be taken by the Board, although a quorum may be present.

§ 3-8 **Special meetings of the Board.**

- A. Special meetings of the Board shall be held whenever called by the President or, upon request of any three Directors, by the Secretary. Notice shall state the purpose, time and place of the special meeting. If notice is given orally, in person or by telephone, it shall be given not less than one day before the meeting; if notice is given in writing, electronically or by first-class mail, not less than three days before the meeting.
- B. The business of the special meeting shall be conducted in accordance with simplified Robert's Rules of Order ([see Appendix D](#)). Minutes of the special meeting will be recorded and signed by the Secretary and distributed to the Board within two weeks following the special meeting.

§ 3-9 **Quorum.**

- A. In accordance with [§ 707](#) of the NPCL, a quorum of the Board of Directors shall consist of six Directors. For each additional ten Directors (or fraction thereof) over 35 the quorum shall increase by one Director. **[Amended 11-7-2024]**
- B. Whether or not a quorum is present, a majority of the Directors present may adjourn any meeting to another time and place, provided notice is given in accordance with [§ 3-7B](#).

§ 3-10 **Compensation; reimbursement.**

The Board of Directors shall receive no compensation for their services but may be reimbursed for their expenses reasonably incurred by them in the performance of their duties.

§ 3-11 **Committees.**

The Board may designate any committees headed by a chair and serving at the pleasure of the Board.

Article IV
CONFLICTS OF INTEREST²

§ 4-1 Purpose.

The purpose of this article is to protect this Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or Member of the Corporation with Board-delegated governing powers or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable federal and state laws, including [§ 715](#) of the NPCL, governing conflicts of interest applicable to nonprofit and charitable organizations.

§ 4-2 Procedures.

- A. Duty to disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors considering the proposed transaction or arrangement.
- B. Determining whether a conflict of interest exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors shall decide if a conflict of interest exists.
- C. Procedures for addressing the conflict of interest.
 - (1) An interested person may make a presentation at the Board meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - (2) The President of the Board or, in the event that the President is the subject of the proceedings, the Board-appointed acting Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - (3) After exercising due diligence, the Board shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - (4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors present at the meeting whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- D. Violations of the conflict of interest policy.
 - (1) If the Board has reasonable cause to believe a Director or Member with Board-delegated governing powers has failed to disclose actual or possible conflicts of interest, it shall inform

² This conflict of interest policy was originally adopted by the Directors at the Board meeting held on 4-16-2015.

BYLAWS

the Director or Member of the basis for such belief and afford the Director or Member an opportunity to explain the alleged failure to disclose.

- (2) If, after hearing the Director's or Member's response and after making further investigation as warranted by the circumstances, the Board determines the Director or Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, up to and including removal of a Director from the Board under [§ 3-5C](#) or expulsion of a Member under [§ 2-4](#).

§ 4-3 **Records of proceedings.**

The minutes of any Board proceedings related to proceedings involving a potential or actual conflict of interest shall be recorded and signed by the Secretary or, in the event the Secretary is the subject of the proceedings, the acting Secretary and shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and Board's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

§ 4-4 **Compensation or reimbursement matters.**

- A. A voting Director of the Board or a Member with Board-delegated governing powers who receives compensation or reimbursement, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director's or Member's compensation.
- B. A voting Director of the Board or a Member with Board-delegated governing powers whose jurisdiction includes compensation or reimbursement matters and who receives compensation or reimbursement, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation or reimbursement.
- C. No voting Director of the Board or a Member with Board-delegated governing powers whose jurisdiction includes compensation or reimbursement matters and who receives compensation or reimbursement, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to the Board regarding compensation or reimbursement.

§ 4-5 **Compliance statements.**

- A. Each Director and Member with Board-delegated governing powers shall, upon appointment of the Director to the Board or upon delegation of governing powers to a Member by the Board, or more frequently as required, sign a statement which affirms such person:
 - (1) Has received a copy of the conflict of interest policy;
 - (2) Has read and understands the policy;
 - (3) Has agreed to comply with the policy; and

GENESEE VALLEY ROTARY CAMP, INC.

- (4) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.
- B. The Directors shall be apprised of this policy and asked to declare any actual or potential conflicts of interest at the annual organizational meeting, as provided in [§ 3-7E\(3\)](#).

§ 4-6 Periodic reviews.

- A. To ensure the Corporation operates in a manner consistent with charitable purposes, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - (1) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - (2) Whether partnerships, joint ventures, and arrangements with management organizations and service providers conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.
- B. When conducting the periodic reviews, as provided for in [§ 4-6A](#), the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

BYLAWS

Article V **OFFICERS**

§ 5-1 Number.

The Officers of the Corporation shall be the President, Vice President, Treasurer, Secretary and such other officers as the Board of Directors may in its discretion elect.

§ 5-2 Terms.

- A. Officers shall be elected by the Board at its annual organizational meeting as provided in [§ 3-7E](#).
- B. Unless a shorter term is provided in a resolution of the Board, the term of each Officer shall extend to the next annual organizational meeting of the Board, or upon the resignation, removal or disability of the Officer, and until the Officer's successor is elected and qualified.

§ 5-3 President.

- A. The President shall act as Chair of the Board of Directors and preside at all meetings of the Directors and special meetings of the Members. The President shall be the chief executive officer of the Corporation and it shall be the President's duty to manage the affairs of the Corporation under the supervision of the Board.
- B. The President, upon approval of the Board, may enter into agreements or sign contracts on behalf of the Corporation in exchange for services rendered to support the purposes of the Corporation. The President may also be involved in promoting fundraising efforts, researching and applying for grant opportunities and visiting Member Clubs to share information about the Corporation. The President shall collaborate with the Camp Director and the Board to direct the proceeds of fundraising efforts and other assets of the Corporation for the upkeep and any necessary improvements of the Corporation's facilities and equipment. The President shall collaborate with the Treasurer to ensure that donations, gifts and bequests to the Corporation which are earmarked for a certain project or purpose are disbursed accordingly.
- C. The President shall also perform such other duties as may be assigned from time to time by the Board. The President may delegate any of these powers to any of the Officers, Directors or Members of the Corporation.

§ 5-4 Vice President.

During the absence or disability of the President, the Vice President shall have all the powers and duties of the President. The Vice President shall perform such other duties as the Board shall prescribe.

§ 5-5 Treasurer.

- A. The Treasurer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of and to the credit of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board.

GENESEE VALLEY ROTARY CAMP, INC.

- B. The Treasurer shall be responsible for insuring that any invoices received or orders for payment from the Corporation's accounts are satisfied in accordance with the procedures promulgated by the Board in accordance with [§ 7-2](#) and for depositing all monies paid to the Corporation in accordance with [§ 7-3](#). The Treasurer may research investment strategies or financial instruments that will increase the Corporation's return on investment while protecting the Corporation's assets but shall only pursue such options upon consent and approval of the Board. The Treasurer shall collaborate with the President to ensure that donations, gifts and bequests to the Corporation which are earmarked for a certain project or purpose are disbursed accordingly. The Treasurer shall keep a record of all donations received by the Corporation and give notice to the Secretary of the amount received, the contact information of the donor, if available, and the event at which the funds were raised and purpose for which they are earmarked, if applicable. The Treasurer shall coordinate with the Secretary to ensure that all notices of Member dues payable are distributed in accordance with [§ 2-2A](#) hereof and that such dues are timely and fully paid by the Member Clubs. The Treasurer shall be responsible for filing all required tax information with the IRS and NY State Department of Taxation and Finance on an annual or more frequent basis in accordance with applicable federal and state law.
- C. The Treasurer shall also perform all the duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.

§ 5-6 Secretary.

- A. It shall be the duty of the Secretary to act as Secretary of all meetings of the Board and special meetings of the Members and to record and sign the minutes of all such meetings and retain the minutes of each meeting for recordkeeping purposes as provided under [§ 8-2A](#).
- B. The Secretary shall see that all notices required to be given by the Corporation under these Bylaws or any other law are duly given and served. The Secretary shall keep a current list of the Members, Directors and Officers and their contact information and mailing addresses. The Secretary shall have custody of the minutes and of all contracts and documents which are not in the custody of the Treasurer or of some other person authorized by the Board to have such custody. The Secretary shall coordinate with the Treasurer to ensure that all notices of Member dues payable are distributed in accordance with [§ 2-2A](#) hereof and that such dues are timely and fully paid by the Member Clubs. The Secretary shall send thank you letters for all donations received by the Corporation before the end of the fiscal year in which the donation was received unless the donor has received a receipt for the contribution through some other means.
- C. The Secretary shall also perform such other duties as from time to time may be assigned by the Board.

BYLAWS

Article VI **CAMP STAFF**

§ 6-1 Camp Director.

- A. The Camp Director shall be appointed by and serve at the pleasure of the Board of Directors.
- B. The Camp Director shall meet the requirements and qualifications of the NY State Sanitary Code, [10 NYCRR 7-2.5](#). The Camp Director shall have extensive experience working with children and young adults, specifically those with disabilities and/or special needs; strong skills in management and administration, specifically in providing outdoor and recreational programming to children and young adults with disabilities and/or special needs; and a demonstrated familiarity of and commitment to the purposes of the Corporation.
- C. The Camp Director shall be a nonvoting, ex officio member of the Board of Directors and shall attend all meetings of the Board in an advisory capacity.
- D. The Camp Director shall be responsible for reviewing all camper applications, making determinations as to whether to accept or deny the applications, and overseeing the registration of campers. The Camp Director shall be responsible for hiring the staff for and managing the day-to-day operations of Camp Week, including insuring the camp is adequately stocked with food, medical supplies and other provisions. The Camp Director shall collaborate with the Board in furtherance of the purposes of Corporation and to promote its efficient operation. The Camp Director shall collaborate with the President and the Board to direct the proceeds of fundraising efforts and other assets of the Corporation for the upkeep and any necessary improvements of the Corporation's facilities and equipment. The Camp Director may also be involved in promoting or coordinating fundraising efforts for the Corporation, researching and applying for grant opportunities and may attend Member Club meetings to provide information about the Corporation. The Camp Director may attend resource fairs, school events, expositions or other occasions to promote the Corporation and recruit potential campers. The Camp Director may delegate any of these responsibilities to the Assistant Camp Director or Health Director or another member of the Camp Week staff.

§ 6-2 Assistant Camp Director.

- A. The Assistant Camp Director shall be appointed by the Camp Director, subject to approval by the Board of Directors, and shall serve at the pleasure of the Board.
- B. The Assistant Camp Director shall meet the requirements and qualifications of the NY State Sanitary Code, [10 NYCRR 7-2.5](#). The Assistant Camp Director shall have extensive experience working with children and young adults, specifically those with disabilities and/or special needs; strong skills in management and administration, specifically in providing outdoor and recreational programming to children and young adults with disabilities and/or special needs; and a demonstrated familiarity of and commitment to the purposes of the Corporation.
- C. The Assistant Camp Director shall be a nonvoting, ex officio member of the Board of Directors and shall attend all meetings of the Board in an advisory capacity.

GENESEE VALLEY ROTARY CAMP, INC.

- D. The Assistant Camp Director shall assist the Camp Director in the Camp Director's various duties and shall act as Camp Director in the Camp Director's absence or disability. The Assistant Camp Director shall collaborate with the Board in furtherance of the purposes of the Corporation and to promote its efficient operation.

§ 6-3 Camp Health Director.

- A. The Camp Health Director shall be appointed by the Camp Director, subject to approval by the Board of Directors, and shall serve at the pleasure of the Board of Directors.
- B. The Camp Health Director shall meet the requirement and qualifications of the NY State Sanitary Code, [10 NYCRR 7-2.8](#). The Camp Health Director shall have a background and formal training in healthcare and extensive experience working with children and young adults, specifically those with disabilities and/or special needs; strong skills in recordkeeping and administration and experience in the management of healthcare records; and a demonstrated familiarity of and commitment to the purposes of the Corporation.
- C. The Camp Health Director shall be a nonvoting, ex officio member of the Board of Directors and shall attend all meetings of the Board in an advisory capacity.
- D. The Camp Health Director shall be responsible for reviewing all camper applications and the submitted health histories to discern each camper's specific medical needs, including any allergies or dietary restrictions. The Camp Health Director shall be responsible for filing and maintaining the relevant medical records for all campers using the approved software and in accordance with applicable federal and state laws. The Health Director shall coordinate with the Camp Director to ensure that the camp is adequately stocked with medical supplies. During Camp Week, the Camp Health Director shall be responsible for disbursing all medications to campers as prescribed by their primary care physician and for attending to the immediate medical needs of the campers in accordance with standing orders and under the direction of a local physician. The Camp Health Director shall coordinate with a local physician for the provision of physical examinations to all campers during Camp Week. The Camp Health Director shall collaborate with the Board in furtherance of the purposes of Corporation and to promote its efficient operation.

§ 6-4 Other Camp Week staff.

- A. All other Camp Week staff shall be hired by the Camp Director, subject to approval by the Board of Directors, on a full- or part-time basis, either as a volunteer or for compensation. Camp Week staff may be involved in providing recreational programming or entertainment to campers, as lifeguards or swim instructors, as kitchen or support staff, or in some other capacity to facilitate the effective day-to-day operations of Camp Week.
- B. The Camp Director shall be responsible for ensuring that all Camp Week staff meet the applicable requirements and qualifications of the NY State Sanitary Code, [10 NYCRR 7-2.5](#). Camp Week Staff who will work directly with campers shall have some experience working with children and young adults, preferably those with disabilities and/or special needs; some experience and an interest in providing outdoor and recreational programming to children and young adults, preferably those with disabilities and/or special needs; and a demonstrated familiarity of and commitment to the purposes of the Corporation. Camp Week Staff who will work in support services shall have some

BYLAWS

experience and skills in the necessary functions of their roles and a demonstrated familiarity of and commitment to the purposes of the Corporation.

- C. All Camp Week staff who may be alone with campers or who will remain on the premises overnight shall be required to undergo a background check in accordance with [§ 1392-a](#) of the NY Public Health Law, as amended.

Article VII
ACCOUNTS, ASSETS AND LIABILITIES

§ 7-1 Loans.

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board.

§ 7-2 Checks, drafts, invoices and orders for payment.

All checks, drafts, invoices and other orders for payment of money out of the funds of the Corporation and all notes or other evidence of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as from time to time shall be determined by resolution of the Board.

§ 7-3 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, trusts companies or other depositories as the Board may select.

BYLAWS

Article VIII **OFFICE AND RECORDKEEPING**

§ 8-1 Office.

The Corporation shall maintain a post office box as its office, as that term is defined in [§ 1-1B](#). The location of the post office box shall be as set from time to time by the Officers or Board of Directors.

§ 8-2 Recordkeeping.

- A. The records of the Board shall be kept by the Secretary. Electronic records dating to the Corporation's inception shall be stored on a cloud computing drive accessible to all Directors and on an external hard drive in the possession of the Secretary. Paper records shall be maintained for 10 years after the date of their creation. Paper records older than 10 years may be shredded or otherwise destroyed to protect any confidential information which may be contained therein upon a motion approved by a majority of Directors present at a meeting of the Board of Directors. There following records of the Board shall be kept at by the Secretary:
- (1) Minutes of the proceedings of any Board of Directors meeting or special meeting of the Members;
 - (2) A current list of the Members, Directors and Officers of the Corporation, containing their contact information and mailing addresses;
 - (3) A copy of the Certificate of Incorporation and the Bylaws, and any amendments thereto (see Appendixes [A](#) and [B](#)); and
 - (4) A copy of any documents showing the Corporation's federal or state tax exemption status and any documents showing the Corporation's status as a bona fide charitable corporation for the purposes of federal or state law ([see Appendix C](#)).
- B. The Treasurer of the Corporation shall be responsible for keeping the correct and complete books and records of account of the Corporation in compliance with applicable federal and state law.

Article IX
AMENDMENTS

§ 9-1 Amendments to the Bylaws.

- A. Unless otherwise provided herein or by law, the Bylaws of the Corporation may be adopted, amended or repealed upon approval of a quorum of the Board of Directors or, in the case of a special meeting of the Members, upon approval of the entire Membership. **[Amended 11-7-2024]**
- B. Following the adoption of any amendment to these Bylaws by the Members or Directors, as the case may be, the Secretary shall revise the Bylaws as provided in the final motion or resolution to amend the Bylaws as adopted by the Members or Directors. At the next following meeting of the Board of Directors or within 30 days, whichever may be sooner, each of the Officers of the Board shall attest to the fact, in writing, that the amendments to the Bylaws made by the Secretary reflect the true and complete intent of the Members or the Directors in their motion or resolution to amend the Bylaws, at which time the amended Bylaws shall officially come into effect.
- C. Each Member shall receive written notice, by first-class mail, of any amendment to these Bylaws within 30 days after they officially come into effect following adoption by the Board or Members and attestation by the Officers.

§ 9-2 Amendments to the Certificate of Incorporation.

The Certificate of Incorporation may not be amended except as provided in [Article 8](#) of the NCPL.

BYLAWS

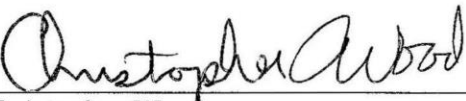
Adoption and Certification

I, Collin T. Hayes, do hereby attest and affirm that the foregoing is a true and correct copy of the Bylaws of the Genesee Valley Rotary Camp, Inc., adopted by a unanimous vote of the Directors present at the March 19, 2024, special meeting of the Board of Directors duly held for that purpose.



Collin T. Hayes
Secretary

Date: 4/18/24


The following Officers, upon inspection of the foregoing, do hereby certify the adoption of these Bylaws, to officially come into effect upon their certification.


Christopher Wood
President

Date: 4/18/24


Stephen Wiener
Vice President

Date: 4/18/24


Elizabeth O'Mara
Treasurer

Date: 4/18/24

BYLAWS OF THE GENESEE VALLEY ROTARY CAMP, INC.

Appendix A

SUBSTANTIVE AMENDMENTS TO THE BYLAWS

Amendment of April 23, 1986

Original Article I, Members, Section 1.1, Qualifications, is amended to add the “Rotary Club of Caledonia-Mumford, New York” to the list of Members of the Corporation.

Amendment of August 10, 1994

Original Article III, Board of Directors, Section 3.2, Number and Term of Office, is amended to read as follows:

The Board of Directors shall consist of two (2) Directors for each Rotary Club which is a member. In the event there shall be a change in the number of members of the Corporation, the number of directors shall be determined by multiplying the number of members of the Corporation by two (2) so that the board shall consist of the two (2) directors for each such member. The directors' term of office shall run from the date of their appointment until their successors are duly appointed. The term of office shall be one (1) year. Each member Rotary Club shall appoint two (2) directors with a one (1) year term each year. Each director shall have one vote.

Amendments of April 18, 2024

At the March 19, 2024, special meeting of the Board of Directors, the Directors in attendance voted unanimously to amend the 1982 Bylaws of the Genesee Valley Rotary Camp, Inc., in its entirety. The amended bylaws officially took effect upon attestation of the Secretary and final certification of the Officers on April 18, 2024. These amendments also included a reorganization and renumbering of the 1982 Bylaws. The following comprises a list of the substantive amendments to the Bylaws approved by the Board of Directors. References to the various sections amended are made using the 2024 renumbering, where applicable.

A. A new § 1-1 is added to read as follows:

- A. *Words and phrases not defined herein shall be construed to have their common meaning unless the context clearly indicates otherwise. The singular number shall denote the plural, and vice-versa, and the present tense shall denote the future tense, and vice-versa, unless the context clearly indicates otherwise. Use of the word “shall” denotes an obligation; “may” is permissive.*
- B. *When used in these Bylaws, the following words and phrases shall have the meaning provided in this subsection, unless the context clearly indicates otherwise:*

BOARD OF DIRECTORS or BOARD – The duly appointed and qualified representatives designated by their respective Member Clubs under § 3-2 hereof to manage and oversee the operation and fiscal affairs of the Corporation and to conduct any activities required or permitted in furtherance of the purposes of the Corporation; the governing body of the Genesee Valley Rotary Camp, Inc.

CAMP WEEK – The week in August of each year during which the Corporation provides an outdoor camping and recreational experience for its beneficiaries at Camp Sam Wood, located at 7772 Camp Road, Portageville, NY.

DIRECTORS – Any one or a number of the representatives duly appointed and qualified under § 3-2 hereof to sit on the Board of Directors of the Genesee Valley Rotary Camp, Inc., by a Member Club of the Corporation

GENESEE VALLEY ROTARY CAMP, INC.

listed under § 2-1A hereof, and any Alternate Directors exercising the rights, powers and privileges of a Director under § 3-3B hereof.

ENTIRE BOARD – The total number of Directors entitled to vote which the Corporation would have if there were no vacancies. For the purposes of these Bylaws, the entire Board shall be calculated as provided in § 3-2A.

FINANCIAL INTEREST – For the purposes of identifying conflicts of interest, a person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- (1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;*
- (2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or*
- (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.*
- (4) “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under this definition and Article IV, a person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.*

FISCAL YEAR – The fiscal year of the Corporation shall commence on January 1 and end on December 31.

GENESEE VALLEY ROTARY CAMP, INC. (GVRC) or CORPORATION – A not-for-profit corporation, incorporated on August 13, 1963, under the laws of New York State and classified as a tax-exempt charitable corporation under Section 501(c)(3) of the Internal Revenue Code [26 U.S.C. § 501(c)(3)], as amended, and § 102, Subdivision (3-a), and § 201, Subdivision (c), of the NPCL, being a community service project organized and sponsored by the Member Clubs listed in § 2-1A of these Bylaws for the purposes of operating a weeklong summer camp for the target demographic at no cost to its beneficiaries and without financial profit to the Corporation, its Members, Officers or Directors; the Members, Officers or Directors of the Corporation or agents or assigns duly authorized to act on its behalf, or any successor corporation.

INTERSTED PERSON – For the purposes of identifying conflicts of interest, an interested person is any Director or Member with Board-delegated governing powers who has a direct or indirect financial interest, as defined herein.

MEMBER CLUBS, MEMBER ROTARY CLUBS, MEMBERS or MEMBERSHIP – Any one or a number of the duly organized Rotary Clubs listed in § 2-1A hereof and recognized as a Club by Rotary International. Depending on the context, “Member” may refer to any one or a number of the members of a Member Club, its governing body, or agents or assigns duly authorized to act on its behalf, or the Member Club as a whole.

MEMBER WITH BOARD-DELEGATED GOVERNING POWERS – Any Member Rotary Club, its governing body or any one or a number of members of said Club who have been designated or appointed by the Board to conduct any activities which would normally be required or permitted to be performed by the Directors.

NPCL – The New York Not-for-Profit Corporation Law, as amended.

OFFICE OF THE CORPORATION – Has the meaning ascribed in §102, Subdivision (11), of the NPCL; such office need not be a place where activities are conducted by the Corporation but shall be the address where any official correspondence or notice required by law may be sent and where the Secretary of State, acting as agent of the Corporation upon whom process may be served, shall mail a copy of any process served upon the agent against the Corporation.

SUBSTANTIVE AMENDMENTS TO THE BYLAWS

OFFICERS – Any one or a number of the Officers of the Board of Directors listed under § 5-1 hereof, being the President, Vice President, Treasurer and Secretary, or such other Officers as the Board may appoint from time to time.

PERSON – One or more natural persons, corporations, partnerships, associations, limited-liability corporations, joint-stock companies, organizations and all other entities subject to legal rights and duties.

ROTARY YEAR – The Rotary year shall commence on July 1 and end on June 30.

TARGET DEMOGRAPHIC or BENEFICIARIES – The attendees of Camp Week; children and young adults (ages eight to 21), residing in Allegany, Livingston, Steuben or Wyoming County, with various disabilities and/or special needs. For the purposes of these Bylaws, “disability” shall have the meaning provided in the New York Human Rights Law, § 292, Subdivision 21, of Article 15 of the New York Executive Law.

B. In § 1-2:

- (1) Subsection A is amended to read as indicated: “...New York Membership Corporations Law (see Appendix B, Certificate of Incorporation and Amendments). It is a charitable corporation organized to conduct a summer camp for handicapped children and young adults (ages eight to 21), residing in Allegany, Livingston, Steuben or Wyoming County, with various disabilities and/or special needs. As such, it is a not-for-profit corporation as defined in subparagraph (5) of Section § 102, Subdivision (5), of the New York Not-for-Profit Corporation Law (NPCL). The Corporation shall not be conducted or operated for purposes of pecuniary profit or financial gain. The Corporation is a Type-B charitable corporation as defined in subparagraph (b) of Section 201 § 102, Subdivision (3-a), of the New York Not-for-Profit Corporation Law NPCL. The Corporation is formed and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 1986 [26 U.S.C. § 501(c)(3)], as it now exists or may hereafter be amended, and § 102, Subdivision (3-b), and § 201, Subdivision (c), of the NPLC, and shall not be operated for the purposes of carrying on a trade or business for profit (see Appendix C, IRS Tax Exemption, NYS Charity Registration and Sales Tax Exemption).”
- (2) Subsection B is amended as indicated: “...Internal Revenue Code of 1954 1986, as it now exists or may hereafter be amended, as provided...”
- (3) Subsection C is amended as indicated: “...earnings of the organization Corporation shall inure to the benefit of, or be distributed to, its Members, trustees Directors, Officers, or other private persons, except that the organization Corporation shall be authorized...”
- (4) Subsection D is amended as indicated: “...activities of the organization Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization Corporation shall not participate in or intervene in, including the by publishing or distribution distributing statements, any political...”

C. In § 2-1:

- (1) Subsection A is amended to repeal “Rotary Club of Cuba, New York,” “Rotary Club of Fillmore, New York” and “Rotary Club of Pavilion, New York.”
- (2) Subsection B is amended as indicated: “...which is a member recognized Club of Rotary International may, if it agrees to support the purposes for which the Corporation is formed

GENESEE VALLEY ROTARY CAMP, INC.

and to abide by the Bylaws and Certificate of Incorporation (see Appendix B), upon approval...”

D. In § 2-2:

- (1) Subsection A is amended as indicated: “The Board of Directors, ~~may from time to time assess dues on an annual or more frequent basis which shall be~~ through its Treasurer or Secretary, shall annually, on or about January 1, send notice by first-class mail of dues payable by...”

- (2) A new Subsection B is added to read as follows:

The total amount of dues assessed shall equal \$60 multiplied by the current number of members of the respective Member Club reported to Rotary International for the Rotary year in which dues are assessed.

- (3) A new Subsection C is added to read as follows:

The formula for calculating the total amount of dues in § 2-2B shall not be modified except by a two-thirds-vote of the Directors present at a meeting of the Board of Directors.

- (4) A new Subsection D is added to read as follows:

In addition to the payment of annual dues, each Member Club may make an annual, or more frequent, donation of goods or services to the benefit of the operations of the Corporation or the Camp Week.

- E. Section 2-3 is amended as indicated: “...notification to the President or Secretary of the Corporation of its withdrawal ~~at the time~~ to be effective upon written ~~withdrawal~~ notice of resignation of the two...”

- F. Section 2-4 is amended as indicated “...of the Corporation, or repeatedly engages in conduct which is detrimental to the Corporation, including violations of Article IV, Conflicts of Interest, such Member may...”

- G. Original Section 2.1, Annual Meeting, is repealed.

H. In § 2-5:

- (1) Subsection A is amended as indicated: “...the President, by ~~the Board of Directors~~ a motion approved by a majority of the Directors voting at a meeting of the Board or, upon the...”

- (2) A new Subsection B is added to read as follows:

The governing body of each Member Club shall designate one or more representatives to attend the special meeting, who shall be a member of said governing body or other member in good standing of the Member Club.

- (3) A new Subsection C is added to read as follows:

C. In accordance with § 603, Subdivision (a), of the NPCL, as amended, the Board of Directors may, in its sole discretion, determine that special meetings of Members be held partially or solely by means of electronic communication. The electronic service and/or platform by which the meeting is held shall be the place of the meeting for purposes of these Bylaws if a meeting is held solely by means of electronic communication. Meetings conducted partially or solely by means of electronic communications in reliance upon this subsection and any Member's electronic participation in such meetings shall be

SUBSTANTIVE AMENDMENTS TO THE BYLAWS

subject to those guidelines and procedures as the Board adopts, provided the Board shall implement reasonable measures to:

- (1) Verify that each person participating electronically is a Member;*
- (2) Provide each Member participating electronically with a reasonable opportunity to participate in the meeting, including an opportunity to propose, object to, and vote upon a specific action to be taken by the Members, and to see, read or hear the proceedings of the meeting substantially concurrently with those proceedings; and*
- (3) Record and maintain a record of any votes or other actions taken by electronic communication at the meeting.*

- I. Section 2-6 is amended as indicated: “A Each Member shall be given written notice of the time, place and purpose of each special meeting of Members. Notice shall be given by the Secretary, in writing, electronically and by first-class mail...”
- J. Section 2-7 is amended as indicated: “...one-third of the Members entire Membership, meaning at least one representative from four of the Member Clubs, shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Members. If there is no quorum, those present may adjourn the meeting if the time and place to which the meeting is adjourned are announced when the adjournment is made and subsequent notice is given to each Member in the manner provided in § 2-6. At the adjourned...”
- K. Section 2-8 is amended as indicated: “...the President, or in his the President’s absence the Secretary Vice President, or in the absence of such Officers a person selected by the meeting, shall act as Chairman Chair. The business of the meeting shall be conducted according to simplified Robert’s Rules of Order (see Appendix D, Simplified Robert’s Rules of Order). The Secretary shall record and sign the minutes of the special meeting and shall distribute the minutes to each of the Members, electronically or by first-class mail, within two weeks following the special meeting. In the event the Secretary shall be absent from a meeting, the President, or acting Chair, shall designate an attendee of the meeting to serve as Secretary in their absence.”
- L. Section 2-9 is amended as indicated: “...by majority vote of Members present at the special meeting.”
- M. Original Section 2.7(b), relating to classification of voters at meetings of the Members, is repealed.
- N. Original Section 2.8, Proxies, is repealed.
- O. In § 2-10:
 - (1) The introductory paragraph is amended as indicated: “In accordance with § 614, Subdivision (a), of the NPCL, as amended, any action to be taken by the Members may be taken without a meeting on written upon consent setting forth the action so taken and signed approved by all of the Members entitled to vote thereon. Such consent may be written or electronic.”
 - (2) A new Subsection A is added to read as follows:

GENESEE VALLEY ROTARY CAMP, INC.

If written, the consent must be executed by the Member or the Member's authorized officer, director, employee or agent by signing such consent or causing the Member's signature to be affixed to such consent by any reasonable means including but not limited to facsimile signature.

(3) A new Subsection B is added to read as follows:

If electronic, the transmission of the consent must be sent by electronic mail or other electronic means and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member.

P. In § 3-1:

- (1) Subsection A is amended as indicated: "...Board of Directors. Each Director shall have one vote."
- (2) Subsection B is amended as indicated: "...Member Rotary Club which ~~elected him~~ appointed them to serve on..."

Q. Original Section 3.2, Number and Term of Office, is repealed.

R. A new § 3-2 is added to read as follows:

- A. *The Board of Directors shall consist of two Directors from each Rotary Club which is a Member. In the event there shall be a change in the number of Members of the Corporation, the number of Directors shall be determined by multiplying the number of Members of the Corporation by two so that the Board shall consist of two Directors for each such Member.*
- B. *In the event of a vacancy arising from the resignation, removal or disability of a Director, or any other circumstance resulting in a vacancy in the role of Director, the Member Club which appointed said Director shall promptly appoint a successor to fill the vacancy by notice to the President or Secretary.*
- C. *The Director's term of office shall run from the date of their appointment until their successor is duly appointed and qualified, but not to exceed five years; however, a Director may be reappointed to the Board at the expiration of the Director's five-year term upon notice by the Member Club to the President or Secretary.*

R. In § 3-3:

- (1) Subsection A is amended as indicated: "...may appoint ~~an two~~ two Alternate ~~for each of the two director it appointed~~ Directors to the Board of Directors. Alternate Directors may attend any meeting of the Board of Directors."
 - (2) Subsection B is amended to read as indicated: "In the absence of a Director from a meeting of the Board, the Alternate may, upon ~~written~~ notice by the ~~secretary~~ President of the Corporation, ~~attend such meeting and~~ exercise ~~therein~~ the rights powers and privileges of the absent Director, provided that an Alternate may only fill the vacancy of a Director appointed by the same Member Club which appointed the Alternate, and provided that the Alternate may only exercise such rights, powers and privileges for the duration of the Director's absence."
- S. Section 3-4 is amended to read as indicated: "~~The Board shall choose a Chairman. The Chairman may be~~ The President of the Corporation shall act as Chair of the Board. In the President's absence the Vice President, or in the absence of such Officers a person selected by the meeting, shall act as Chair. In the event the Secretary shall be absent from any meeting, the ~~chairman~~

SUBSTANTIVE AMENDMENTS TO THE BYLAWS

President, or acting Chair, shall select a Secretary designate a Director to serve as Secretary in their absence."

T. In § 3-5:

- (1) Subsection A is amended as indicated: "...time by giving ~~written~~ notice to the ~~Chairman and President or Secretary~~ of the Corporation and to the Member Rotary Club ~~member~~ which appointed ~~him~~ such Director."
- (2) Subsection B is amended as indicated: "...governing body of the Member Rotary Club which appointed such Director and upon notification of such action to the President or Secretary of the Corporation."
- (3) A new Subsection C is added to read as follows:

A two-thirds majority of Directors present at a meeting of the Board may vote to remove a Director for malfeasance or nonfeasance in office, or for conduct which is detrimental to the purposes of the Corporation, or for violations of Article IV, Conflicts of Interest, upon written notice to said Director and the Member Club which appointed such Director and after an opportunity to be heard at the Board meeting where the removal will be considered.

U. Original 3.6, Vacancies, is repealed.

V. In § 3-6:

- (1) A new Subsection B is added to read as follows:

In accordance with § 708, Subdivision (c), of the NPCL, as amended, a meeting of the Board may be conducted by means of a conference telephone or similar communications equipment or by electronic video screen communication, only in the event that extenuating circumstance prevent a quorum of the Board from attending an in-person meeting, and provided that the Secretary shall give notice to the Directors of the Board's intention to conduct the meeting electronically at least 24 hours in advance of the meeting. In that event, any one or more Directors who is not physically present at the meeting may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

- (2) Subsection C is amended as indicated: "~~In lieu of a meeting,~~ In accordance with § 708, Subdivision (b), of the NPCL, as amended, any action required or permitted to be taken by the Board or committee thereof may be taken without a meeting if all ~~members~~ Directors of the Board or on such committee consent ~~in writing~~ to the adoption of a resolution authorizing such action. Such consent may be written or electronic."

- (3) A new Subsection C(1) is added to read as follows:

If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature.

- (4) A new Subsection C(2) is added to read as follows:

GENESEE VALLEY ROTARY CAMP, INC.

If electronic, the transmission of the consent must be sent by electronic mail or other electronic means and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the Directors of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

(5) A new Subsection D is added to read as follows:

In the event of an emergency situation where Board action is required to sustain the essential functions or purposes of the Corporation, but where written consent of all Directors or a special meeting of the Board is unfeasible or impractical, the Officers of the Board may convene and vote by a three-fourths majority to take only such action as is necessary to resolve the emergency situation, provided that the Board of Directors is apprised of the emergency situation and the actions authorized by the Officers at the next regular meeting of the Board or as soon as practicable after the action is authorized by the Officers.

W. Section 3-7 is amended to read as follows:

- A. *Regular meetings of the Board of Directors shall be held each month from April to September, except in August, at such times and locations as may be fixed from time to time by the Board of Directors. At the conclusion of each monthly meeting, the time and location of the next meeting shall be announced.*
- B. *A notice of meeting, including the time and location of said meeting, shall be distributed electronically by the Secretary to each Director and Alternate at least two weeks before the meeting is scheduled to occur.*
- C. *Minutes of each regular meeting shall be recorded and signed by the Secretary and distributed to the Board with the notice of meeting for the subsequent meeting or within two weeks of the final regular meeting of the year.*
- D. *The business of the Board meeting shall be conducted according to simplified Robert's Rules of Order (see Appendix D). Regular meetings of the Board shall generally include the following items of business, although the agenda and format of a meeting may be modified at any time at the discretion of the Chair:*
 - (1) *Call to order by the Chair.*
 - (2) *Approval of the minutes.*
 - (3) *Presentation and approval of the Treasurer's report.*
 - (4) *President's report.*
 - (5) *Reports from the Camp Director, Assistant Camp Director and/or Health Director.*
 - (6) *Fundraising reports.*
 - (7) *Camper application and registration reports.*
 - (8) *Open items and reports from Directors.*
 - (9) *Adjournment upon a motion seconded and approved by a majority of Directors present.*
- E. *Organizational meeting.*
 - (1) *The first regular meeting of the Board held in April of each year shall be the annual organizational meeting of the Board, at which the Board shall recognize any newly appointed Directors and elect its Officers.*
 - (2) *Officers shall be nominated by a Director; the nomination shall be seconded and the Officer shall be elected by a majority vote of Directors present at the meeting.*

SUBSTANTIVE AMENDMENTS TO THE BYLAWS

(3) *Members shall be reminded to review Article IV, Conflicts of Interest, prior to the meeting and shall declare any potential or actual conflicts of interest at the organizational meeting, although this requirement does not relieve them of the obligation to declare a potential or actual conflict of interest which may arise in the future.*

F. *The August gathering of the Board of Directors during Camp Week shall not be considered a regular meeting of the Board for purposes of this section. Minutes of the gathering will not be recorded and no official action shall be taken by the Board, although a quorum may be present.*

X. In § 3-8:

(1) Subsection A is amended as indicated: “...by the President or, upon request of any three Directors, by the Secretary ~~upon request of any three directors~~. Notice shall state the purpose, time and place of the special meeting. If notice is given orally, in person or by telephone, it shall be given not less than one day before the meeting; if notice is given in writing, electronically or by mail, not...”

(2) A new Subsection B is added to read as follows:

The business of the special meeting shall be conducted in accordance with simplified Robert’s Rules of Order (see Appendix D). Minutes of the special meeting will be recorded and signed by the Secretary and distributed to the Board within two weeks following the special meeting.

Y. In § 3-9:

(1) Subsection A is amended as indicated: “In accordance with § 707 of the NPCL, a quorum of the Board of Directors shall consist of ~~seven~~ six Directors ~~(plus 1 additional director for each 10 directors, or fraction thereof, in the entire Board over a total of 35 directors)~~. For each additional ten Directors (or fraction thereof) over 25 the quorum shall increase by one Director.”

(2) Subsection B is amended as indicated: “Whether or not a quorum is present, a majority of the Directors present ~~whether or not a quorum is present~~ may adjourn any meeting to another time and place, ~~without notice to any Director~~ provided notice is given in accordance with § 3-7B.”

Z. A new Article IV is added to read as follows:

§ 4-1 Purpose.

The purpose of this article is to protect this Corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or Member of the Corporation with Board-delegated governing powers or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable federal and state laws, including § 715 of the NPCL, governing conflicts of interest applicable to nonprofit and charitable organizations.

§ 4-2 Procedures.

A. *Duty to disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors considering the proposed transaction or arrangement.*

GENESEE VALLEY ROTARY CAMP, INC.

- B. *Determining whether a conflict of interest exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors shall decide if a conflict of interest exists.*
- C. *Procedures for addressing the conflict of interest.*
 - (1) *An interested person may make a presentation at the Board meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.*
 - (2) *The President of the Board or, in the event that the President is the subject of the proceedings, the Board-appointed acting Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.*
 - (3) *After exercising due diligence, the Board shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.*
 - (4) *If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors present at the meeting whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.*
- D. *Violations of the conflict of interest policy.*
 - (1) *If the Board has reasonable cause to believe a Director or Member with Board-delegated governing powers has failed to disclose actual or possible conflicts of interest, it shall inform the Director or Member of the basis for such belief and afford the Director or Member an opportunity to explain the alleged failure to disclose.*
 - (2) *If, after hearing the Director's or Member's response and after making further investigation as warranted by the circumstances, the Board determines the Director or Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, up to and including removal of a Director from the Board under § 3-5C or expulsion of a Member under § 2-4.*

§ 4-3 Records of proceedings.

- A. *The minutes of any Board proceedings related to proceedings involving a potential or actual conflict of interest shall be recorded and signed by the Secretary or, in the event the Secretary is the subject of the proceedings, the acting Secretary and shall contain:*
- B. *The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and Board's decision as to whether a conflict of interest in fact existed.*
- C. *The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.*

§ 4-4 Compensation or reimbursement matters.

SUBSTANTIVE AMENDMENTS TO THE BYLAWS

- A. *A voting Director of the Board or a Member with Board-delegated governing powers who receives compensation or reimbursement, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director's or Member's compensation.*
- B. *A voting Director of the Board or a Member with Board-delegated governing powers whose jurisdiction includes compensation or reimbursement matters and who receives compensation or reimbursement, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation or reimbursement.*
- C. *No voting Director of the Board or a Member with Board-delegated governing powers whose jurisdiction includes compensation or reimbursement matters and who receives compensation or reimbursement, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to the Board regarding compensation or reimbursement.*

§ 4-5 Compliance statements.

- A. *Each Director and Member with Board-delegated governing powers shall, upon appointment of the Director to the Board or upon delegation of governing powers to a Member by the Board, or more frequently as required, sign a statement which affirms such person:*
 - (1) *Has received a copy of the conflict of interest policy;*
 - (2) *Has read and understands the policy;*
 - (3) *Has agreed to comply with the policy; and*
 - (4) *Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.*
- B. *The Directors shall be apprised of this policy and asked to declare any actual or potential conflicts of interest at the annual organizational meeting, as provided in § 3-7E(3).*

§ 4-6 Periodic reviews.

- A. *To ensure the Corporation operates in a manner consistent with charitable purposes, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:*
 - (1) *Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.*
 - (2) *Whether partnerships, joint ventures, and arrangements with management organizations and service providers conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.*
- B. *When conducting the periodic reviews, as provided for in § 4-6A, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.*

AA. In § 5-2:

- (1) Subsection A is amended as indicated: "...Board at its ~~first meeting following the annual~~ organizational meeting as provided in § 3-7E."

GENESEE VALLEY ROTARY CAMP, INC.

- (2) Subsection B is amended as indicated: “...extend to the ~~first meeting following the next annual~~ organizational meeting of the Board, or upon the resignation, removal or disability of the Officer, and until ~~his~~ the Officer’s successor is elected...”

BB. In § 5-3:

- (1) Subsection A is amended as indicated: “The President shall act as Chair of the Board of Directors and preside at all meetings of the Directors and special meetings of the Members. The President shall be the chief executive officer of the Corporation and it shall be ~~his~~ the President’s duty to manage...”
- (2) A new Subsection B is added to read as follows:

The President, upon approval of the Board, may enter into agreements or sign contracts on behalf of the Corporation in exchange for services rendered to support the purposes of the Corporation. The President may also be involved in promoting fundraising efforts, researching and applying for grant opportunities and visiting Member Clubs to share information about the Corporation. The President shall collaborate with the Camp Director and the Board to direct the proceeds of fundraising efforts and other assets of the Corporation for the upkeep and any necessary improvements of the Corporation’s facilities and equipment. The President shall collaborate with the Treasurer to ensure that donations, gifts and bequests to the Corporation which are earmarked for a certain project or purpose are disbursed accordingly.

- (3) Subsection C is amended as indicated: “...may be assigned ~~to him~~ from time to time by the Board. The President may delegate any of these powers to any of the Officers, Directors or Members of the Corporation.”

CC. In § 5-5:

- (1) A new Subsection B is added to read as follows:

The Treasurer shall be responsible for insuring that any invoices received or orders for payment from the Corporation’s accounts are satisfied in accordance with the procedures promulgated by the Board in accordance with § 7-2 and for depositing all monies paid to the Corporation in accordance with § 7-3. The Treasurer may research investment strategies or financial instruments that will increase the Corporation’s return on investment while protecting the Corporation’s assets but shall only pursue such options upon consent and approval of the Board. The Treasurer shall collaborate with the President to ensure that donations, gifts and bequests to the Corporation which are earmarked for a certain project or purpose are disbursed accordingly. The Treasurer shall keep a record of all donations received by the Corporation and give notice to the Secretary of the amount received, the contact information of the donor, if available, and the event at which the funds were raised and purpose for which they are earmarked, if applicable. The Treasurer shall coordinate with the Secretary to ensure that all notices of Member dues payable are distributed in accordance with § 2-2A hereof and that such dues are timely and fully paid by the Member Clubs. The Treasurer shall be responsible for filing all required tax information with the IRS and NY State Department of Taxation and Finance on an annual or more frequent basis in accordance with applicable federal and state law.

- (2) Subsection C is amended as indicated: “~~He~~ The Treasurer shall also perform all the duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned ~~to him~~ by the Board.”

DD. In § 5-6:

SUBSTANTIVE AMENDMENTS TO THE BYLAWS

- (1) Subsection A is amended as indicated: "...the Board and special meetings of the Members and to keep record and sign the minutes of all such meetings and retain the minutes of each meeting for recordkeeping purposes as provided under § 8-2A."
- (2) Subsection B is amended as indicated: "~~He~~ The Secretary shall see that all notices required to be given by the Corporation under these Bylaws or any other law are duly given and served. ~~He or she~~ The Secretary shall keep a current list of the Members, Directors and Officers and their contact information and mailing addresses. The Secretary shall have custody of the minutes and of all contracts and documents which are not in the custody of the Treasurer or of some other person authorized by the Board to have such custody. ~~The Secretary shall conduct the meeting in the absence of the President.~~ The Secretary shall coordinate with the Treasurer to ensure that all notices of Member dues payable are distributed in accordance with § 2-2A hereof and that such dues are timely and fully paid submitted by the Member Clubs. The Secretary shall send thank you letters for all donations received by the Corporation before the end of the fiscal year in which the donation was received unless the donor has received a receipt for the contribution through some other means."
- (3) A new Subsection C is added to read as follows:

The Secretary shall also perform such other duties as from time to time may be assigned by the Board.

EE. A new Article VI is added to read as follows:

§ 6-1 Camp Director.

- A. *The Camp Director shall be appointed by and serve at the pleasure of the Board of Directors.*
- B. *The Camp Director shall have extensive experience working with children and young adults, specifically those with disabilities and/or special needs; strong skills in management and administration, specifically in providing outdoor and recreational programming to children and young adults with disabilities and/or special needs; and a demonstrated familiarity of and commitment to the purposes of the Corporation.*
- C. *The Camp Director shall be a nonvoting, ex officio member of the Board of Directors and shall attend all meetings of the Board in an advisory capacity.*
- D. *The Camp Director shall meet the requirements and qualifications of the NY State Sanitary Code, 10 NYCRR 7-2.5. The Camp Director shall be responsible for reviewing all camper applications, making determinations as to whether to accept or deny the applications, and overseeing the registration of campers. The Camp Director shall be responsible for hiring the staff for and managing the day-to-day operations of Camp Week, including insuring the camp is adequately stocked with food, medical supplies and other provisions. The Camp Director shall collaborate with the Board in furtherance of the purposes of Corporation and to promote its efficient operation. The Camp Director shall collaborate with the President and the Board to direct the proceeds of fundraising efforts and other assets of the Corporation for the upkeep and any necessary improvements of the Corporation's facilities and equipment. The Camp Director may also be involved in promoting or coordinating fundraising efforts for the Corporation, researching and applying for grant opportunities and may attend Member Club meetings to provide information about the Corporation. The Camp Director may attend resource fairs, school events, expositions or other occasions to promote the Corporation and recruit potential campers. The Camp Director may delegate any of these responsibilities to the Assistant Camp Director or Health Director or another member of the Camp Week staff.*

§ 6-2 Assistant Camp Director.

GENESEE VALLEY ROTARY CAMP, INC.

- A. *The Assistant Camp Director shall be appointed by the Camp Director, subject to approval by the Board of Directors, and shall serve at the pleasure of the Board.*
- B. *The Assistant Camp Director shall meet the requirements and qualifications of the NY State Sanitary Code, 10 NYCRR 7-2.5. The Assistant Camp Director shall have extensive experience working with children and young adults, specifically those with disabilities and /or special needs; strong skills in management and administration, specifically in providing outdoor and recreational programming to children and young adults with disabilities and /or special needs; and a demonstrated familiarity of and commitment to the purposes of the Corporation.*
- C. *The Assistant Camp Director shall be a nonvoting, ex officio member of the Board of Directors and shall attend all meetings of the Board in an advisory capacity.*
- D. *The Assistant Camp Director shall assist the Camp Director in the Camp Director's various duties and shall act as Camp Director in the Camp Director's absence or disability. The Assistant Camp Director shall collaborate with the Board in furtherance of the purposes of the Corporation and to promote its efficient operation.*

§ 6-3 Camp Health Director.

- A. *The Camp Health Director shall be appointed by the Camp Director, subject to approval by the Board of Directors, and shall serve at the pleasure of the Board of Directors.*
- B. *The Camp Health Director shall meet the requirement and qualifications of the NY State Sanitary Code, 10 NYCRR 7-2.8. The Camp Health Director shall have a background and formal training in healthcare and extensive experience working with children and young adults, specifically those with disabilities and /or special needs; strong skills in recordkeeping and administration and experience in the management of healthcare records; and a demonstrated familiarity of and commitment to the purposes of the Corporation.*
- C. *The Camp Health Director shall be a nonvoting, ex officio member of the Board of Directors and shall attend all meetings of the Board in an advisory capacity.*
- D. *The Camp Health Director shall be responsible for reviewing all camper applications and the submitted health histories to discern each camper's specific medical needs, including any allergies or dietary restrictions. The Camp Health Director shall be responsible for filing and maintaining the relevant medical records for all campers using the approved software and in accordance with applicable federal and state laws. The Health Director shall coordinate with the Camp Director to ensure that the camp is adequately stocked with medical supplies. During Camp Week, the Camp Health Director shall be responsible for disbursing all medications to campers as prescribed by their primary care physician and for attending to the immediate medical needs of the campers in accordance with standing orders and under the direction of a local physician. The Camp Health Director shall coordinate with a local physician for the provision of physical examinations to all campers during Camp Week. The Camp Health Director shall collaborate with the Board in furtherance of the purposes of Corporation and to promote its efficient operation.*

§ 6-4 Other Camp Week staff.

- A. *All other Camp Week staff shall be hired by the Camp Director, subject to approval by the Board of Directors, on a full- or part-time basis, either as a volunteer or for compensation. Camp Week staff may be involved in providing recreational programming or entertainment to campers, as lifeguards or swim instructors, as kitchen or support staff, or in some other capacity to facilitate the effective day-to-day operations of Camp Week.*
- B. *The Camp Director shall be responsible for ensuring that all Camp Week staff meet the applicable requirements and qualifications of the NY State Sanitary Code, 10 NYCRR 7-2.5. Camp Week Staff who will work directly with campers shall have some experience working with children and young adults, preferably those with disabilities and /or special needs; some experience and an interest in providing outdoor and recreational programming to children and young adults, preferably those with disabilities and /or special needs; and a*

SUBSTANTIVE AMENDMENTS TO THE BYLAWS

demonstrated familiarity of and commitment to the purposes of the Corporation. Camp Week Staff who will work in support services shall have some experience and skills in the necessary functions of their roles and a demonstrated familiarity of and commitment to the purposes of the Corporation.

- C. *All Camp Week staff who may be alone with campers or who will remain on the premises overnight shall be required to undergo a background check in accordance with § 1392-a of the NY Public Health Law, as amended.*

FF. Section 8-1 is amended to read as follows:

The Corporation shall maintain a post office box as its office, as that term is defined in § 1-1B. The location of the post office box shall be as set from time to time by the Officers or Board of Directors.

GG. Section 8-2 is amended to read as follows:

- A. *The records of the Board shall be kept by the Secretary. Electronic records dating to the Corporation's inception shall be stored on a cloud computing drive accessible to all Directors and on an external hard drive in the possession of the Secretary. Paper records shall be maintained for 10 years after the date of their creation. Paper records older than 10 years may be shredded or otherwise destroyed to protect any confidential information which may be contained therein upon a motion approved by a majority of Directors present at a meeting of the Board of Directors. The following records of the Board shall be kept at by the Secretary:*
- (1) Minutes of the proceedings of any Board of Directors meeting or special meeting of the Members;*
 - (2) A current list of the Members, Directors and Officers of the Corporation, containing their contact information and mailing addresses;*
 - (3) A copy of the Certificate of Incorporation and the Bylaws, and any amendments thereto (see Appendixes A and B); and*
 - (4) A copy of any documents showing the Corporation's federal or state tax exemption status and any documents showing the Corporation's status as a bona fide charitable corporation for the purposes of federal or state law (see Appendix C).*
- B. *The Treasurer of the Corporation shall be responsible for keeping the correct and complete books and records of account of the Corporation in accordance with applicable federal and state records.*

HH. Original Article VIII, Fiscal Year, is repealed.

II. In § 9-1:

- (1) Subsection A is amended as indicated: "Unless otherwise provided herein or by law, the Bylaws of the Corporation may be adopted, amended or repealed by a majority vote of the Members of the Corporation present at a special meeting of the Members or by a majority vote of the Directors of the Corporation present at any meeting of the Board of Directors. Bylaws may also..."
- (2) A new Subsection B is added to read as follows:

Following the adoption of any amendment to these Bylaws by the Members or Directors, as the case may be, the Secretary shall revise the Bylaws as provided in the final motion or resolution to amend the Bylaws as adopted by the Members or Directors. At the next following meeting of the Board of Directors or within 30 days, whichever may be sooner, each of the Officers of the Board shall attest to the fact, in writing, that the amendments to the Bylaws made by the Secretary reflect the true and complete intent of the Members

GENESEE VALLEY ROTARY CAMP, INC.

or the Directors in their motion or resolution to amend the Bylaws, at which time the amended Bylaws shall officially come into effect.

(3) A new Subsection C is added to read as follows:

Each Member shall receive written notice, by first-class mail, of any amendment to these Bylaws within 30 days after they officially come into effect following adoption by the Board or Members and attestation by the Officers.

JJ. A new § 9-2 is added to read as follows:

The Certificate of Incorporation may not be amended except as provided in Article 8 of the NCPL.

Amendments of November 7, 2024

At a November 7, 2024, special meeting, the Board of Directors, having voted to approve the admittance of the LeRoy Rotary Club as a Member Club of the Corporation at a regular meeting of the Board of Directors duly held on September 18, 2024, voted unanimously to approve the adoption of the following amendments to the Corporation's Bylaws to provide for said admittance and for other technical revisions to the Bylaws:

Article I, General Provisions.

A. In § 1-1B:

(1) The definition of "Camp Week" is amended to read as follows:

The week in August each year during which the Corporation provides a free, outdoor camping and recreational experience for its beneficiaries at a location determined from time to time by resolution of the Board.

(2) The definition of "Member Clubs, Member Rotary Clubs, Members or Membership" is amended as indicated: "...as a whole. For the purposes of these Bylaws, the 'entire Membership' shall equal the total number of Member Clubs listed in § 2-1A hereof."

(3) The definition of "target demographic or beneficiaries" is amended as indicated: "...residing in Allegany, Livingston, Stueben or Wyoming Counties or the surrounding areas, with various disabilities..."

B. In § 1-2:

(1) Subsection A is amended as indicated: "...residing in Allegany, Livingston, Stueben or Wyoming Counties or the surrounding areas, with various disabilities..."

(2) A new Subsection E is added to read as follows:

Nothing contained in these Bylaws shall authorize or empower the Corporation to perform or engage in any act or practice prohibited by the General Business Law § 340 or any other antimonopoly or antitrust statute of the State of New York.

Article II, Members.

In § 2-1:

A. In Subsection A:

SUBSTANTIVE AMENDMENTS TO THE BYLAWS

- (1) A new Subsection A(7) is added to read as follows:

Rotary Club of LeRoy, New York.

- (2) Subsection A(7) through (13) are renumbered as Subsection A(8) through (14), respectively.

- B. Subsection B is amended to read as follows:

Any other duly organized Rotary Club located within the Counties of Allegany, Livingston, Steuben and Wyoming, or the surrounding areas, which is a recognized Club of Rotary International may, if it agrees to support the purposes for which the Corporation is formed and to abide by the Bylaws and Certificate of Incorporation (see Appendix B), upon approval of a quorum of the Board of Directors or, in the case of a special meeting of the Members, upon approval of a majority of the entire Membership of the Corporation, become a member of the Corporation.

Article III, Board of Directors.

- A. Section 3-7D(9) is amended to read as follows:

Adjournment of meeting upon a motion and second.

- B. Section 3-9A is amended as indicated: "...Directors (or fraction thereof) over ~~25~~ 35 the quorum shall increase..."

Article IX, Amendments.

Section 9-1A is amended to read as follows:

Unless otherwise provided herein or by law, the Bylaws of the Corporation may be adopted, amended or repealed upon approval of a quorum of the Board of Directors or, in the case of a special meeting of the Members, upon approval of a majority of the entire Membership.

BYLAWS OF THE GENESEE VALLEY ROTARY CAMP, INC.

Appendix B

CERTIFICATE OF INCORPORATION AND AMENDMENTS

BYLAWS OF THE GENESEE VALLEY ROTARY CAMP, INC.

CERTIFICATE OF INCORPORATION
OF
GENESEE VALLEY ROTARY CAMP, INC.
PURSUANT TO THE MEMBERSHIP CORPORATIONS LAW

WE, the undersigned, for the purpose of forming a membership corporation pursuant to the Membership Corporations Law of the State of New York, do hereby certify:

1. The name of the proposed corporation shall be
GENESEE VALLEY ROTARY CAMP, INC.

2. The purposes for which it is to be formed are:

(a) To conduct a summer camp for physically handicapped boys and girls without financial profit, by the development of plans for their instruction, entertainment and recreation.

(b) To purchase lease, or otherwise acquire, and to sell, mortgage, or lease, real or personal property to carry out the camping purposes.

3. The territory in which its operations are principally to be conducted is, the counties of Allegany, Livingston, Wyoming and Steuben, in the State of New York.

4. The City and County in which its office is to be located, is the ~~State of New York~~ ^{Town of Avon} County of Livingston and State of New York.

5. The number of its directors shall be not less than fifteen (15) or more than twenty-five (25).

6. The names and residences of the directors until the first annual meeting are:

<u>NAME</u>	<u>RESIDENCE</u>
Samuel M. Saltzer	Box 65, Sonyea, N. Y.
Lester J. Wilcox	Box 92, Sonyea, N. Y.
Jacinto A. Furlan	381 Genesee St., Avon, N. Y.
Clinton E. Ashcraft	Haughton, N. Y.
Fred Winchip	Fillmore, N. Y.
Thomas E. Byrnes	Nunda, N. Y.
William Kingham	Cuylerville, N. Y.
Harry G. Nolan	Lima, N. Y.
Lewis J. Servanti	16 Prospect St., Perry, N. Y.
Gerald B. Smith	Pavilion, N. Y.

393086

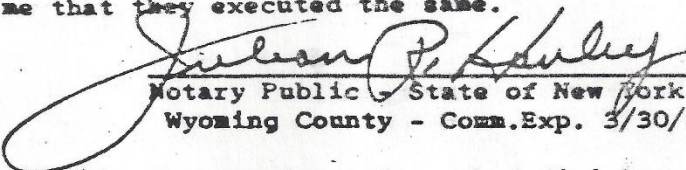
CERTIFICATE OF INCORPORATION AND AMENDMENTS

STATE OF NEW YORK

COUNTY OF LIVINGSTON


On this 13th day of February, 1963, before me, personally came SAMUEL M. SELTZER, LESTER J. WILCOX, JACINTH A. FURLAN,
F. PATRICK CONLON, CLINTON E. ASHCRAFT, ROBERT S. DEWAR, WILLIAM
H. KINGHAM, THOMAS E. BYRNES, HARRY G. NOLAN, LEWIS J. SERVENTI,
GERALD B. SMITH, IRA L. BROWNE, FRED WINCHIP and DENO J. PAPPAS

to me known and known to me to be the persons described in and who executed the foregoing instrument, and they thereupon severally duly acknowledged to me that they executed the same.


Notary Public, State of New York
Wyoming County - Comm. Exp. 3/30/63

I, a Justice of the Supreme Court Seventh Judicial District, hereby approve the foregoing Certificate of Incorporation.


Justice of the Supreme Court

 Dated: Aug 18 1963
Feb 27 1963

STATE OF NEW YORK

COUNTY OF LIVINGSTON

SAMUEL M. SELTZER, LESTER J. WILCOX, JACINTH A. FURLAN,
F. PATRICK CONLON, CLINTON E. ASHCRAFT, ROBERT S. DEWAR, WILLIAM
H. KINGHAM, THOMAS E. BYRNES, HARRY G. NOLAN, LEWIS J. SERVENTI,
GERALD B. SMITH, IRA L. BROWNE, FRED WINCHIP and DENO J. PAPPAS;

each being duly sworn deposes and says that he is one of the persons described in and who executed the foregoing Certificate of Incorporation, and that he is of full age and a citizen of the United States, and resident of the State of New York.

BYLAWS OF THE GENESEE VALLEY ROTARY CAMP, INC.

<u>NAME</u>	<u>RESIDENCE</u>
<u>Ira L. Browne</u>	<u>Avon, N. Y.</u>
<u>Deno J. Pappas</u>	<u>99 Main St., Danaville, N. Y.</u>
<u>Alton J. Hauck</u>	<u>12 Andrus Ave., Perry, N. Y.</u>
<u>H. E. Van Patton</u>	<u>Wayland, N. Y.</u>
<u>William Davis</u>	<u>Danaville, N. Y.</u>
<u>Ralph Hutton</u>	<u>Geneseo, N. Y.</u>
<u>Robert Dewar</u>	<u>Geneseo, N. Y.</u>
<u>Owen R. Fitzpatrick</u>	<u>Lima, N. Y.</u>
<u>John Carey</u>	<u>Livonia, N. Y.</u>
<u>Frank West</u>	<u>Livonia, N. Y.</u>
<u>Hubert McMaster</u>	<u>Nunda, N. Y.</u>
<u>Robert Anderson</u>	<u>Pavilion, N. Y.</u>
<u>Stewart Bradley</u>	<u>Pavilion, N. Y.</u>

7. All of the subscribers to this certificate are of full age; at least two-thirds of them are citizens of the United States; at least one of them is a resident of the State of New York, and of the persons named as directors, at least one of them is a citizen of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged this certificate this 18th day of February, 1963.

<u>James J. Ligon</u>	<u>Ida L. Nolan</u>
<u>Dexter J. Gilson</u>	<u>Leona J. Davenport</u>
<u>Garth A. Furlan</u>	<u>Revered B. Smith</u>
<u>Edith M. Conlon</u>	<u>Ira L. Browne</u>
<u>Clifton E. Edwards</u>	<u>Fred Winchips</u>
<u>Robert S. Dewar</u>	<u>Deno J. Pappas</u>
<u>Wm. H. Kuylen</u>	
<u>Thomas E. Byrne</u>	

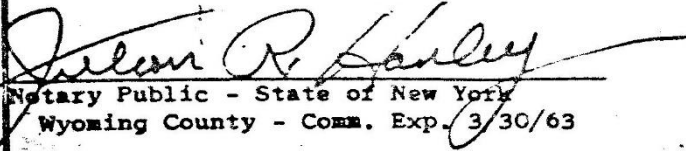
CERTIFICATE OF INCORPORATION AND AMENDMENTS

~~Samuel J. Lacy~~
Rustin J. Hilcox
Jacynth A. Turlan
A. Patrick Conlon
Clinton E. Ashcraft
Robert S. Dewar
Niffin H. Kung'ha
Thomas E. Byrnes

Harry L. Nolan
Louis J. DeWanti
Gerald B. Smith
Ira L. Browne
Fred W. Winkler
Deno J. Pappas

Subscribed and sworn to before me

this 13th day of February, 1963.


Notary Public - State of New York
Wyoming County - Comm. Exp. 3/30/63

BYLAWS OF THE GENESEE VALLEY ROTARY CAMP, INC.

CERTIFICATE OF AMENDMENT

of the

CERTIFICATE OF INCORPORATION

-of-

GENESEE VALLEY ROTARY CAMP, INC.

UNDER SECTION 803 OF THE "NOT-FOR-PROFIT CORPORATION LAW"

Donald Bartalo and Gerald R. Watson, being respectively the president and the secretary of Genesee Valley Rotary Camp, Inc., do hereby certify:

- 1.) The name of the corporation is Genesee Valley Rotary Camp, Inc.
- 2.) The certificate of incorporation was filed by the New York Department of State on August 12, 1963.
- 3.) Genesee Valley Rotary Camp, Inc. is a corporation as defined in subparagraph (a)(5) of section 102 of the Not-for-Profit Corporation Law and is a Type B corporation as defined in section 201 of that law and after the changes in the corporate purposes contained herein become effective, the corporation shall be a Type B corporation as defined in section 201 of that law.
- 4.) The following approvals or consents were endorsed upon or annexed to the certificate of incorporation:
 - a.) Approval of George D. Newton, Justice of the Supreme Court, Seventh Judicial District, State of New York dated August 8, 1963.
 - b.) Approval of the State Board of Social Welfare, State of New York dated July 18, 1963.

CERTIFICATE OF INCORPORATION AND AMENDMENTS

- 2 -

Prior to delivery of this certificate of amendment to the Department of State for filing, all approvals or consents required will be endorsed upon or annexed hereto.

5.) The post office address to which the Secretary of State shall mail a copy of any notice required by law is:

Genesee Valley Rotary Camp, Inc.
Box 514
Castile, New York 14427

6.) The New York Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served and the post office address to which the Secretary of State shall mail a copy of any process against it served upon him is:

Genesee Valley Rotary Camp, Inc.
Box 514
Castile, New York 14427

7.) The certificate of incorporation is amended as follows: a. to add the words "mentally and emotionally" to the purpose clause. Paragraph 2 of the certificate is amended to read as follows:

2. The purposes for which it is to be formed are:

- (a) To conduct a summer camp for physically, mentally and emotionally handicapped boys and girls without financial profit, by the development of plans for their instruction, entertainment and recreation excluding, however, any purposes which would require an operating certificate from the Commissioner of Mental Hygiene.
- (b) To purchase, lease or otherwise acquire, and to sell, mortgage, or lease, real or personal property to carry out the camping purposes.

b. to remove the restriction on the number of

BYLAWS OF THE GENESEE VALLEY ROTARY CAMP, INC.

- 3 -

directors of the corporation. Paragraph 5 of the certificate is hereby deleted.

c. to add a paragraph concerning its activities as a tax-exempt not-for-profit corporation. The following new Paragraph 5 is hereby added to the certificate:

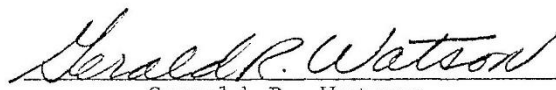
5. The corporation shall not be conducted or operated for purposes of pecuniary profit or financial gain. The corporation is formed and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as it now exists or may hereafter be amended, and shall not be operated for the purpose of carrying on a trade or business for profit. In the event of the liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, or by operation of law, the directors of the corporation shall, pursuant to Article 10 of the Not-for-Profit Corporation Law, dispose of all assets of the corporation by distributing them to such institutions, having purposes and objectives similar to those of the corporation and being exempt from Federal income tax under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, as it now exists or may hereafter be amended, as provided in a plan of dissolution and distribution adopted and approved pursuant to Article 10 of the Not-for-Profit Corporation Law.

8.) The above amendments to the certificate of incorporation were authorized by vote of a majority of all members entitled to vote thereon at a meeting of the members.

IN WITNESS WHEREOF, we have signed this certificate as of the 18th day of November, 1981.



Donald Bartalo
President



Gerald R. Watson
Secretary

CERTIFICATE OF INCORPORATION AND AMENDMENTS

-4-

AFFIRMATION

Donald Bartalo, one of the persons who executed the foregoing certificate, affirms that the statements contained therein are true, under penalty of perjury.

Dated: Dansville, New York
March 17, 1982


Donald Bartalo

BYLAWS OF THE GENESEE VALLEY ROTARY CAMP, INC.

CERTIFICATE OF AMENDMENT

of the

CERTIFICATE OF INCORPORATION

-of-

GENESEE VALLEY ROTARY CAMP, INC.

UNDER SECTION 803 OF THE "NOT-FOR-PROFIT CORPORATION LAW"

Donald Bartalo and David L. Henehan, being respectively the president and the secretary of Genesee Valley Rotary Camp, Inc. do hereby certify:

1.) The name of the corporation is Genesee Valley Rotary Camp, Inc.

2.) The certificate of incorporation was filed by the New York Department of State on August 12, 1963.

3.) A certificate of amendment of the certificate of incorporation was filed by the New York Department of State on March 15, 1982.

4.) The corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for Profit Corpora-

CERTIFICATE OF INCORPORATION AND AMENDMENTS

-2-

tion Law and is Type B Corporation as defined in Section 201 of that law.

5.) The New York Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served and the post office address to which the Secretary of State shall mail a copy of any process against it served upon him is:

Genesee Valley Rotary Camp, Inc.
% David L. Henehan, Secretary
Box 70
Avon, New York 14414

6.) The certificate of incorporation is amended to add two paragraphs concerning its activities as a tax-exempt, not-for-profit corporation. The following new paragraphs 6 and 7 are hereby added to the certificate:

6. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

BYLAWS OF THE GENESEE VALLEY ROTARY CAMP, INC.

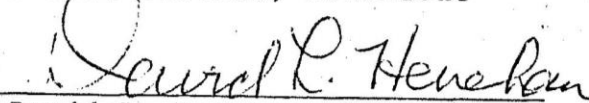
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7. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

7.) The above amendments to the certificate of incorporation were authorized by unanimous vote of the members of the corporation at the annual meeting of the members of the corporation held on April 20, 1983, after notice of said meeting and of the above amendments was duly given to the members of the corporation.

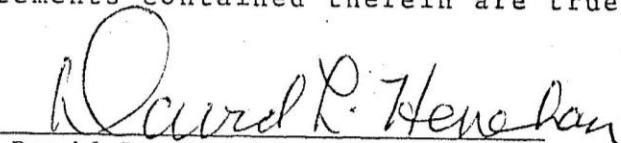
IN WITNESS WHEREOF, we have signed this certificate as of this 20th day of April, 1983.


Donald Bartalo, President


David L. Henehan, Secretary

AFFIRMATION

David L. Henehan, one of the persons who executed the foregoing certificate, affirms that the statements contained therein are true under penalty of perjury.


David L. Henehan

Dated: Avon, New York
April 20, 1983

ERGSTROM
EAR HEAD
SAFETY

ERGST
EAR HEAD
SAFETY

HERO HARRISON, the State Board of
Social Welfare has caused this warrant to be
signed in accordance with the provisions of the
statutes and its by-laws, and the official seal of
the Board and of the Department to be here-
unto affixed, this eighteenth day of
July, in the year one thousand
nine hundred and sixty-three.

hundred and sixty-three.

George H. Brown
Commissioner

0-7 K-55 N1 X 1.4m J 24T

618

CERTIFICATE OF DEEDS

THOMAS VALLEY ROTARY CLUB

Livingston

HANLEY & HANLEY

UNIVERSITY AND COLLEGE GRAD

11-17-1964

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393096

STATE OF NEW YORK
DEPARTMENT OF STATE

DEPARTMENT OF STATE

FILED AUG 18 1983

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Reverend Mr. Lusk

1947-48

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BYLAWS OF THE GENESEE VALLEY ROTARY CAMP, INC.

Appendix C

IRS TAX EXEMPTION, NYS SALES TAX EXEMPTION AND CHARITY REGISTRATION

IRS TAX EXEMPTION, NYS SALES TAX EXEMPTION AND CHARITY REGISTRATION

Internal Revenue Service

Department of the Treasury

District
Director

~~XXXXXXXXXXXXXXXXXXXX~~
P.O. Box 1680 Brooklyn, NY 11202

Date: SEP 29 1982

Genesee Valley Rotary Camp, Inc.
Box 514
Castile, New York 14427

Employer Identification Number:
16-0868264
Accounting Period Ending:
December 31
Form 990 Required: ☒ Yes ☐ No
Person to Contact:
E. Birnbaum
Contact Telephone Number:
(212) 330-7370

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

We have further determined that you are not a private foundation within the meaning of section 509(a) of the Code, because you are an organization described in section(s) 509(a)(1) and 170(b)(1)(A)(vi).

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status and foundation status. Also, you should inform us of all changes in your name or address.

Generally, you are not liable for social security (FICA) taxes unless you file a waiver of exemption certification as provided in the Federal Insurance Contributions Act. If you have paid FICA taxes without filing the waiver, you should contact us. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Since you are not a private foundation, you are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Letter 947(DO) (5-77)

BYLAWS OF THE GENESEE VALLEY ROTARY CAMP, INC.

The line checked in the heading of this letter shows whether you must file Form 990, Return of Organization Exempt from Income Tax. If Yes is checked, you are required to file Form 990 only if your gross receipts each year are normally more than \$10,000, or \$25,000 for years ended on or after December 31, 1982. If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, when a return is filed late, unless there is reasonable cause for the delay.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T. In this letter, we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees.

If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

Because this letter could help resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

TSC Thomas P. Coleman

District Director

cc: David L. Henehen, Esq.
c/o Middleton, Wilson & Boylan
30 Genesee Street
Avon, New York 14414

The attached is an integral part of this determination letter.

Letter 947(DO) (5-77)

IRS TAX EXEMPTION, NYS SALES TAX EXEMPTION AND CHARITY REGISTRATION

This exemption is granted with the understanding that within 6 months from the date of this letter Genesee Valley Rotary Camp, Inc. will amend the Certificate of Incorporation so that the organization's purposes do not go beyond the purposes of an organization exempt under Section 501(c)(3) of the Internal Revenue Code. This can be accomplished by adding the following paragraph(s) to the Certificate of Incorporation:

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Exemption will become permanent upon the receipt of the amended Certificate of Incorporation and the filing receipt for the amended copy of the Certificate.

Failure to respond within the 6 month period will result in action to revoke your tax-exempt status.

BYLAWS OF THE GENESEE VALLEY ROTARY CAMP, INC.

Internal Revenue Service
P.O. Box 2508
Cincinnati, OH 45201

Department of the Treasury

MAR 25 2014

Date: March 21, 2014

GENESEE VALLEY ROTARY CAMP INC
PO BOX 190
AVON NY 14414-1428

Person to Contact:

Mrs. Day #0110209

Toll Free Telephone Number:

877-829-5500

Employer Identification Number:

16-0868264

Dear Sir or Madam:

This is in response to your July 15, 2013 request for information regarding your tax-exempt status.

Our records indicate you were recognized as exempt under section 501(c)(3) of the Internal Revenue Code in a determination letter issued in September 1982.

Our records also indicate you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section 509(a)(1) and 170(b)(1)(A)(vi).

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Please refer to our website www.irs.gov/charities for information regarding filing requirements. Specifically, note that section 6033(j) of the Code automatically revokes the tax-exemption of any organization that fails to satisfy its filing requirement for three consecutive years. The automatic revocation of exemption is effective as of the due date of the third required annual filing or notice. The IRS maintains a list of organizations whose tax-exempt status was automatically revoked at IRS.gov.

If you have any questions, please call the phone number in the heading of this letter.

Sincerely,



Tamera Ripperda
Director, Exempt Organizations

IRS TAX EXEMPTION, NYS SALES TAX EXEMPTION AND CHARITY REGISTRATION



New York State Department of
TAXATION and FINANCE
AUDIT DIVISION
Central Corporation Tax Section
State Campus, Albany, NY 12227

April 10, 1985

- Genesee Valley Rotary Camp, Inc.
P.O. Box 70
Avon, New York 14414

Attention: David L. Henehan

RE: EIN #16-0868264

Dear Mr. Henehan:

We have reviewed the completed Form CT-247 and related information recently submitted.

You are considered to be exempt from tax in accordance with the provision of Regulation Section 1-3.4(b)(6) promulgated August 31, 1976 by the State Tax Commission. If you are subject to the federal tax on unrelated business income you must file franchise tax reports on Form CT-13.

You are required to notify this Bureau of any changes in your federal tax status. Thank you for your cooperation.

Sincerely,

A handwritten signature in cursive script that reads "Ruth I. Havens".

Ruth I. Havens
Corporation Tax Audit
Telephone (518) 457-5325

RIH/dmb

BYLAWS OF THE GENESEE VALLEY ROTARY CAMP, INC.

119(7/79) State of New York - Department of Taxation and Finance - Exempt Organization Section, Technical Services Bureau

EXEMPT ORGANIZATION CERTIFICATE

The organization named below is exempt from payment of the New York State and local sales and use tax according to the provisions of the Tax Law.

The number shown on this certificate must be entered on any Exempt Organization Certification (ST-119.1) presented to a vendor. If this certificate is lost or destroyed, you may obtain a replacement by notifying the Technical Services Bureau.

This certificate does not require renewal and will remain in effect unless it is revoked or cancelled. Exempt status may be revoked for any reason constituting misuse of the authority granted under this certificate.

Genesee Valley Rotary Camp, Inc.
Box 514
Castile, NY 14427

NOT TRANSFERABLE - RETAIN IN YOUR FILES

CERTIFICATE NUMBER EX-169876
DATE ISSUED April 16, 1982

Thomas J. Puccio
Director, Technical Services Bureau

BYLAWS OF THE GENESEE VALLEY ROTARY CAMP, INC.

Appendix D SIMPLIFIED ROBERT'S RULES OF ORDER

Guiding Principles:

- Everyone has the right to participate in discussion if they wish, before anyone may speak a second time.
- Everyone has the right to know what is going on at all times. Only urgent matters may interrupt a speaker.
- Only one thing (motion) can be discussed at a time.

A **motion** is the topic under discussion (e.g., "I move that we add a coffee break to this meeting"). After being recognized by the president of the board, any member can introduce a motion when no other motion is on the table. A motion requires a second to be considered. If there is no second, the matter is not considered. Each motion must be disposed of (passed, defeated, tabled, referred to committee, or postponed indefinitely).

How to do things:

You want to bring up a new idea before the group.

After recognition by the president of the board, present your motion. A second is required for the motion to go to the floor for discussion, or consideration.

You want to change some of the wording in a motion under discussion.

After recognition by the president of the board, move to amend by

- Adding words;
- Striking words; or
- Striking and inserting words.

You like the idea of a motion being discussed, but you need to reword it beyond simple word changes.

Move to substitute your motion for the original motion. If it is seconded, discussion will continue on both motions and eventually the body will vote on which motion they prefer.

You want more study and/or investigation given to the idea being discussed.

Move to refer to a committee. Try to be specific as to the charge to the committee.

You want more time personally to study the proposal being discussed.

Move to postpone to a definite time or date.

You are tired of the current discussion.

Move to limit debate to a set period of time or to a set number of speakers. Requires a 2/3rd vote.

You have heard enough discussion.

GENESEE VALLEY ROTARY CAMP, INC.

Move to close the debate. Also referred to as calling the question. This cuts off discussion and brings the assembly to a vote on the pending question only. Requires a 2/3rds vote.

You want to postpone a motion until some later time.

Move to table the motion. The motion may be taken from the table after 1 item of business has been conducted. If the motion is not taken from the table by the end of the next meeting, it is dead. To kill a motion at the time it is tabled requires a 2/3rds vote. A majority is required to table a motion without killing it.

You believe the discussion has drifted away from the agenda and want to bring it back.

“Call for orders of the day.”

You want to take a short break.

Move to recess for a set period of time.

You want to end the meeting.

Move to adjourn.

You are unsure the president of the board announced the results of a vote correctly.

Without being recognized, call for a “division of the house.” A roll call vote will then be taken.

You are confused about a procedure being used and want clarification.

Without recognition, call for "Point of Information" or "Point of Parliamentary Inquiry." The president of the board will ask you to state your question and will attempt to clarify the situation.

You have changed your mind about something that was voted on earlier in the meeting for which you were on the winning side.

Move to reconsider. If the majority agrees, the motion comes back on the floor as though the vote had not occurred.

You want to change an action voted on at an earlier meeting.

Move to rescind. If previous written notice is given, a simple majority is required. If no notice is given, a 2/3rds vote is required.

Unanimous Consent:

If a matter is considered relatively minor or opposition is not expected, a call for unanimous consent may be requested. If the request is made by others, the president of the board will repeat the request and then pause for objections. If none are heard, the motion passes.

You may INTERRUPT a speaker for these reasons only:

- To get information about business –point of information to get information about rules–parliamentary inquiry.
- If you can't hear, safety reasons, comfort, etc. –question of privilege o if you see a breach of the rules –point of order.
- If you disagree with the president of the board's ruling –appeal o if you disagree with a call for Unanimous Consent –object.

SIMPLIFIED ROBERT'S RULES OF ORDER

Quick Reference					
	Must Be Seconded	Open for Discussion	Can be Amended	Vote Count Required to Pass	May Be Reconsidered or Rescinded
Main Motion	✓	✓	✓	Majority	✓
Amend Motion	✓	✓		Majority	✓
Kill a Motion	✓			Majority	✓
Limit Debate	✓		✓	2/3rds	✓
Close Discussion	✓			2/3rds	✓
Recess	✓		✓	Majority	
Adjourn (End meeting)	✓			Majority	
Refer to Committee	✓	✓	✓	Majority	✓
Postpone to a later time	✓	✓	✓	Majority	✓
Table	✓			Majority	
Postpone Indefinitely	✓	✓	✓	Majority	✓