

**BY-LAWS OF**  
**FULTON JAZZ FESTIVAL, INC.**  
**(A Not-For-Profit Corporation)**

**All references to “Section(s)” in these by-laws refer to the  
Not-for-Profit Corporation Law (NPCL) of the State of New York**

ARTICLE I

OFFICES

The office of the Corporation shall be located in the County of Oswego, State of New York as designated in the Certificate of Incorporation.

ARTICLE II

MEMBERS

[Section 601] The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law. Per Section 601(a) of the Not-For-Profit Corporation Law, the Corporation elects to have no members.

## ARTICLE III

### BOARD OF DIRECTORS

1. [Section 701(a) & 702] The Corporation shall be managed by its Board of Directors. Each director shall be at least 18 years at age. The Board of Directors shall consist of no more than five (5) persons; and no less than three (3) persons; or whatever number required by statute.

2. (Section 703) The first Board of Directors shall hold office until the first Annual Meeting of Directors, and until their successors, have been duly elected and qualify. Thereafter, Directors shall be elected to hold office until the expiration of the term for which he or she was elected, and until his or her successor has been duly elected and qualified, or until his prior death, resignation or removal.

3. (a) The Board of Directors may remove any director thereof for cause only, by a majority vote of those Directors then in office, at any special meeting of the Board called for that purpose.

(b) A Director may resign from office at any time by delivering a written resignation to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Corporation. Acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make it effective.

4. (Section 705) Vacancies in the Board of Directors shall be filled by a unanimous vote of the Board of Directors then in office. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

5. (Section 710) (a) Meetings of the Board shall be held at any place within or without the State of New York as the Board may from time to time fix or as shall be specified in the notice, or waiver of notice thereof. An annual meeting of the Board of Directors shall be held at such time and place as shall be fixed by the Board of Directors from time to time or by the person or persons calling the meeting. Meetings of the Board shall be attended only by members of the Board and invitees so designated in writing.

(b) (Section 711) No notice shall be required for annual meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board or by a majority of the directors then in office.

(c) (Section 711) Notice of time and place of each special meeting of the Board of Directors shall be mailed to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business, or at such other address as he or she may have designated in a written request filed with the Secretary of the Corporation at least eight days before the day on which the meeting is to be held, provided, however that if such notice is for a special meeting requiring prompt action, such notice may be sent to him or her at such address by telegram or cablegram or facsimile transmission or by telephone, not less than forty-eight hours before the time at which such meeting is to be held. The requirement for furnishing notice of a meeting

may be waived by any Director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him or to her.

6. (Section 708) (a) Except as otherwise stated by law, the Certificate of Incorporation of this Corporation, any amendment(s) to the Certificate of Incorporation, or these Bylaws, a majority of the Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall constitute a majority of the members of the Board of Directors excluding the vacancy. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise stated by law or these Bylaws, the vote of a majority of the Directors present at the time of vote, if a quorum is present at such time, shall be the act of the Board.

(b) Any action required or permitted to be taken by the Board may be taken without a meeting of all members of the Board if all members 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 of committee shall be filed with the minutes of the proceedings of the Board.

(c) Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.



7. The Chairperson of the Board, if any, shall preside at all meeting of the Board of Directors. If there be no Chairperson, or in his absence, the Vice Chairperson shall preside.

#### ARTICLE IV

##### DIRECTORS AND OFFICERS

1. (Section 713) The Board of Directors shall elect a Chairperson of the Board of Directors, a Vice Chairperson of the Board of Directors, a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time appoint. One person may hold more than one office in the Corporation except that no one officer may hold the offices of President and Secretary.

2. Each officer shall hold office until the Annual Meeting of the Board of Directors, and until his successor has been duly elected and qualifies.

3. Any officer may be removed with or without cause by a vote of the majority of the Board of Directors.

4. The Chairperson shall preside at all meetings of the Board of Directors. If there is no Chairperson, or in his absence, the Vice Chairperson shall preside.

5. (a) The President shall be the chief executive officer of the Corporation, shall have general supervision of the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. He or she shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Corporation, all contracts authorized whether generally or specifically by the Board. He or she shall perform such other duties as shall from time to time be assigned to them by the Board of Directors.

(b) In the absence of disability of the President of the Corporation, the Vice-President shall perform all the duties of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

(c) The Secretary shall attend all meeting of the officers and shall preserve in the books of the Corporation true minutes of the proceedings of all meetings of the officers. He or she shall safely keep in his or her custody the seal of the Corporation and shall have authority to affix it to all instruments where its use is required. He or she shall perform any other duties as may be delegated by the Board of Directors.

(d) The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation. He or she shall have the care and custody of all the funds of the Corporation, and shall deposit or cause to be deposited said funds in the name and to the credit of the Corporation in such bank accounts at such depositories as the Board of Directors

may from time to time determine. He or she shall disburse funds of the Corporation as may be ordered by the Board, taking proper vouchers for the disbursements, and shall render to the president and directors at the annual meetings of the board, and whenever requested by them, an account of all treasurer transactions and of the financial condition of the Corporation. If required by the Board, he or she shall deliver to the President of the Corporation, and shall keep in force, a bond in form, amount and with a surety or securities satisfactory to the board, conditioned for faithful performance of the duties of the office, and for restoration to the Corporation in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in the possession or control of the treasurer and belonging to the corporation. He or she shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when counter-signed by the President; sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President.

(e) The Assistant Secretary, if any, in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the Secretary. The Assistant Treasurer, if any, in the absence or disability of the Treasurer, shall perform the duties and exercise the powers of the Treasurer.

6. (Section 714) Any officer elected by the Board may be removed by the Board with or without cause, at any time.

7. An Officer of the Corporation may be a member of the Board of Directors.

## ARTICLE V

### MISCELLANEOUS

1. The Corporation shall keep at the principal office of the Corporation, complete and correct records and books of account of the Corporation, including minute book, which shall contain a copy of the Corporation's Certificate of Incorporation, a copy of these Bylaws and all minutes of meeting of the Boards of Directors.

2. The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

3. The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

## ARTICLE VI

### CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

1. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's



behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

2. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, as the Board of Directors may deem desirable.

## ARTICLE VII

### INDEMNIFICATION (Section 723)

To the extent authorized by law, the Corporation shall indemnify current or former Board Directors, officers and employees, and their heirs, executors, and administrators, against fines, judgments, penalties, settlements and costs, including reasonable attorneys' fees, incurred or to be incurred in any pending or future legal action, suit, proceeding or claim, civil, criminal or administrative, in which a Board Director, officer or employee is, or may possibly be, named as a party and which arises out of, or is related to, their services on behalf of the Corporation, or any entity which is a predecessor of the Corporation, provided such Board Director, officer or employee acted in good faith for purposes which he reasonably believed to be in the best interest of the Corporation and had no reasonable cause to believe that his conduct might be unlawful.

## ARTICLE VIII

### AMENDMENTS (Section 602)

These By-laws may be amended or revoked in a manner not inconsistent with the law by an Act of the Board of Directors at a Regular Meeting or Special Meeting, provided that the following procedure is followed:

#### Prior Notice:

No less than ten (10) days prior to a Regular Meeting or Special Meeting (the First Meeting), members of the Board of Directors receive from written notice of the proposed changes;

#### Consideration at First Meeting:

The proposed changes are considered by the Directors at the First Meeting, and, subject to modifications made at such meeting, the proposed changes are authorized by a Resolution of the Board of Directors for placement on the agenda of the Board of Directors next Regular Meeting or Special Meeting (the Second Meeting).

#### Second Notice:

No less than ten (10) days prior to the Second Meeting, members of the Board of Directors receive from the Chairman of the Board of Directors written notice of the proposed changes approved by the Board of Directors for consideration and possible adoption a the Second Meeting; and

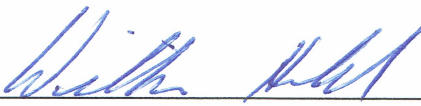
Adoption at the Second Meeting:

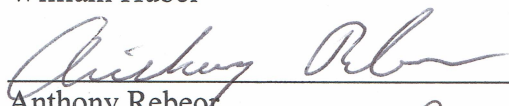
By Resolution, the Board of Directors adopts the proposed changes to the By-laws during the Second Meeting. These By-laws may be amended or revoked only by an affirmative vote of at least two-thirds (2/3) of all Directors then in office, provided that the procedure specified under Section 1 of this Article is otherwise followed.

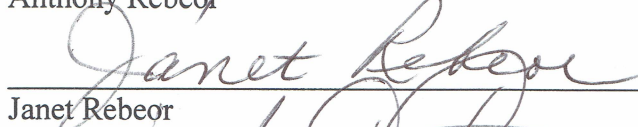
ARTICLE IX


EFFECTIVE DATE

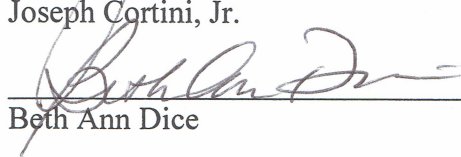
These By-laws are effective as of August 23, 2016 by unanimous adoption of a Resolution by the Board of Directors at a meeting held on August 23, 2016.

  
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William Hubel

  
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Anthony Rebeor

  
\_\_\_\_\_  
Janet Rebeor

  
\_\_\_\_\_  
Joseph Cortini, Jr.

  
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Beth Ann Dice