

BYLAWS OF THE  
ROGER TORY PETERSON INSTITUTE OF NATURAL HISTORY

ARTICLE I  
NAME

The name of the Corporation is and shall be the “Roger Tory Peterson Institute of Natural History.”

ARTICLE II  
PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation shall be located in Jamestown, New York.

ARTICLE III  
PURPOSE

The Corporation is a not-for-profit corporation organized exclusively for charitable, educational, and scientific purposes. The purpose of the Corporation is “To continue the legacy of Roger Tory Peterson by promoting the teaching and study of nature, thereby creating knowledge of and appreciation and responsibility for the natural world.”

The founding members of the Board of Trustees were:

Dallas K. Beal	M. Lorimer Moe
Paul A. Benke	Roger Tory Peterson
Howard Brokaw	Virginia M. Peterson
John D. Hamilton	Noble S. Proctor
Robert L. Lewin	Roger Seager

ARTICLE IV  
BOARD OF TRUSTEES

Section 1. GENERAL POWERS.

The Corporation shall be governed by its Board of Trustees. Each member of the Board of Trustees shall have one vote. There shall be no cumulative voting. The Annual Meeting of the membership of the Corporation shall be held during the month of August for the purpose of electing members of the Board of Trustees.

Section 2. ELECTION, APPOINTMENT, QUALIFICATIONS AND TERMS OF OFFICE.

- a. The Board of Trustees shall consist of not less than fifteen (15) nor more than twenty-five (25) members. The number of Trustees may be modified by a majority vote of the Trustees at any Annual Meeting.
- b. The Board of Trustees shall be and is divided into three classes, Class I, Class II, and Class III. The Board of Trustees shall endeavor to elect Trustees to these classes in such a manner so as to maintain these classes in approximately equivalent size.
- c. Trustees shall serve for three-year terms. No Trustee may serve more than two consecutive terms, provided that any Trustee elected to a first term of less than three full years shall not be considered to have completed one term until the conclusion of his or her first full three-year term. The two term limitation notwithstanding, the chairman, vice chairman, secretary, and treasurer may stand for re-election to the Board for one additional three-year term, provided that they have served in that office for at least one full year prior to the expiration of their second three-year term. A Trustee whose service on the Board has been terminated pursuant to the two term limitation shall be eligible for re-election to the Board one year following the termination of his or her Board service, and any former Trustee so re-elected shall be treated as a new Trustee for purposes of this limitation.
- d. The person who holds the office of Chair of the Roger Tory Peterson Institute Foundation, Inc. shall serve as a Trustee.
- e. A person who has contributed importantly to the art, science, and/or teaching of natural history can be honored by the Board of Trustees by election as an Honorary Trustee, and such Trustee shall serve for a term of one year ex-officio, and not be entitled to vote. The Board of Trustees may re-elect such Honorary Trustees.

### Section 3. QUALIFICATIONS OF TRUSTEES.

- a. Members of the Board must be active in the educational, business, professional, civic and/or cultural life of the nation, region, and/or Jamestown/Chautauqua County community.
- b. Board members are expected to: make a contribution representing a financial commitment of quality to the Institute and its activities; make a personal commitment to advocacy for the Institute and its activities, programs and initiatives through government agencies, foundations, corporations, and other appropriate outlets; attempt to secure support from colleagues, associates, friends, acquaintances, and others; be active on committees, giving time, advice, and expertise to the oversight of the Institute and its activities; and regularly attend meetings.

- c. Board members shall be chosen to fill as many as possible of the professional spheres and interests defined by the Board of Trustees and its Nominating Committee. The makeup of the Board shall mirror the distribution of the Institute's services in the community and the nation, geographically, demographically and professionally, and shall further represent the sources of the Institute and its activities' funding.

#### Section 4. ORGANIZATION.

- a. At each meeting of the Board of Trustees, the Chair, or, in the absence of the Chair, the Vice Chair or President, shall preside, or in the absence of either of such officers, an acting chair chosen by a majority of the Trustees present shall preside.
- b. The Secretary shall act as Secretary of the Board of Trustees. In the event the Secretary shall be absent from any meeting of the Board of Trustees, the Assistant Secretary shall act in his/her stead, or a majority of the Trustees present shall select an acting secretary.

#### Section 5. RESIGNATIONS AND REMOVAL OF TRUSTEES.

- a. Any Trustee of the Corporation may resign at any time by giving written notice to the Chair, or President, or to the Secretary.
- b. Any Trustee may be removed for cause by vote of the Trustees, provided there is a quorum of not less than a majority of the entire Board of Trustees present at the meeting of Trustees at which such action is taken.

#### Section 6. ACTION BY THE BOARD OF TRUSTEES.

- a. Each Trustee shall have one vote.
- b. Except as otherwise provided by law or in these bylaws, the act of the Board of Trustees means action at a meeting of the Board by vote of a majority of the Trustees present at the time of the vote if a quorum is present at such time.
- c. Any one or more members of the Board of Trustees 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 the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- d. Action may be taken by the Board of Trustees by mail vote or by a meeting by teleconference. The actions of such meetings must be ratified by the circulation of signed minutes of such meetings to each member participating and their return of a signed copy of such minutes to the Secretary.

## Section 7. QUORUM AND ADJOURNMENTS.

- a. At all meetings of the Board of Trustees, the presence of one-third (1/3) of the members serving on the Board at the time of the meeting shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation, or by these Bylaws.
- b. A majority of the Trustees present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same until a quorum shall be present.

## ARTICLE V MEETINGS OF THE BOARD OF TRUSTEES

### Section 1. ANNUAL MEETINGS.

The Annual Meeting of the Board of Trustees shall be held during the month of August each year in Chautauqua County, New York. Notice of the time and place of the Annual Meeting shall be delivered personally to each member or sent to each member by mail. Notice shall be delivered or mailed at least seven (7) days before the date of the meeting.

### Section 2. REGULAR MEETINGS.

Regular meetings of the Board of Trustees will be held upon notice three times per year at a place to be determined by the Trustees. These regular meetings may be waived and substituted by meetings of the Executive Committee and the duly constituted committees of the Corporation. Minutes of the meetings of these committees shall be circulated to the Board of Trustees.

In no instance shall the full Board meet together less than twice a year.

### Section 3. PLACE OF MEETINGS.

- a. Regular meetings and special meetings of the Board of Trustees shall be held at a place to be determined by the Trustees.
- b. Board members may attend regular or special meetings by telephone or other means of communication by which all persons participating in the meeting are able to speak with and hear each other.

### Section 4. SPECIAL MEETINGS.

- a. Special meetings of the Board of Trustees shall be held whenever called by the Chairman, or by one-third of the Trustees. Notice shall be given orally, by electronic mail, by facsimile machine, or by mail, and shall state the purposes,

time, and place of the meeting. Notice shall be delivered or mailed at least seven (7) days before the date of the meeting.

- b. Such notice shall specify the business to be transacted thereat, and no such business other than that specified in the notice shall be transacted at any such meeting, other than by consent of two-thirds (2/3rds) of those present.

#### Section 5. EXECUTIVE SESSIONS

At the direction of the Chair, the Board of Trustees may meet in executive session. Any attendees other than the members of the Board shall be invited by the Chair.

#### Section 6. ACTION WITHOUT A MEETING.

Any action by the Board of Trustees may be taken without a meeting if all members of the Board of Trustees individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Trustees.

#### Section 7. WAIVER AND CONSENT.

The transactions of any meeting of the Board of Trustees, however called and noticed and wherever held, shall be as valid as though the transactions were held at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the Trustees not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

#### Section 8. COMPENSATION.

Trustees shall receive no compensation for their services as Trustees but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties. The Treasurer shall regularly report on payments to Trustees.

#### Section 9. ANNUAL FINANCIAL REPORT.

- a. The Board of Trustees shall present at the annual meeting a report certified by a firm of independent public accountants selected by the Board fully in compliance with good business practice, prevailing law and the guidelines of the American Institute of Certified Public Accountants and the standards of the Financial Accounts Standards Board.
- b. This report shall be filed with the records of this Corporation and a copy thereof entered in the minutes of the proceedings of the annual meeting.

- c. A condensation of the substance of this report shall be published in a regular publication of the Corporation at a reasonable time following its preparation.

#### Section 10. POWERS OF DIRECTORS.

Subject to limitations of the Articles of Incorporation, other sections of these Bylaws and New York law, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Trustees. Without limiting the general powers, the Board of Trustees shall have the following powers:

- a. To select and remove all of the officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or the Bylaws, and require from them security for faithful service.
- b. To conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with the law, the Articles of Incorporation or the Bylaws.
- c. To borrow money and incur indebtedness for the purchase of the corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's, or other evidence of debt and securities.

#### Section 11. LIABILITIES OF TRUSTEES.

No person who is now, or later becomes, a member of the Board of Trustees shall be personally liable for any indebtedness, or liability or obligation of the corporation, and any and all creditors of this corporation shall look only to the assets or security of the corporation for payment.

### ARTICLE VI COMMITTEES

#### Section 1. NOMINATING COMMITTEE.

- a. There shall be a Nominating Committee consisting of no less than three (3) Trustees who shall be elected by a plurality of the executive committee at each annual meeting and shall serve until the next annual meeting.
- b. The Nominating Committee shall present a slate of nominees for the vacancies on the Board of Trustees. The Nominating Committee shall not be required to submit nominees for each position, but shall endeavor to fill each authorized position on the Board of Trustees if they are capable of securing commitments from candidates who will fill the standards and criteria herein defined.

- c. The Nominating Committee shall review all members of the Board of Trustees and their performance to the standards and criteria in the Bylaws annually.

## Section 2. EXECUTIVE COMMITTEE.

- a. The Board of Trustees shall designate from among its members an Executive Committee consisting of officers of the Board and the chair of the Strategic Planning Committee. The minutes of the Executive Committee meetings must be circulated to all Trustees within ten (10) days of its meetings.
- b. The Executive Committee shall have all the authority of the Board of Trustees and shall act in its stead between meetings so as to conduct the orderly business of the Corporation. A ratification vote of the Board of Trustees is necessary at its next meeting following Executive Committee action. The Executive Committee shall report on its actions to the full Board of Trustees by the circulation of its minutes within 10 days following the conclusion of each meeting.
- c. Any action approved by the Executive Committee in conformance with this Section shall be effective as an action of the Board of Trustees, except that the Executive Committee shall not have the power (i) to pledge the assets of the Corporation for any purpose in an aggregate outstanding amount greater than \$50,000, (ii) fill vacancies on the Board of Trustees or the Executive Committee, (iii) remove an officer appointed by the Board, (iv) establish new policy or initiate major new projects, or (v) amend these Bylaws.
- d. The Board of Trustees must affirm the actions of the Executive Committee at its next full meeting following one or more meetings of the Executive Committee.

## Section 3. COMMITTEE STRUCTURE.

The procedures and manner of acting of the Executive Committee and of the other standing committees of the Board shall be subject at all times to the directions of the Board of Trustees.

The Corporation shall have a Nominating Committee, an Executive Committee and the following standing committees: an Education Committee, a Finance Committee, a Development Committee, a House Committee, a Personnel Committee, a Special Collections and Library Committee, and a Strategic Planning Committee. The Board of Trustees shall appoint the chair of each Board Committee. The chair of each committee shall appoint the other committee members in consultation with the Chair of the Board and appropriate management staff. In addition, the Board of Trustees may from time to time create and dissolve ad hoc committees, and appoint thereto such Trustees and other persons as the Board of Trustees deems advisable.

#### Section 4. MEETINGS OF COMMITTEES.

- a. Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the Chair of the Board or the chair of the committee. Meetings may be held in person or by the use of a teleconferencing device.
- b. Minutes of the meetings of committees shall be submitted to the Secretary of the Corporation not more than 10 days following the conclusion of such meetings.

#### Section 5. QUORUM AND MANNER OF ACTING.

Unless otherwise provided by resolution of the Board of Trustees, a majority of all of the members of a committee shall constitute a quorum for the transaction of business, and the vote of a majority of all of the members of the committee shall be the act of the committee.

#### Section 6. TENURE OF MEMBERS OF COMMITTEES OF THE BOARD.

Each committee of the Board and every member thereof shall serve at the pleasure of the Board. A person on any committee may be removed from the committee, either with or without cause, at any time, by resolution of the Board of Trustees. Any vacancy in a committee shall be filled by the Board of Trustees in the manner prescribed by these Bylaws for the original appointment to the committee.

#### Section 7. ALTERNATE MEMBERS.

The Board of Trustees may designate one or more Trustees as alternate members of the Executive Committee or of any standing committee of the Board who may replace any absent member or members at any meeting of such committee.

#### Section 8. EMERGENCY MEETINGS.

Emergency meetings of any committee may be held by telephone call or any other means of communication by which all persons participating in the meeting are able to speak with and hear each other, upon at least twenty-four hours notice by telephone or e-mail with return receipt.

#### Section 9. STANDING COMMITTEES.

The Board of Trustees, or the Chair, or President acting on behalf of the Board of Trustees, may designate from among its members other standing committees consisting of three (3) or more Trustees. The Board of Trustees, the Chair, or President may invite others to serve on the committees of the Board, though they shall serve ex officio without voting privileges.

The standing committees have only such authority as the Board may by resolution provide in the minutes when such standing committees are authorized and formed.

The standing committees of the Board may have both Board members and other members. These committees shall report to the Board and Executive Committee. These committees are listed below:

- a. The purpose of the Education Committee is to ensure the educational activities of the Institute advance its natural history educational mission, expand its reach to the national level, and keep its focus primarily on teachers, the teachers of teachers and other adult mentors of children. The Education Committee assists the education department of the Institute by providing advocacy, guidance and advice to the education department for improving its program offerings.
- b. The Finance Committee oversees the fiscal affairs of the Corporation which include the management of the assets of the corporation and recommending investment policies. The Finance Committee shall have the authority to engage the services of a professional investment advisor, subject to the approval of the Board of Trustees. Decisions by the Finance Committee shall be made by a vote of the majority of the members of the committee, present and voting, except that upon a recommendation made by the professional investment advisor, if any, the purchase and/or sale of securities may be authorized by the Chairman of the Finance Committee, provided that all of the other members of the Finance Committee shall be immediately notified in writing of the action so taken. The Finance Committee shall name one of its members as Chair, and shall meet upon the request of any member of the committee. The Finance Committee shall report twice a year to the Board of Trustees.
- c. The Development Committee develops policy and oversees all fundraising programs of the Corporation. The Committee provides guidance to the staff with regard to annual giving, other gifts and grants, planned giving, and, from time to time, campaigns for capital projects and endowment growth. The Committee recommends, as part of the budgeting process, the budget and the announced goal of the annual fund.
- d. The House Committee is responsible for the management, maintenance and monitoring of all real property and interests therein owned by the Corporation. The House Committee shall also be responsible for improvements to such property.
- e. The purpose of the Personnel Committee is to ensure that the paid and unpaid staff have the appropriate training and development opportunities so that they are prepared to meet the challenges of the future. The Committee also provides guidance to the President in the development of personnel procedures, policies and compensation levels.

- f. The purpose of the Special Collections and Library Committee is to advise the president on accessioning, preservation, loan, display and use of the Institute's collections. The Committee also advises the president on the accessioning of new special collections, and the deaccessioning of materials not appropriate to the Institute's mission.
- g. The purpose of the Strategic Planning Committee is to provide the vision, framework, and implementation strategies for the advancement of the programs of the Corporation. The committee will engage the Board of Trustees and the management staff in plan development and evaluation.

Section 10. SPECIAL COMMITTEES.

- a. The Board of Trustees may designate committees of the Corporation, each of which shall consist of such persons and have authority as is provided in the resolution designating the committee.
- b. There shall be members of the committees of the Institute appointed by the Chair of the Board. Members can be nominated by any member of the Board. Nominees shall meet such criteria as shall be determined by the Board from time to time.
- c. There shall be committees for development who shall undertake projects as determined by a development committee.
- d. Committee members shall be chosen who have a continuing interest in the welfare of the Institute, and who are prepared to donate significant volunteer time and effort to the Institute.
- e. Committee members are expected to: make annual contributions at a level determined by the Board, attend meetings, plan organized activities to raise funds needed by the Institute, and provide supplementary support as needed.

ARTICLE VII  
OFFICERS

Section 1. NUMBER.

- a. The officers of the Corporation shall be a Chair, a Vice-Chair, a President, a Vice President, a Treasurer, a Secretary, and such other officers as the Board of Trustees may in its discretion determine. All officers shall be members of the board, except the President.

Section 2. TERM OF OFFICE AND QUALIFICATIONS.

- a. Officers shall be elected by the Board of Trustees at its annual meeting.

- b. The term of office of each officer shall be from the time of his/her election until the next Annual Meeting of the Corporation or until his/her successor is elected and qualified.

### Section 3. ADDITIONAL OFFICERS.

Additional officers may be elected for such period, have such authority, and perform such duties as the Board of Trustees may from time to time determine.

### Section 4. REMOVAL OF OFFICERS.

Any officer may be removed by the Board of Trustees with or without cause of any kind by majority vote of the entire Board of Trustees in person, by telephone poll, or written proxy.

### Section 5. RESIGNATION.

Any officer may resign at any time by giving written notice to the Board of Trustees, or to the President, or to the Secretary.

### Section 6. VACANCIES.

A vacancy in any office because of death, resignation, removal disqualification, or otherwise shall be filled by the Board of Trustees.

### Section 7. CHAIR OF THE BOARD OF TRUSTEES.

The Chair shall preside at all meetings of the Board of Trustees and shall perform such other duties as the Board may direct.

### Section 8. VICE CHAIR OF THE BOARD OF TRUSTEES.

In the Chair's absence or incapacity to act as Chair, or at the Chair's request, the Vice Chair shall preside at meetings of the Board of Trustees. The Vice Chair shall have such powers and shall perform such other duties as may be assigned by the Board of Trustees, or the Chair.

### Section 9. PRESIDENT.

The President of the Institute shall be the chief executive officer, shall preside over the meetings of the Executive Committee in the absence of the Chair, shall attend meetings of all committees, and shall prepare the regular and timely reports of the management and staff of the Corporation. The President shall be directly responsible to the Board. Under the direction of the Board of Trustees, he/she shall have the duties and related powers of supervision and management of the property, affairs, and

programs of the Institute. He/she shall perform such other duties as the Board of Trustees shall direct.

#### Section 10. TREASURER.

The Treasurer shall be responsible for seeing that the books of account are maintained and shall be responsible for the charge and custody of all funds and securities of the Corporation, and shall see that all such funds are deposited 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 of Trustees. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Trustees.

#### Section 11. SECRETARY.

- a. It shall be the duty of the Secretary to act as secretary of all meetings of the Board of Trustees and to keep the minutes of all such meetings in a proper book or books to be provided for that purpose; the Secretary shall see that all notices required to be given by the Corporation are duly given and served; the Secretary shall keep a current list of the Corporation's Trustees and officers with their curriculum vitae and their residence addresses; the Secretary shall be custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all agreements, documents, and other papers requiring the same.
- b. The Secretary shall have custody of the minute book containing the minutes of all meetings of Trustees, the Executive Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of some other person authorized by the Board of Trustees to have such custody.
- c. The Secretary shall maintain, or cause to be maintained, all of the records and materials in his/her charge in the principal offices of the Corporation. The Secretary shall direct the management of the Corporation in its maintenance and custodianship of any and all of the materials, documents, and records of which the Secretary has charge.

#### Section 12. COMPENSATION.

No member of the Board of Trustees, officer, committee member or other individual active in the activities of the Corporation other than the President and the professional, support, and other staff, may receive compensation for their services.

ARTICLE VIII  
CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, AND STOCKS

Section 1. EXECUTION OF CONTRACTS.

- a. Except as otherwise provided in these Bylaws, the President, together with one other officer of the Corporation, is authorized, in the name of and on behalf of the Corporation, to enter into any contract, to execute and deliver any instrument, to pledge the Corporation's credit, or to render the Corporation liable pecuniarily in an amount not to exceed Ten Thousand Dollars (\$10,000.00).
- b. The Board of Trustees, except as otherwise provided in these Bylaws, may authorize any officer or officers, the President or agent or agents, in the name of and on behalf of the Corporation, to enter into any contract, to execute and deliver any instrument, to pledge the Corporation's credit, or to render the Corporation liable pecuniarily in an amount exceeding \$10,000, but unless so authorized by the Board of Trustees, or expressly authorized by these Bylaws, no officers, the President, Executive Vice President, agent, or employee shall have any power or authority to bind the Corporation for an amount exceeding Ten Thousand Dollars (\$10,000.00).
- c. The President and other officers of the Roger Tory Peterson Institute of Natural History are authorized to sign legal documents involving grant applications and grant contracts on behalf of the Corporation.

Section 2. LOANS.

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

Section 3. CHECKS, DRAFTS, ETC.

- a. All checks, drafts, and other orders for the payment of money out of funds of the Corporation and all notes or other evidences of indebtedness of the Corporation in an amount up to Five Thousand Dollars (\$5,000.00) shall be signed on behalf of the Corporation by any officer or the President of the Corporation or as may be determined by resolution of the Board of Trustees.
- b. All checks, drafts, and other orders for the payment of money out of funds of the Corporation and all notes or other evidences of indebtedness of the Corporation in an amount of Five Thousand Dollars (\$5,000.00) or greater shall be signed on behalf of the Corporation by any two officers of the Corporation or as may be determined by resolution of the Board of Trustees.

Section 4. DEPOSITS.

All funds of the Corporation not otherwise employed shall be promptly deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 5. ASSIGNMENT AND TRANSFER OF STOCKS, BONDS AND SECURITIES.

Any two officers shall have power to assign, or to endorse for transfer, under the corporate seal, and to deliver any stock, bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the Corporation.

ARTICLE IX  
OFFICE AND BOOKS

Section 1. OFFICE.

The office of the Corporation shall be 311 Curtis Street, Jamestown, NY, 14701-9620, in the County of Chautauqua, State of New York. This office may be changed by act of the Board of Trustees.

Section 2. BOOKS AND RECORDS.

There shall be kept at the office of the Corporation: (1) correct and complete books and records of account; (2) minutes of the proceedings of the Board of Trustees and the Executive Committee; (3) a current list of the Trustees and officers of the Corporation and their residence addresses; (4) a copy of these Bylaws.

The chairs of committees shall promptly deposit minutes of the meetings of their committees as well as copies of any and all relevant correspondence at the office of the Corporation.

ARTICLE X  
GENERAL

Section 1. SEAL.

The corporate seal shall be in the form of a circle and shall have inscribed thereon the following: ROGER TORY PETERSON INSTITUTE OF NATURAL HISTORY, 1984, New York State.

## Section 2. INDEMNIFICATION OF TRUSTEES AND OFFICERS.

To the fullest extent authorized by law no officer or Trustee shall be personally liable for any obligations of the corporation or for any duties or obligations arising out of any acts or conduct of said officer or Trustee performed for or on behalf of the corporation. The corporation shall and does hereby indemnify and hold harmless each person and his heirs and administrators who shall serve at any time hereafter as a Trustee or officer of the corporation from and against any and all claims, judgments, and liabilities to which such persons shall become subject by reason of his having heretofore or hereafter been a Trustee or officer of the corporation, or by reason of any action alleged to have heretofore or hereafter been taken or omitted to have been taken by him as such Trustee or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, including power to defend such person from all suits or claims as provided for under the provisions of the New York Not-for-Profit Corporation Law and the Education Law of the State of New York; provided however, that no such person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability arising out of his own negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. The corporation, its Trustees, officers, employees, and agents shall be fully protected in taking any action or making any payment, or in refusing so to do in reliance upon the advice of counsel.

## Section 3. OTHER INDEMNIFICATION.

The indemnification herein provided shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Trustees, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer, or employee, and shall inure to the benefit of the heirs, executors, and administrators of such person.

## Section 4. INSURANCE.

The corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, or employee of the corporation, or is or was serving at the request of the corporation as a Trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against liability under the provisions of this section.

## Section 5. INTERESTED TRUSTEES AND OFFICERS.

- a. No contract or other transaction between the Corporation and one or more of its Trustees or officers, or between the Corporation and any other corporation, firm, association, or other entity in which one or more of its Trustees or officers are Trustees or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone as long as such Trustee or Trustees or officer or officers are not present at the meeting of the Board of Trustees, or of a committee thereof, during the portion of the meeting which authorizes such contract or transaction and his or their votes are not counted for such purpose.
  - (1) If the material facts as to such Trustee's or officer's interest in such contract or transaction and as to any such common trusteeship, officership, or financial interest are disclosed in good faith or known to the Board or committees, and the Board or committee authorizes such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested Trustee or officer; or
  - (2) If the material facts as to such Trustee's or officer's interest in such contract or transaction and as to any such common Trusteeship, officership, or financial interest are disclosed in good faith or known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by vote of such members.
- b. Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or committee which authorizes such contract or transaction, though they shall absent themselves from votes on such matters.

## Section 6. LOANS TO TRUSTEES AND OFFICERS.

No loans other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its Trustees or officers, or to any other corporation, firm, association, or other entity in which one or more of its Trustees or officers are Trustees or officers or hold a substantial financial interest.

## ARTICLE XI FISCAL YEAR

The fiscal year of the Corporation shall commence May 1 in each calendar year and end on April 30, and can be modified by the Board of Trustees on recommendation of its Treasurer in the best interests of the Corporation.

## ARTICLE XII AMENDMENTS

These Bylaws may be amended or repealed and new bylaws may be adopted at any meeting of the Board of Trustees, provided that written notice of any such proposed action is given to all Trustees at least seven (7) days prior to such meeting in a manner provided above for notice of special meetings. Adoption of Bylaw changes shall be by affirmative vote of two thirds of the members serving on the Board of Trustees at the time of the meeting.

## ARTICLE XIII ADVISORY BOARD

The Board of Trustees may from time to time elect Advisory Board members in such numbers as they see fit. Advisory Board members shall be entitled to attend all Committee Board meetings, at the invitation of the Committee's Chair, but shall not be counted for determination of quorum and shall not be entitled to vote. Advisors shall serve at the pleasure of the Board of Trustees.

### Section 1. DESCRIPTION.

- a. The Roger Tory Peterson Institute of Natural History (RTPI) shall form an Advisory Board consisting of a minimum of ten (10) individuals who will serve one year terms running concurrent with RTPI's fiscal year. Pending their yearly selection to the Advisory Board, members will be eligible for an unlimited number of consecutive terms. Members of the Advisory Board will be selected by the Board of Trustees with input from existing Advisory Board members.
- b. Board of Trustees. RTPI's Board of Trustees understands and accepts that regular communication with the Advisory Board in an advisory capacity is essential to the board's effectiveness.
- c. No compensation will be offered or provided to Advisory Board members specifically for their role as an Advisory Board member. This includes, but is not limited to, any RTPI related functions such as forums or annual meetings. An exception to this will be made if an Advisory Board member is performing in a capacity for which compensation would normally be afforded any other person, member, or non-member performing in the same capacity.

### Section 2. QUALIFICATIONS.

In order to establish and maintain a diverse and effective Advisory Board, the following criteria will be considered in the selection process:

- a. Affiliation with Roger Tory Peterson and/or his work.
- b. Affiliation to nature education and/or related fields.
- c. Diversity of backgrounds.

- d. Geographic diversity.
- e. Personal capabilities.

Section 3. PURPOSE.

The RTPI Advisory Board will serve the following purposes:

- a. Provide an independent and unbiased sounding board.
- b. Provide expertise to RTPI's Board of Trustees.
- c. Provide a means for involving people who are willing and able to give very critical assistance but have limited time.
- d. Assist in raising funds for unrestricted use or for specific programs as outlined by the Board of Trustees. Such fund raising may include use of the name of the Advisory Board members.
- e. Serve as ambassadors of RTPI to the public, enhancing the credibility of RTPI.

ARTICLE XIV  
TERMS OF DISSOLUTION

Section 1.

Should the Roger Tory Peterson Institute of Natural History be dissolved or otherwise cease to exist for any reason whatsoever, the trustees, within the limits of applicable law, will transfer all of the assets of the Institute to a functioning non-profit teaching institution actively involved in environmental education programs. Those teaching institutions described in the Roger Tory Peterson "Retention Agreement" of August 30, 1993, are in the following successive order:

First Successor:	University of Michigan
Second Successor:	Louisiana State University
Third Successor:	University of California, Berkeley

Those certain collections acquired with specific restrictions on their disposition will be transferred or disposed of in keeping with those restrictions.

Section 2.

The organization receiving the Institute's property will agree to recognize in its publications the name "Roger Tory Peterson Institute of Natural History" as the donor under arrangements to be negotiated by the Institute's officers.

Section 3.

The receiving organization must have the characteristics in its programs that identify them as extensions of the philosophy of Dr. Roger Tory Peterson.