

THE UNITED TAXIDERMIST ASSOCIATION, INC. BY-LAWS

Adopted December 12, 2007
Amended September 17, 2008
Amended September 21, 2011

ARTICLE I GENERAL

Section 1. Name. This not-for-profit corporation shall be known as The United Taxidermist Association, Inc. (the “UTA”).

Section 2. Seal. The seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation, the year of its incorporation, and the words “Corporate Seal” and “New York.”

Section 3. Principal Office. The principal office of the UTA shall be located in Onondaga County, New York, at the law offices of Hiscock and Barclay, LLC and the UTA may also have offices at such other places within or without the State of New York as the Board of Directors may from time to time determine or the business of the UTA may require.

ARTICLE II MEMBERS

The UTA is a “Type A” 501c (6) not-for-profit corporation and shall have members as determined by the Board of Directors.

Section 1. Place of Meetings. Meetings of members shall be held at such places within or without the State of New York, as the Board shall authorize.

Section 2. Notice and Waiver of Notice Written notice of each annual, or special meeting of members shall state the purpose or purposes for which the meeting is called, the place, date, and hour of the meeting, and unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice shall be given either personally or by mail to each member entitled to vote at such meeting not less than ten nor more than sixty days before the date of the meeting. If mailed, the notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at such member’s address as it appears on the record of members unless such member shall have filed with the Secretary a written request that notices intended for such member be mailed to a different address, in which case it shall be directed to such member at such other address. Notice of meetings may be waived by a member by submitting a signed waiver of notice either before or after the meeting. The attendance of any member at a meeting shall constitute a waiver of notice by such member.

Section 3. Meetings. The annual meeting of the members for the transaction business as may properly come before the meeting shall be held on the date fixed, from time to time, by the Board of Directors, provided, that the first annual meeting shall be held on a date within thirteen months after the formation of the UTA, and each successive annual meeting shall be held on a date within thirteen months after the date of the preceding annual meeting. Special meetings of the members may be called by the Board or by the Chairman and shall be called by the Chairman or the Secretary at the request in writing of a majority of the Board or at the request in writing by members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice.

Section 4. Quorum of Members. Members entitled to cast at least one hundred (100) votes or 1/10 (1/10) of the total number of votes entitled to be cast, whichever is lesser, shall constitute a quorum for the transaction of any business at a meeting of members, except as otherwise provided by these By-Laws..

Section 5. Proxies. No member entitled to vote at a meeting of members may authorize another person or persons to act for him by proxy.

Section 6. Vote of Members. Unless otherwise required by statute or by the Certificate of Incorporation, all corporate action shall be authorized by a majority of the votes by the Board of Directors where applicable or the majority of the membership present at the membership meeting.

ARTICLE III BOARD OF DIRECTORS

Section 1. General. The property, business, and affairs of the UTA shall be vested in the UTA and managed by a Board of Directors, which shall have all the powers and duties necessary or appropriate for the administration of the affairs of the UTA as are permitted by law, the Certificate of Incorporation of the UTA, and these Bylaws.

Section 2. Number. The Board shall consist of not less than three Directors. This number may be increased by action of a 2/3 majority of the entire Board. (Amended 9/17/08)

Section 3. Election. Directors of the UTA shall be elected annually by the members as provided herein and supplemented by UTA policy then in effect. All Directors must be current members of the UTA at all times during their term on the Board. Board member nominations can be made by any UTA member provided however that such nominations shall be submitted in writing to the Elections Chairman as designated by the Board and within the time frames stated in the then Board Election policy. (*Amended 9/17/08*)

Section 4. Term. The initial members of the Board shall serve staggered terms with two (2) Directors serving for one (1) year, three (3) Directors service two (2) years and three Directors serving three (3) years.. At the end of this cycle all Board members shall be elected to

serve three years. Board positions shall be a three (3) year term. Board members may not serve more than two (2) consecutive terms. Following the completion of two consecutive terms, a board member will be ineligible for one (1) year. Upon the failure to attend two (2) consecutive meetings, a Director's office shall be deemed vacant. Upon failure to attend one third (1/3) of the meetings in any 12 month period whether excused or unexcused shall cause the Director to petition the Board to remain as a Board member. In such case, the Board shall vote to retain or remove the Director. If after failing to attend one third (1/3) of the meetings in any 12 month period, the Director fails to petition the Board, the Director's office shall be deemed vacant. Excused absences may only be granted by vote of the Board. Excused absences shall not count as a failure to attend. Members who anticipate being absent shall notify the Board Secretary or the Board Chairman one day (24 hours) in advance of the meeting to be missed stating the reason for their absence. The Secretary or Board Chairman shall report the rationale to the Board who shall then vote whether the absence is excused or not. Failure to contact either the Board Secretary or the Board Chair one day (24 hours) prior to the meeting missed shall constitute an unexcused absence. In such case as the Director was unable to contact either the Secretary or the Chairman, the absent Director, within 24 hours following the meeting, must submit the rationale for the absence in writing to the Secretary and/or Chairman. The Director's submission shall be considered by vote of the Board at the next board meeting. (*Amended 9/17/08*)

Section 5. Qualification. Nominees shall be accepted consistent with UTA election policy in effect for that election year. Nominees shall be at least 18 years of age and must be a member in good standing at the time of the nomination and remain a member in good standing if elected to the Board. (*Amended 9/17/08*)

Section 6 Resignation. A Director may resign from the UTA at any time by presenting to the Chairman a written letter of resignation. Such letter shall be presented to the Board by the Chairman at the next meeting of the Board following receipt of such letter. Such resignation shall be effective upon receipt by the Chairman unless otherwise specified in the letter of resignation. The acceptance of a resignation shall not be necessary to make it effective; however, no resignation shall discharge any accrued obligation or duty of a Director.

Section 7. Removal. Any Director may be removed with or without cause at any time by a vote of a 2/3 majority of the Board. Prior to just cause hearing, notice must be given of said meeting to the Director at least 30 days in advance by certified mail. (*Amended 9/17/08*)

Section 8. Vacancies and Newly-Created Directorships. Whenever a vacancy shall occur in the Board for any reason or a Directorship shall be created, it may be filled by vote of a 2/3 majority of the Directors then in office, regardless of their number, and a Director so elected shall hold office for the remainder of said term until the next election, and until such Director's successor is elected and qualified. In case of a newly created Directorship the selected person shall serve until the next regular election date at which time that position will be elected by the membership. Filling vacancies shall be done consistent with Article VI Section 4 of these Bylaws. (*Amended 9/17/08*)

Section 9. Compensation. No Director, as such, shall receive any compensation from the Corporation for services performed; however, by resolution of the Board, Directors may be reimbursed for reasonable and necessary expenses incurred in the performance of their official duties. Nothing herein contained shall be construed to preclude any Director from

serving the Corporation in any other capacity and receiving compensation therefore. (Amended 9/17/08)

ARTICLE IV MEETINGS

Section 1. Annual Meeting. The annual meeting of the Board shall be held at the time and place designated by the Board, provided, however, that the annual meeting for any year shall be held no later than thirteen months after the last annual meeting of the Board.

Section 2. Regular and Special Meetings. Regular meetings of the Board may be held at such time and place as the Board shall from time to time determine. Whenever possible a minimum of ten (10) days notice shall be given with an agenda being provided no less than five (5) days in advance. Special meetings of the Board shall be held upon notice to the Directors and may be called by the Chairman at any time and by any Director upon written demand of not less than one fourth (1/4) of the entire Board. Such requests shall state the purpose or purposes of the proposed meeting. Business transacted at special meetings shall be confined to the purpose or purposes stated in the notice of the meeting.

Section 3. Place of Meetings. The Board shall hold its meetings at the principal office of the Corporation or at such other places, either within or without the State of New York, as it may from time to time determine.

Section 4. Quorum and Vote. Except as otherwise provided By Law or in the Certificate of Incorporation, or in these Bylaws a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified items of business. The vote of a majority of the Board present at the time of a vote, if a quorum is present at such time, shall be the act of the Board unless designated otherwise in these bylaws, By Law or in the Certificate of Incorporation

Section 5. Presumption of Assent. A Director who is present at the meeting of the Board in which action on any corporate matters shall be taken shall be presumed to have entered into the action unless such Director votes against such action or abstains from voting because of a conflict of interest.

Section 6. Chairman. At all meetings of the Board, the Chairman or, in his absence, the Vice Chairman or designee shall preside.

Section 7. Action of Directors without a Meeting. Any action required or permitted to be taken by the Board or any Committee thereof may be taken without a meeting if all of the members of the Board or Committee consent.

Section 8. Meetings by Conference Telephone. Any one or more of the Directors may participate in a meeting of the Board or any Committee thereof 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 the meeting.

ARTICLE V COMMITTEES

Section 1. General. The Board may designate from among its members an Executive Committee and other standing committees, each consisting of one or more Directors. Each Committee shall serve at the pleasure of the Board.

Section 2. Executive Committee. If an Executive Committee is so appointed, it shall, in the interim between the meetings of the Board, exercise all powers of the Board to the extent permitted By Law and the Certificate of Incorporation, except that the Executive Committee shall have no power or authority to alter, amend, or rescind the Corporate Articles of Incorporation, By-Laws, dissolve the Corporation, sell corporate assets or to remove Directors or officers from office.

ARTICLE VI OFFICERS

Section 1. Number. The officers of the UTA may consist of a Chairman, Vice-Chairman, Secretary and Treasurer, and such other officers as the Board may elect. Any two or more offices may be held by the same person, except the office of Chairman and Secretary.

Section 2. Election and Term. The officers of the UTA shall be elected by the Board of Directors at the annual meeting to hold office for a term specified by the Board. Each officer shall hold office until such officer's successor has been elected and qualified, or until the officer resigns or is removed in the manner hereinafter provided. Election to office shall not extend the term of the member of the Board. (Amended 9/21/11)

Section 3. Removal. Any officer may be removed at any meeting by the Board, with or without cause.

Section 4. Vacancies. In the event of the death, resignation, or removal of an officer, the Board may elect a successor to fill the unexpired term. A special meeting of the Board shall be called for the purpose of filling the no later than fourteen (14) days following notice of the vacancy. Board members shall nominate and vote on a successor officer. A 2/3 majority vote of the entire Board is required to elect any successor officer.

Section 5. Compensation. Compensation for all officers shall be fixed from time to time by the Board. Upon submission of a proper claim, officers shall be reimbursed for their reasonable expenses incurred in the performance of their duties. No officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a Director.

Section 6. Chairman. The Chairman shall be the chief executive officer of the UTA; he shall preside at all meetings of the Board and of the Executive Committee, if any; he shall have responsibility for the supervision and management of the business and affairs of the UTA, subject to the control of the Board; and he shall see that all orders and resolutions of the Board

are carried into effect. The Chairman shall have the power to sign and execute all contracts and instruments of conveyance in the name of the UTA, to sign notes, and orders for the payments of money, and to appoint and discharge agents and employees, subject to the approval of the Board. The Chairman shall perform all the duties usually incident to the office of Chairman.

Section 7. Vice Chairman. During the absence or disability of the Chairman, the Vice Chairman shall perform the duties and exercise all the powers of the Chairman. The Vice Chairman shall perform such other duties as the Board or the Chairman may from time to time prescribe.

Section 8. Secretary. The Secretary shall attend all meetings of the Board and keep or cause to be kept, records and all votes and minutes of all proceedings in a book to be kept for that purpose, give or cause to be given notice of all annual and special meetings of the Board and all other notices required By Law or by these By-Laws, keep in safe custody the seal of the UTA and affix it to any instrument when so authorized by the Board or the Chairman, keep or cause to be kept all the corporate books and records of the UTA as required By Law or otherwise in a proper and safe manner, and perform all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the Board or the Chairman.

Section 9. Treasurer. The Treasurer shall have the custody of the corporate funds, securities, evidences of indebtedness, and other valuable documents; keep or cause to be kept full and accurate accounts of receipts and disbursements in the corporate books; deposit all money and other valuables in the name and to the credit of the UTA in such depositories as may be designated by the Board; disburse the funds of the UTA as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements; render to the Chairman and Board at the regular meetings of the Board, or whenever they require it, an account of all transactions as Treasurer and of the financial condition of the UTA; and render a full financial report at the annual meeting of the UTA if so requested; be furnished by all corporate officers and agents at such Treasurer's request with such reports and statements as such Treasurer may require as to all financial transactions of the UTA; and perform such other duties as from time to time may be prescribed by the Board or the Chairman.

Section 10. Sureties and Bonds. In case the Board shall so require, any officer, employee, or agent of the UTA may be required by the Board to execute a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of such officer's, employee's, or agent's duties to the UTA and including responsibility for negligence and for the accounting for all property, funds, or securities of the UTA which may come into such officer's, employee's or agent's hands. Except as may be approved otherwise, all costs associated with bonds and sureties shall be the responsibility of the individuals.

Section 11. Delegation of Duties. In the absence or disability of any officer, or for any other reason deemed sufficient by the Board, the Board may delegate such officer's powers or duties to any other officer.

**ARTICLE VII
EXECUTION OF INSTRUMENTS**

All corporate instruments and documents shall be signed or countersigned, executed, verified, or acknowledged by the Chairman or by such other officer or officers or other person or persons as the Board may from time to time designate.

**ARTICLE VIII
DIRECTORS' AND OFFICERS' LIABILITY AND INDEMNIFICATION**

Section 1. Indemnification.

(a) Any person made or threatened to be made a party to any action or proceeding, other than one by or in the right of the UTA to procure a judgment in its favor, whether civil or criminal, by reason of the fact that such person, such person's testator or intestate, was a Director or officer of this UTA, shall be indemnified by this UTA to the full extent permitted By Law against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person, such person's testator or intestate as a result of such action or proceeding, or any appeal therein, if such Director or officer acted in good faith, for a purpose which he reasonably believed to be the best interests of the UTA and in criminal actions or proceedings, had no reasonable cause to believe that his conduct was unlawful.

(b) Any person made or threatened to be made a party to any action or proceeding by or in the right of the UTA to procure a judgment in its favor, whether civil or criminal, by reason of the fact that such person, such person's testator or intestate, is or was a Director or officer of this UTA, shall be indemnified by this UTA to the full extent permitted By Law against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person, such person's testator or intestate in connection with the defense of such action or proceeding, or in connection with any appeal therein, if such Director or officer acted in good faith, for a purpose which he reasonably believed to be the best interests of the UTA except that no indemnification under this paragraph shall be made in respect of (1) a threatened action, or a pending action which is settled or otherwise disposed of, or (2) any claim, issue, or matter as to which such person shall have been adjudged to be liable to the UTA, unless and only to the extent that a court determines that such person is fairly and reasonably entitled to indemnity. The right of indemnification provided in this Article VIII shall not be deemed exclusive of any other rights to which a Director or officer seeking indemnification or advancement of expenses may be entitled as provided in the Certificate of Incorporation or as provided by (1) a resolution of the Board or (2) an agreement providing for such indemnification, it being expressly intended that these By-Laws authorize the creation of other rights in any such manner.

Section 2. Insurance. The Board shall have the power to purchase and maintain insurance: (i) to indemnify the UTA for any obligation which it incurs as a result of the indemnification of its Directors and officers under the provisions of this Article VIII; (ii) to indemnify Directors and officers in instances in which they may be indemnified by the UTA; and (iii) to indemnify in instances in which they may not otherwise be indemnified by the UTA under the provisions of this Article VIII, provided the contract of insurance covering such Directors

and officers provides, to the extent required By Law, for a retention amount and for co-insurance.

Section 3. Repeal or Modification. No repeal or modification of this Article VIII, including, without limitation, any repeal or modification of this Article VIII occurring upon the merger, consolidation, or dissolution of the UTA, shall adversely affect, repeal, or modify any right of indemnification for any act or omission which occurred or is alleged to have occurred while such right of indemnification was in place.

ARTICLE IX FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the UTA shall be October 1st through September 30th.

Section 2. Books and Accounts. The books and accounts of the UTA shall be kept under the direction of the Treasurer in accordance with generally accepted accounting practices.

Section 3. Auditing and Reports. At the close of each fiscal year, the books and records of the Corporation may be audited in accordance with generally accepted accounting practices, and the Board can direct the Chairman and Treasurer to present a full and correct statement of the affairs of the Corporation at the annual meeting of the Board and filed with the Secretary and other agencies as legally required.

ARTICLE X BY-LAW CHANGES

Any amendment proposed to the Bylaws must be introduced by a member of the Board of Directors at any meeting conducted by the UTA. Written notice of any proposed amendment to the Bylaws shall be given 45 days prior to the annual meeting of members at which meeting the proposed Bylaw will be considered. The Bylaws may be adopted, amended, or repealed by the Board, provided notice of the meeting and the proposed action shall be given in accordance with Article VI, Section 2 of these Bylaws. Any Bylaw amendment adopted will become effective immediately unless otherwise noted and will supersede any conflicting policy

ARTICLE XI REFERENCES

Reference to the Certificate of Incorporation in these By-Laws shall include all amendments thereto or changes thereof unless specifically excepted.

All pronouns and any variations thereof in these By-Laws shall be deemed to refer to masculine, feminine, or neuter, singular or plural, as the identity of the person or persons referred to may require.

**ARTICLE XII
MISCELLANEOUS**

Section 1. Parliamentary Authority. The latest edition of Roberts Rules of Order Newly Revised shall govern at all meetings of the UTA Board of Directors, and in all cases not specifically provided for in these bylaws. The Board may appoint an official Parliamentarian who shall serve at the pleasure of the Board.

Section 2. Property Rights. Private interest is prohibited in that no member of the board or any member of the UTA may have any right of title, or interest in any assets or property of the UTA, except as right to make use thereof in accordance with the rules, regulations, limitations and conditions adopted by the board.

Section 3. Authority to Execute. No person shall have any authority to expend UTA funds nor legally bind the UTA by any contract, note, or any other legal instrument, unless authorized to do so under these Bylaws, or by specific authorization of the Board of Directors. Any authorization whether general or specific shall be noted in the minutes and recorded.

Section 4. Representation of the UTA. Designate a specific position that is authorized to exercise on behalf of the UTA – generally the Chairman and a designated spokesperson. The Board reserves the right to designate others and revoke said authority at its discretion.

Section 5. Inspection of Bylaws. Any UTA member may request and receive a copy of the UTA Bylaws upon written request to the Secretary, provided, however, that said member shall be responsible for any reasonable copying and mailing fees that may be assessed.

Section 6. Interpretation of Bylaws. In the event of a conflict of laws and/or differences in the interpretation of terms, the provisions of these Bylaws shall be determined according to New York Not-For-Profit Corporation Law.

Section 7. Bylaws Validity. If a court of competent jurisdiction shall hold a portion of these Bylaws to be invalid, the remainder of the Bylaws not so held invalid shall be considered in full force and in effect.

Signed this day _____ of _____ 2011.

By: _____ Board Chairman

I the undersigned do hereby certify:

1. That I am the duly elected Secretary of the United Taxidermist Association, Inc., a non-profit New York Corporation.
2. That the foregoing Bylaws comprised of 10 pages including this constitute the Bylaws of said Corporation as duly adopted by a meeting of the UTA Board of Directors thereof held on September 21, 2011

IN WITNESS THEREOF, I hereto subscribe my name on this _____ day
of _____, 2011.

_____, Secretary.