

THE CHENANGO FOUNDATION, INC.
BY-LAWS

ARTICLE I – NAME AND PURPOSES OF FOUNDATION

Section 1 – Name – This Corporation shall be known as The Chenango Foundation, Inc.

Section 2 – Purposes - The purposes for which it is formed are:

- (a) To undertake and conduct such activities as are permitted to a non-private foundation operated exclusively for charitable and educational purposes and to include specifically the following:
- carrying on and aiding research and development contributing to the community development of the Chenango County area;
 - identifying and finding solutions to economic and housing problems;
 - combating community deterioration;
 - studying and assisting in development of means of improving the organization and efficiency of government;
 - assisting in the financing of non-profit charitable organizations engaged in like activities; and
 - assisting in the advancement and dissemination of knowledge and understanding of economics, quality of life, matters of public concern, finance, education and training, human relations, problems of science and technology, economic planning and development, cultural development and other subjects related to the development of both the quality and quantity of economic growth, employment opportunities and housing needs within the Chenango County area; and
 - establishing a leadership program aimed to enhance the development and skills of individuals to become future community and civic leaders.
- (b) To purchase, acquire, take by gift, grant, devise, bequest or otherwise, real, personal and mixed property of every kind or description and to hold, use, mortgage, pledge, sell, lease, assign, give, exchange or otherwise dispose of the same at any time for the purposes of the corporation;
- (c) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof as permitted by the Not-for-Profit Corporation Law.

ARTICLE II – NO MEMBERS

The Corporation shall have no members. The Board of Directors may take any action which is permitted or required to be taken by members of a not-for-profit corporation under New York law by the affirmative vote of a majority of the entire Board of Directors, without the necessity of any prior action by the Board of Directors which would have otherwise been required by law for such action if there were members entitled to vote on such action.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Management of Foundation Affairs. The management of the affairs of the Corporation shall be vested in a Board of Directors.

Section 2 – Composition of Board. Directors of the Corporation shall be elected by the Board of Directors of Commerce Chenango, Inc. Each Director shall be a member, an officer of a corporation which is a member, a member of a co-partnership which is a member or an officer of an unincorporated association or a joint stock association which is a member of Commerce Chenango, Inc.

Section 3 – Management of Corporate Assets. All of the property of the Corporation, real, personal and mixed, given to it or held by it for the purposes of its incorporation, shall be controlled and managed by the Board of Directors.

Section 4 – Election of Directors. The Directors named in the Certificate of Incorporation shall serve on the Board until the annual meeting of the Board of Directors of Commerce Chenango, Inc. next following the filing of the Certificate of Incorporation in the Department of State. At such annual meeting and at each annual meeting thereafter, the Board of Directors of the Commerce Chenango Inc., shall elect the Directors of the Foundation. The number of Directors shall be nine. Directors shall be elected for a term of three years, to succeed the Directors whose terms have expired. Directors shall be elected for staggered terms so that three Directors are elected at each annual meeting.

Section 5 – Vacancies in the Board. Vacancies on the Board of Directors occurring during the year shall be filled for the unexpired term by the Board of Directors of Commerce Chenango Inc. at any regular meeting or at any special meeting called for that purpose.

Section 6 – Meetings and Notice Thereof. A regular meeting of the Directors for the election of officers and for the transaction of such other business as may properly come before it, shall be held annually at a date and time designated by the Board of Directors, to be held on or before June 1 each year, at the office of the Corporation, following the election of the Corporation's Board of Directors by the Directors of the Commerce Chenango, Inc. Special meetings of the Directors may be called at any time by the President. Notice of regular and special meetings of the Directors shall be given

by mailing to the last known address of each Director, at least three days' notice of the time and place of holding such meeting.

Section 7 – Quorum. At all meetings of the Directors, there shall be present two-thirds of the Directors in order to constitute a quorum. The act of a majority of Directors present at a meeting of which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or the By-Laws.

Section 8 – Annual Report. Pursuant to Section 519 of the Not-for-Profit Corporation Law, the Board of Directors shall present at the annual meeting of the Corporation, a report verified by the President and Treasurer, or by a majority of the Directors, or by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail the following:

(1) the assets and liabilities, including the trust funds, of the Corporation as of the end of a 12 month fiscal period terminating not more than six months prior to said meeting;

(2) the principal changes in assets and liabilities, including trust funds, during said fiscal period;

(3) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes during said fiscal period; and

(4) the expenses or disbursements of the corporation, for both general and restricted purposes, during said fiscal period.

Such report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of the annual meeting of the Corporation.

Section 9 – Liability. In the absence of fraud or bad faith, no Director shall be personally liable for the debts, obligations or liability of the Corporation, except as otherwise provided by law.

Section 10 – Powers of the Board. The Board of Directors may enter into contracts, including, but not limited to, the power to employ a staff, to employ office personnel, to employ consultants, to borrow money from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchanges and other obligations of the Corporation for monies borrowed, or in payment for property acquired and to secure payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other indenture of trust or by other lien upon, assignment of or agreement in regard to all or any part of its property, rights and privileges, provided such action is consistent with the purposes and goals of the Corporation.

Section 11 – Action by Directors or Committees in Writing Without a Meeting. Any action required or permitted to be taken by the Board of Directors or any Committee thereof may be taken without a meeting if all members of the Board or the Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or Committee shall be filed with the minutes of the proceedings of the Board or Committee.

Section 12 – Directors or Committee Meeting by Conference Telephone or Similar Communications Equipment. Any one or more members of the Board of Directors or any Committee thereof may participate in a meeting of such Board or Committee by means of a conference telephone or similar communications equipment allowing all persons participating in a meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 13 – Formation and Power of the Executive Committee. There shall be constituted an Executive Committee of the Board of Directors composed of the officers of the Corporation. The Executive Committee may act on behalf of the Corporation in any matter, provided such action is ratified by the Board of Directors at a regular or special meeting. Three members shall constitute a quorum for the transaction of business. Meetings may be called by the President or by two members.

Section 14 – Other Committees. The Board may, from time-to-time, create such other committees as it deems desirable, composed either of members of the Board, non-members of the Board, or both, and all of which committees and members shall serve at the pleasure of the Board.

ARTICLE IV – OFFICERS

Section 1 – President. The Board of Directors shall elect one of the members of the Board of Directors as President of the Corporation. The President shall preside at all meetings of the Board of Directors. At each annual meeting he shall give the report required by Section 519 of the Not-for-Profit Corporation Law and shall give such additional information as shall be necessary to constitute a brief resume of the Corporation's activities during the previous year. He shall be elected for a term of one year or until his successor shall be duly elected and qualify. He shall execute, in the name and on behalf of the Corporation, all documents required to be executed by the Corporation and shall perform such other duties as are requested by the Board of Directors or are reasonably incidental to his office.

Section 2 – Vice President. The Board of Directors shall elect one of their number as Vice President of the Corporation. The Vice President shall be elected for a term of one year or until his successor shall be duly elected and qualify. He shall perform the duties of the office of the President in case of the death, absence or inability of the President to act. He shall also have the authority to sign and execute, in the name and on behalf of the Corporation, all documents required to be executed by the Corporation and

shall also perform such other duties as are requested by the President or the Board of Directors.

Section 3 – Executive Director. The Executive Director shall be the Chief Executive Officer of the Corporation with all authority and responsibility necessary to operate the corporation in all its activities and departments, subject only to these Bylaws and to such policies and directives as may be issued by the Board of Directors. The Executive Director shall act as the duly authorized representative of the Board and the Corporation in all matters in which the Board has not formally designated some other person to act. The Executive Director shall report as directed to the President between Board meetings and to the Board at each meeting. The Executive Director shall make all required reports to the Board at its Annual Meeting. The Executive Director shall sign any instruments which the Board has authority to execute, except in cases where the execution shall have been expressly reserved by the Board or delegated by Board resolution, these Bylaws, or by statute, to some other officer or agent of the Corporation

Section 4 – Secretary. The Board of Directors shall elect one of the members as Secretary of the Corporation. The Secretary shall be elected for a term of one year or until a successor shall be duly elected and qualify. He shall take and record the minutes of all meetings of the Corporation and the Board of Directors. He shall perform such other duties as are requested by the President and the Board of Directors.

Section 5 – Treasurer. The Board of Directors shall elect one of the members as Treasurer of the Corporation. The Treasurer shall be elected for a term of one year or until a successor shall be duly elected and qualify. He shall be the fiscal office of the Corporation.

Section 6 – Assistant Secretary and/or Assistant Treasurer. The Board of Directors may elect either or both an Assistant Secretary and/or an Assistant Treasurer who need not be a member of the Board. Any person so elected shall assist the respective office to whom he is the assistant in the performance of his duties and shall perform such other duties as shall be requested by the President or the Board of Directors.

Section 7 – Compensation. No officer shall receive compensation from the Corporation for services performed in his official capacity, but officers shall be entitled to reimbursement for reasonable and necessary expenses incurred in the performance of their official duties.

Section 8 – Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term thereof.

ARTICLE V – ASSETS AND FUNDS

Section 1 – Ownership. All assets and funds of the Corporation shall be owned exclusively by the Corporation.

Section 2 – Disposition. All funds of the Corporation shall be deposited in an account or accounts in the name of the Corporation in a bank or banks designated by the Board of Directors and shall be invested or reinvested as the Board shall direct.

Funds shall be expended only to advance the purposes and to pay the proper expenses of the Corporation. The President, the Executive Director and the Treasurer are authorized to make disbursements on accounts and expenses provided for in the budget. Disbursement shall be made by check. The execution of any check for disbursement shall be in accordance with the policies set forth by Commerce Chenango, Inc.

ARTICLE VI - SEAL

Section 1 – Seal. The Corporation shall have a corporate seal.

ARTICLE VII – AMENDMENT OF BY-LAWS

Section 1. Method of Adoption. These By-Laws may be amended at any regular meeting of the members of the Board or at any special meeting called for that purpose by a vote of two-thirds of the Board members present, provided that a copy of the proposed amendment has been served upon each member, either personally or by mail, at least ten days prior to the date of such meeting.

ARTICLE VIII – INDEMNIFICATION

It is policy of the Corporation to indemnify Officers and Directors for losses and expenses due to being made a party or being threatened to be made a party to actions and proceedings to the full extent permitted by and consistent with Article 7 of the Not-For-Profit Corporation Law.

Adopted on this ____ day of _____, 2009

Secretary