

CHESHIRE COMMUNITY ACTION TEAM, INC.

BY-LAWS

Cheshire Community Action Team, Inc., (CCAT) is incorporated under the laws of the State of New York for the purposes of preserving the properties and the promotion of the welfare of the community and residents of the Hamlet of Cheshire in the Town of Canandaigua and the County of Ontario all as more fully set forth in the Certificate of Incorporation of the Corporation.

ARTICLE I - OFFICES

The principal offices of the Corporation shall be in the Town of Canandaigua, County of Ontario and State of New York. The Corporation may also have offices at such other places within the State of New York as the Board may from time-to-time determine or the business of the Corporation may require.

ARTICLE II - DIRECTORS

1. Board of Directors

Subject to any provision in the Certificate of Incorporation, the business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen years of age and a citizen of the United States.

2. Number of Directors and Conflicts of Interest

The number of Directors shall be not less than three (3) nor more than eleven (11), but always be comprised of an odd number of Directors, ranging from 3 to 11.

3. Temporary Conflicts of Interest

From time-to-time conflicts of interest may arise due to area of residence, personal relationships or other types of relationships. The Directors will be required to announce the any conflict and abstain from voting on any motion where the conflict would be applicable. Failure to abide by this rule would be grounds for removal of a Director.

4. Election and Term of Directors

A. The initial Board of Directors shall serve the following terms: Three members to serve for one year, Three members to serve for two years; The remaining members to serve for three years;

B. Each Director shall hold office until the expiration of the term for which he/she is elected and until his/her successor has been elected and qualified or until his/her prior resignation or removal.

C. Directors may serve as Committee Chairpersons appointed by the Board.

D. Directors shall be recommended by a nominating committee to voting members. The nominating committee shall consist of current Board members. In addition, nominations will be accepted from the floor during the election process.

E. This is intended to be an open and inclusive organization. Anyone living, working or otherwise participating in CCAT events, the Town of Canandaigua or vicinity are welcome to become voting members. Anyone who agrees to the goals and constitution of CCAT and wishes to participate in the organization shall have the opportunity to vote for board members.

F. Voting members are expected to actively participate (in some manner) in organizational affairs or events and will be required to sign a statement of intent to that effect for the upcoming year, prior to casting a vote.

G. Election procedures shall be conducted by the Nominating Committee. The president of the Board will preside. As a first order of business, two election inspectors will be elected by qualified voters and will serve as inspectors of elections for counting votes.

H. Directors shall be elected by secret and majority vote.

5. Newly Created Directorships and Vacancies

Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring on the Board for any reason may be filled by a majority of the remaining Directors then in office. These remaining members shall constitute a quorum, although less than quorum exists. A Director elected to fill a vacancy of an elected Director will serve for the unexpired term of that Director. Newly created Directorships will be filled for the period until the next annual meeting of the Corporation. If, for any reason, there are fewer than three Directors serving on the Board at any time, a special meeting of the Corporation must be held for the purpose of filling the vacancies.

6. Removal of Directors

Any individual Director may be removed for cause by a majority vote of the Members of the Corporation. Cause shall include, but not be limited to: Lack of attendance, conflict of interest, and failure to perform assigned tasks in the manner expected. The Board Member must be notified within ten days after the Board's initial vote and given thirty days to respond after which the Board's action becomes final. This removal process applies to all members of the Board of Directors.

7. Resignation

A Director may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by

the Board, and the acceptance of the resignation shall not be necessary to make it effective.

8. Compensation

All Directors shall serve the Corporation without compensation. Reasonable business related expenses which have prior approval of the Board may be reimbursed.

9. Quorum of Directors

Unless otherwise provided in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

10. Action of the Board

Unless otherwise required by law, the Certificate of Incorporation or these By-Laws, the vote of a majority of the Directors present at the time of the vote shall constitute the act of the Board. Each Director present shall have one vote and there shall be no votes by Proxy. A quorum is required.

11. Place and Time of Board Meeting

The Board may hold its meeting at the offices of the Corporation in Canandaigua, New York, or at such other places, within the State of New York, as it may from time-to-time determine. Meetings shall be conducted in accordance with Roberts Rules of Order.

12. Regular Annual Meeting

A regular annual meeting of the Board shall be held on a date in June to be set by the Board.

13. Notice of Meeting of the Board, Adjournment

A. Regularly scheduled meetings of the Board may be held without notice at such time and place as it shall from time-to-time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon fifteen days' written notice to each Director, or a meeting may be called by the Secretary in a like manner on written request of one half of the Directors. At special meetings, only the business specified in the notice may be transacted.

B. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of Adjournment shall be given to all Directors.

14. Chairperson

At all meetings of the Board, the President, Vice President, or in their absence, a Chairperson chosen by the Board shall preside.

15. Executive and Other Committees

A. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members, an Executive Committee, and other committees, each consisting of three or more Directors; Each committee shall serve at the pleasure of the Board and shall record Minutes at each committee meeting for review by the Board and for submission to the Secretary of the Board of Directors.

B. The Board shall have the authority to appoint non-voting, ex-officio members and counselors in which the Board feels would bring special expertise that the Board may require and who are in agreement with CCAT goals and are seeking non-voting membership. A vote may be taken at any regular meeting with or without said person in attendance. Ex-officio members and counselors shall serve at the pleasure of the Board and the Board may remove them at any time.

ARTICLE III - OFFICERS

1. Offices, Election, Term

A. Unless otherwise provided for in the Certificate of Incorporation, the Board may elect or appoint a President, one or more Vice Presidents, a Secretary and a Finance Officer and such other officers as it may determine, who will have the duties, powers and functions as hereinafter provided.

B. All officers shall be elected by the Board from its membership at the January organizational meeting, to hold office for a period of one year and until their Successor has been appointed and qualified or until their resignation or removal by the Board, if such event occurs sooner.

2. Removal, Resignation, Salary, etc.

A. Any officer elected by the Board may be removed by the Board with or without cause.

B. In the event of death, resignation or removal of an officer, the Board, at its discretion, may elect or appoint a successor to fill the unexpired term.

C. No more than one officer position may be held by one person at any time.

3. President

The President shall be the Chief Executive Officer of the Corporation; he/she shall preside at all meetings of the Corporation and the Board. The President shall have the responsibility for directing the management of the business of the Corporation and see that all the orders and resolutions of the Board are carried into effect. The President may sign corporate checks.

4. Vice President

During the absence or disability of the President, the Vice President shall have the powers and functions of the President, except the power to sign checks. The Vice President shall perform such other duties as the Board of Directors shall prescribe by resolution from time-to-time. Such resolutions shall state whether such additional duties are permanent or temporary. If the latter, the date of expiration or method of determining expiration, shall be specified in the resolution. Additional duties shall be presumed to be permanent if the resolution fails to provide specific information.

5. Secretary

The Secretary shall:

- A. Attend all meetings of the Board and the Corporation;
- B. Record meeting attendance, all votes and minutes of all proceedings in a bound book kept for that purpose;
- C. Give or cause to be given notice of all meetings of the Corporation and special meetings of the Board;
- D. When required, prepare or cause to be prepared and available at each meeting of the corporation, including Board of Directors meetings, the names of persons eligible to vote thereat;
- E. Keep all the documents and records of the Corporation as required by law, the Certificate of Incorporation and these By-Laws;
- F. Perform other duties as may be prescribed by the Board, from time-to time.
- G. The Secretary may sign corporate checks, upon the authorization of the Board of Directors.

6. Temporary Secretaries

During the absence or disability of the Secretary, the Board of Directors may appoint a Temporary Secretary. The Temporary Secretary shall have all the powers of the Secretary, except the power to sign checks.

7. Finance Officer

The Finance Officer shall:

- A. Have the responsibility for the corporate treasury.
- B. Deposit or cause to be deposited, all money and other income in the name of the Corporation in such banks as may be designated by the Board of Directors from time- to- time. All such banks shall be federally insured. No bank shall have on deposit corporate funds in excess of \$ 100,000 at any time.
- C. Disburse or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors.
- D. Render or cause to be rendered to the Board of Directors, at its request, an account of all his/her transactions as Finance Officer and the financial condition of the Corporation. In any event, such a report shall be delivered to the members of the Board of Directors no less often than once each month and at the annual meeting.
- E. Render or cause to be rendered, a financial report at the annual meeting of CCAT. Additional reports maybe provided to CCAT as requested. The extent and substance of such reports shall be determined by the Board of Directors of CCAT.
- F. All Directors and Committee Chairpersons upon his/her request, shall provide the Finance Officer with such reports and statements as he or she may require to fully disclose all financial transactions of the Corporation.
- G. Perform such other duties as are given to him/her by these By-Laws or as assigned to him/her by the Board of Directors or President.
- H. Sign checks in an amount not to exceed \$1,000.00. Amounts in excess of \$1,000.00 will require the dual signatures of the Finance Officer and the Board President.

I.. The Finance Officer may delegate such duties and responsibilities as necessary to complete the requirements of the office. In the absence of the Finance Officer, the duties of the office will be filled by Vice President until such time as a new Finance Officer shall be appointed.

ARTICLE IV - SURETIES, BONDS & INSURANCE

1. Sureties and Bonds

In case the Board shall so require, any officer or agent of the Corporation shall execute and deliver to the Corporation a bond in such sum and with such surety or sureties as the Board may direct, insuring the faithful performance of his or her duties to the Corporation and including responsibility for negligence and for all property, funds or securities of the Corporation which may come into his or her hands. The costs of such bonds shall be paid by the Corporation.

2. Director and Office Liability Insurance

The Corporation shall carry liability insurance on behalf of its officers and directors. The extent of coverage and terms shall be reviewed and determined annually by the Board of Directors.

3. Reserve Fund for Liability Insurance Deductible Amounts

The Corporation shall establish a reserve fund with a federally insured bank in an Amount equal to the deductible amounts specified in the current Director and Officer liability insurance policy.

It shall be the responsibility of the Board of Directors to direct the investment of this fund. The interest income earned by the fund may be reinvested or made available to the Corporation for payment of future Director and Officer insurance premiums.

ARTICLE V - EXECUTION OF INSTRUMENTS

All Corporate instruments shall be signed and acknowledged by such officer or officers or other person or persons as the Board of Directors may from time-to-time designate by resolution.

ARTICLE VI - FISCAL YEAR

The fiscal year shall begin the first day of January in each year.

ARTICLE VII - REFERENCES TO CERTIFICATE OF INCORPORATION

Reference to the Certificate of Incorporation in these By-Laws shall include all amendments thereto as are made from time-to-time.

ARTICLE VIII - BY-LAW CHANGES

Except as otherwise provided in the Certificate of Incorporation, these By-Laws may be modified only by a two-thirds vote of the entire Board of Directors at a special meeting.

ARTICLE IX - MISCELLANEOUS

1. All references to the masculine gender shall be deemed to include the feminine and neuter.
2. The Corporation is prohibited from performing or omitting the performance of any act which would harm the interests of CCAT.
3. The Board of Directors may, from time-to-time, appoint an a paid Executive Director to carry out the day-to-day operations of the Corporation. The Executive Director shall be accountable to the Board of Directors. The Board of Directors shall review and determine the salary and benefits annually.
4. The Board of Directors may adopt policies and procedures for the operation of the Corporation which do not conflict with these By-Laws, the Certificate of Incorporation or the laws of the State of New York and the United States of America.

Amended by unanimous vote on May 9, 2009.