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# BYLAWS

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JANUARY 1, 2020

THE FORSYTH-WARREN TAVERN LIVING HISTORY FARM AND MUSEUM  
5182 Ridge Road, Warren's Corners, New York

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## **ARTICLE I**

### **Name and Nonprofit Policy**

#### **Section 1.**

**Name:**

This Corporation is and shall be known as The Forsyth-Warren Tavern Living History Farm and Museum hereinafter referred to as the Tavern.

#### **Section 2.**

**Nonprofit Policy:**

The Tavern shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized as set forth in its constitution, as the same may from time to time be amended.

## **ARTICLE II**

### **Purposes**

#### **Section 1.**

**Purposes:**

The purposes of the Tavern as set forth in its constitution are exclusively educational in nature, to wit:

The mission of the Forsyth-Warren Tavern Living History Farm and Museum is to preserve the frontier settlement of Warren's Corners, the Forsyth-Warren Tavern and Farm, developing the site as a living history museum, to interpret the role played by taverns in the settlement of Western New York, to provide a regional educational, cultural and historic resource, to preserve local history, and to assist visitors, students, and scholars in understanding significant lives and events comprising the site's history. We pursue this mission by preserving and protecting the area's physical and intellectual assets and sharing them with the widest possible audience, whether on our campus or through outreach programs.

## **ARTICLE III**

### **Board of Trustees**

#### **Section 1.**

##### **Election and Powers:**

The Board of Trustees shall have custody, control and direction of the Tavern, its collections, property and other assets. Trustees shall be elected to vacant positions at each Annual Meeting of the Board, and each Trustee shall serve until their successor is elected and qualified, unless their Trusteeship be theretofore vacated by resignation, death, removal, or otherwise.

#### **Section 2.**

##### **Number:**

The number of Trustees constituting the entire Board of Trustees shall be not less than five (5) nor more than twenty-five (25), and shall be fixed by resolution of the Board of Trustees. The Board of Trustees, by a two-thirds (2/3) vote of all members of the Board, may resolve to increase or decrease the number of Trustees to the extent permitted in the Charter of the Tavern, provided that no decrease shall shorten the term of any incumbent Trustee.

#### **Section 3.**

##### **Classes:**

Each Trustee shall serve a term of three (3) years, except as provided hereafter in this Article. For the purpose of staggering their terms of office, the Trustees shall be divided into three (3) classes, as nearly equal in numbers as may be, and the term of office of one class shall expire each year in regular rotation. In case the number of Trustees in any class becomes unequal to the other classes, the Board of Trustees may elect one or more Trustees to terms of one or two years, as deemed most practical.

#### **Section 4.**

##### **Vacancies:**

In case of any vacancy in the Board of Trustees, a majority of the remaining Trustees may elect a successor to fill the unexpired term, and to serve until a successor shall have been duly elected and qualified. In the event of an increase in the number of Trustees, additional Trustees may be elected to terms of one, two, or three years as may be necessary to maintain equality

in numbers among the classes of Trustees. Additional Trustees so elected shall serve until their successors shall have been duly elected and qualified.

#### **Section 5.**

##### **Absences:**

If any Trustee shall fail to attend three (3) consecutive meetings of the Board of Trustees without excuse accepted as satisfactory by the Board, such Trustee shall be deemed resigned and the vacancy shall be filled.

#### **Section 6.**

##### **Removal:**

At any meeting of the Board of Trustees duly called, any Trustee may, by vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the Board to fill the unexpired term of the Trustee so removed.

#### **Section 7.**

##### **Meetings:**

##### **Annual Meeting**

The Annual Meeting of the Board of Trustees shall be held in the month of March each year on such date, time and place as fixed by the Board of Trustees and named in the notice. Regular Meetings of the Board of Trustees shall be held at such times as the board determines.

##### **Special Meeting**

Special Meetings of the Board of Trustees shall be held at any time as called by the President of the Board, or by the Secretary on the request in writing of any three (3) members of the Board.

#### **Section 8.**

##### **Agenda for Regular Meetings:**

The agenda or order of business for each Regular meeting shall include the following:

- (a) Call to order
- (b) Roll Call
- (c) Approval of Minutes
- (d) Financial report
- (e) Reports of Regular Committees
- (f) Reports of any other Committees

- (g) Report of the Director
- (h) Old business
- (i) New business
- (j) Adjournment

## **Section 9.**

### **Notice of Meetings:**

Notice of the time and place of every meeting of the Board shall be mailed not less than ten (10) nor more than twenty (20) days before the meeting, to each Trustee at his or her address as set forth in the records of the Tavern. Notices can be faxed/emailed to members.

## **Section 10.**

### **Waiver of Notice:**

Notice of a meeting need not be given to any Trustee who submits a signed written waiver thereof, whether before or after the meeting, nor to any Trustee who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him. Members can submit waiver of notice of meeting by electronic means.

## **Section 11.**

### **Quorum:**

A majority of the entire Board of Trustees shall constitute a quorum at any meeting of the Board, and except as otherwise provided by law or herein, a majority in number of such quorum shall decide any question that may come before the meeting. A majority of the Trustees present at any regular or special meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

## **Section 12.**

### **Action Without a Meeting:**

Any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if all members of the Board of Trustees or the committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the Board of Trustees or committee shall be filed with the minutes of the proceedings of the Board of Trustees

or the committee. Consent can be given through the use of electronic communication.

### **Section 13.**

#### **Personal Attendance by Conference Communication Equipment:**

Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board or committee, with the consent of all the members of such Board or committee present in person at such meeting, by means of a conference telephone, electronic video screen communication 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.

### **Section 14.**

#### **Executive Committee:**

The Board of Trustees shall, by an affirmative vote of a majority of the entire Board, appoint an Executive Committee, to consist of no less than five (5) Trustees, including the President, Vice-President, Secretary, Treasurer, and other members of the Board as the Board shall determine upon recommendation by the President. The President shall be the Chairman of the Executive Committee. The Executive Committee shall have and may exercise between the meetings of the Board of Trustees all the authority of the Board of Trustees, except that the Executive Committee shall have no authority as to those matters proscribed under any provision of applicable law. The Executive Committee shall review, at least annually, the performance and effectiveness of the Director, and shall recommend the compensation and benefits of the Director. The Executive Committee shall report all its actions to the next meeting of the Board. Any reference in these Bylaws to the Board of Trustees shall include the Executive Committee unless the context or express provision otherwise provides.

### **Section 15.**

#### **Regular Committees:**

As soon as practical each year following the Annual Meeting of the Board of Trustees and upon the recommendation of the President, the Board shall appoint the following Regular Committees, each of which shall consist of at least three (3) Trustees and shall have the authority to carry out its purposes as set forth in this Section 15. In making these appointments, the Board shall designate the Chairman of each committee other than the Finance Committee.

(a) Collections Committee. There shall be a Collections Committee which shall recommend policy for acquisitions to the collections, either by purchase or gift, and shall carry out a continuing review of all acquisition programs. This Committee shall also be responsible to the Board for policies relating to preservation, deaccessioning and other disposition of the collections.

(b) Community Relations Committee. There shall be a Community Relations Committee which shall recommend policy for the community relations, public relations, membership programs, and development activities of the Tavern.

(c) Education Committee. There shall be an Education Committee which shall recommend policy for all educational and group activities provided for the public.

(d) Finance/Audit Committee. There shall be a Finance/ Audit Committee which shall recommend policy and be responsible for the supervision and direction of the care and custody of all financial transactions and reports of the Tavern. The Committee shall advise the Director in the preparation of the budget for the calendar year which shall be presented annually to the Board of Trustees for adoption. The Committee shall review with the Director and the independent public accountants then serving the Tavern audit policies and the proposed annual audit report to be submitted to the Board. The Committee shall be composed of a minimum of three board members other than the treasurer and the president. Treasurer shall serve as Chairman of the Finance/Audit Committee.

(e) Nominating Committee. There shall be a Nominating Committee which shall recommend

(i) persons for election to the Board of Trustees, and

(ii) a slate of officers for election to two year terms at the Annual Meeting of the Board of Trustees. Nominations shall be mailed to each member of the Board of Trustees at least fifteen (15) days prior to the Annual Meeting of the Board. The Nominating Committee shall also recommend to the Board persons to fill vacancies as soon as practicable after they may occur. The Nominating Committee may also propose to the Board persons for election as Honorary Trustees. The President shall not serve on the Nominating Committee.

(f) Personnel Committee. There shall be it Personnel Committee which shall recommend policies relating to the recruitment, compensation, benefits, and retention of Tavern employees, other than the Director, and all employee policies and programs.

(g) House and Grounds Committee. There shall be a House and Grounds Committee which shall recommend policies for the maintenance, repair, and occupancy of the physical facilities and grounds of the Tavern.

## **Section 16.**

### **Other Committees:**

The President, with the approval of the Board of Trustees, may designate additional committees, each of which shall consist of at least three (3) Trustees and may include other persons who need not be Trustees. Each such committee shall have such authority and shall serve for such time as provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 14 or on any regular Committee by Section 15 of this Article. No committee of the board shall have authority to bind the board.

## **ARTICLE IV**

### **Officers**

#### **Section 1.**

##### **Election of Officers:**

The Board of Trustees shall elect a President, a Vice-President, a Secretary, and a Treasurer of the Tavern. Each such officer shall be elected from among the Trustees at the Annual Meeting of the Board for a term of one year. Any vacancy in the above offices shall be filled by the Board of Trustees as soon as practicable.

#### **Section 2.**

##### **Removal:**

At any meeting of the Board of Trustees duly called, any Officer of the Tavern may, by a vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the board in the place of the Officer so removed, to serve until the next Annual Meeting of the Board.

### **Section 3.**

#### **President:**

The President shall be the presiding officer of the Board of Trustees with the power and duty to exercise general supervision over the affairs and operations of the Tavern. They shall act as Chairman of and preside at all meetings of the Board and of the Executive Committee. They shall serve on all Regular and other committees, except the Nominating Committee, in addition to the appointed members. The President shall have such other powers and duties as may be designated by the Board.

### **Section 4.**

#### **Vice-President:**

At the request of the President or in his or her absence or during his or her disability, the Vice-President shall perform the duties and exercise the functions of the President. The Vice-President shall have such other powers and duties as may be designated by the Board of Trustees or the President.

### **Section 5.**

#### **Secretary:**

The Secretary shall be responsible for the keeping of minutes of all meetings of the board of Trustees. They shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall be responsible for the custody of the records and of the seal or seals of the Tavern. The Secretary shall have such other powers and duties as may be designated by the Board or the President.

### **Section 6.**

#### **Treasurer:**

The Treasurer shall have supervision over the financial records of the Tavern. The Treasurer shall provide the Board of Trustees at each of its regular meetings with a statement of the financial condition of the Tavern. They shall serve as Chairman of the Finance/Audit Committee and shall have such other powers and duties as may be designated by the Board.

## **ARTICLE V**

### **Membership**

#### **Section 1.**

##### **Purpose and Authorization:**

In order to provide a means of attracting interest in and support for the activities of the Tavern, the Board of Trustees may establish from time to time one or more classes of membership as it deems fit, on such terms and conditions as the Board by resolution shall determine.

## **ARTICLE VI**

### **Director**

#### **Section 1.**

##### **Director:**

The Board of Trustees may appoint and employ a chief administrator of the Tavern, designated as Director. The Director shall serve at the pleasure of the Board. That person, by becoming a director, officer, key employee or agent of the Tavern is subject to the personal jurisdiction of the State Supreme Court, and in an action or proceeding by the attorney general under the NPCL process may be served upon such person pursuant to CPLR §313.

#### **Section 2.**

##### **Duties of Director:**

The Board of Trustees may delegate to the Director the responsibility and authority for carrying out the policies and purposes that have been adopted and approved by the Board. The Director shall be the chief officer of the staff of the Tavern, and shall appoint, supervise and, when necessary, discharge individuals who occupy staff positions authorized by the Board. The Director shall have such powers and duties as may be designated by the Board.

### **Section 3.**

#### **Waiver:**

Waiver of notice to director/alternate director can be submitted either in writing or electronically.

## **ARTICLE VII**

### **Amendments and Other Provisions**

#### **Section 1.**

##### **Amendments:**

These Bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority in number of the entire Board of Trustees, provided that at least thirty (30) days before the meeting at which any amendment shall be voted upon. Written notice of the proposed amendment shall be mailed to each member of the Board, together with a concise statement of the changes proposed to be made.

#### **Section 2.**

##### **Conduct of Meetings:**

Except as otherwise provided in these bylaws, by applicable law or by resolution of the Board of Trustees, all meetings of the Board or of any committee designated by the Board shall be conducted in conformity with Robert's Rules of Order, Revised, as amended from time to time.

#### **Section 3.**

##### **Financial Reporting:**

For financial reporting purposes the Tavern shall report from March to April of each year.

#### **Section 4.**

##### **Indemnification:**

The Tavern shall indemnify

- (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such

person's testator or intestate, is or was a Trustee or Officer of the Tavern and

(b) any Trustee or Officer of the Tavern who served any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the Tavern, in the manner and to the maximum extent permitted by the Not-for-Profit Corporation Law of New York, as amended from time to time; and the Tavern may, in the discretion of the Board of Trustees, purchase and maintain insurance pursuant to such indemnification and indemnify all other corporate personnel to the extent permitted by law.

## **Section 5.**

### **Interested Trustees and Officers:**

Each Trustee and Officer of the Tavern shall disclose in writing to the Board of Trustees any conflict of interest which he believes may arise in connection with his service as a Trustee or an Officer of the Tavern. No contract or other transaction between the Tavern and any other corporation, firm, association, or other entity in which one or more of its Trustees or Officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Trustee or Trustees or Officer or Officers are present at the meeting of the Board or of a committee thereof, which authorizes such contract or transaction, or that their votes are counted for such purposes if the material facts as to such common directorship, officer ship, financial or other interest are disclosed in good faith or known to the Board or committee, and if the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Trustee or Officer.

## **Section 6.**

### **Related Party Transactions:**

Is any transaction agreement or any other arrangement in which a related party has a financial interest and in which the corporation or any affiliate of the corporation is a participant. Authorizes the Attorney General to enjoin, void or rescind any related party transaction, or seek additional damages or remedies.

## **Section 7.**

### **Conflict of Interest:**

#### **Purpose**

The Forsyth-Warren Tavern Living History Farm and Museum is subject to the New York Not-for-Profit Corporation Law with respect to its governance, including dealing with conflicts of interest. Additionally, The Tavern is an organization described in Sections 501(C)(3) and 509(a)(1), (2) or (3) of Internal Revenue Code of 1986, as amended (the “Code”), and so is subject to the requirements of Code Section 4958 with respect to various dealing with disqualified persons.

The directors and officers of The Tavern are responsible for upholding a public trust. We are called to a higher standard of stewardship on order to meet the special privileges that our tax-exempt status allows. The action of the directors and officers should meet or exceed these higher standards rather than only minimally satisfy the requirements of tax-exempt status. Areas of behavior to be avoided include personal conflicts of interest by directors and officers, their families and business associates, questionable investments, improper treatment of consumers, improper use of funds raised (especially for personal remuneration), expensive and inefficient fundraising practices, failure to meet legal requirements and similar offenses. The Tavern has adopted the following policy designed to avoid any possible conflict between the personal interests of directors and officers and the interest of The Tavern. The purpose of this policy is to insure that decisions about operations of The Tavern, and the use and disposition of its assets are made solely in terms of benefits to The Forsyth-Warren Tavern Living History Farm and Museum and are not influenced by any private profit or other personal benefit to the individuals affiliated with The Tavern who take part in the decision.

In addition to actual conflicts of interest (as defined by this policy), directors, officers and employees are also obliged to avoid actions that could be perceived or interpreted to be in conflict with The Tavern’s interest. While these situations are not specifically covered by this policy, such individuals should disclose these situations as they arise for consideration by the Board, committee or individuals reviewing the matter to determine whether the individual should be recused from deliberations and voting.

This Conflict of Interest Policy (the “Policy”) is intended to contain in a single policy the relevant legal rules and best practices which govern the Corporation and its handling of conflicts of interest which include related party transactions as defined under the New York Not-for-Profit Corporation Law.

No policy can anticipate the fullest range of factual circumstances which may entail a conflict of interest. Accordingly, it is important to interpret and apply this Policy in a way which best assists The Tavern’s governing Board and others in meeting their obligations under the law. Questions

arising under or about this Policy should be forwarded to a board member for consideration and resolution.

(a) Any person who is a Related Party is subject to this policy. Related Party is defined as:

i. Any individual who currently serves or has served in the following capacities within the past five (5) years:

- a. a voting member of the Board of Directors of The Tavern or of any Affiliate of the Corporation (“Board Member”);
- b. an officer of The Tavern or any Affiliate of the Corporation, including, but not limited to (i) a President or Chair, Chief Executive Officer (CEO), Chief Operating Officer (COO) and any other individual who has ultimate responsibility (individually or shared) for implementing the decisions of the Board or for supervising the management, administration, or operation of the Corporation (e.g., Executive Director); and (ii) a Treasurer, Chief Financial Officer (COO) and any other individual who has ultimate responsibility (individually or shared) for managing the finances of The Tavern or
- c. a Key Employee of the Corporation or any Affiliate of The Tavern.

ii. Any Relative of those persons listed in (a) above. “Relative” includes: spouse; domestic partner as defined in New York Public Health law Section 2954-A; ancestors; siblings (whether whole or half-blood); children (whether natural or adopted); grandchildren; great-grandchildren; and spouses of siblings, children, grandchildren, and great-grandchildren.

iii. Any entity in which an individual listed in (a) or (b) has a controlling interest. A controlling interest is defined as:

- . for corporations: ownership (direct or indirect) of more than 35% of the combined voting power;
- a. for partnerships or personal service corporations: ownership (direct or indirect) of more than 5% of the profit interest; and
- b. for trusts or estates: ownership (direct or indirect) of more than 35% of the beneficial interest.

iv. Key Employee includes any person who currently is, or was at any time during the past five (5) years, in a position to exercise substantial influence over the affairs of The Tavern. Facts and

circumstances indicating that a person is in a position to exercise substantial influence include, but are not limited to the following:

- a. the person is a founder or creator of The Tavern;
- b. the person is a substantial contributor to The Tavern;
- c. the person's compensation is based primarily on revenues from The Tavern's activities that the person controls;
- d. the person has or shares authority to control or determine a substantial part of The Tavern's Living capital expenditures, operating budget, or compensation for employees;
- e. the person manages a discrete segment or activity of The Tavern that is a substantial part of The Tavern's, assets, income, or expenses;
- f. the person owns a controlling interest in a corporation, partnership, or trust that is considered a Related Party; and
- g. the "person" is a non-stock organization controlled directly or indirectly by one or more Related Parties.

v. Facts and circumstances indicating that a person is not a Key Employee include, but are not limited to the following:

- a. the person has taken a bona fide vow of poverty as an employee, agent, or on behalf of a religious organization;
- b. the person is an independent contractor whose sole relationship to The Tavern is providing professional advice and who has no decision-making authority and will derive no direct or indirect benefit from the transaction except for the customary fees for professional advice;
- c. the person is the direct supervisor of an individual who is not a Key Employee;
- d. the person does not participate in any management decisions affecting The Tavern as a whole or affecting a discrete segment of the organization that represents a substantial portion of its activities, assets, income, or expenses of The Tavern, as compared to The Tavern as a whole;
- e. the person receives any preferential treatment based on the size of the person's donation when that preferential treatment is also offered to all other donors making comparable contributions and offered as a part of a solicitation intended to attract a substantial number of contributions.

vi. An Affiliate is any entity controlled by, in control of, or under common control with The Tavern.

- (b) Any transaction, agreement or other arrangement in which a Related Party has a financial interest, and in which The Tavern or any Affiliate is a participant (“Related Party Transaction”) are subject to this Policy.
- (c) The Board shall approve a Related Party Transaction only where the Board determines that the transaction is fair, reasonable and in The Tavern’s best interests. The Board shall utilize the following process to approve transactions subject to this Policy:
1. The Board must approve the Related Party Transaction in advance. Any member of the Board who has a conflict of interest as defined in this Policy may not participate in the vote, nor may they be present during voting or deliberations.
  2. The Board must make its decision with reliance on appropriate data about comparable arrangements, to the extent they are available.
  3. The Board must adequately document its decision and deliberations in the corporate records.
- (d) Prior to initial election and annually thereafter, all Directors shall complete, sign, and submit to the Secretary a written statement identifying, to the best of the Director’s knowledge, any entity of which such director is an officer, director, trustee, member, owner, or employee, and with which The Tavern has a relationship, and whether there is a conflict of interest. The disclosure of a relationship shall not, by itself, constitute a conflict of interest. The governing Board may require the same submission to be made by officers and Key Employees. The Secretary shall provide a copy of all completed disclosure statements to the chairperson of the Audit Committee.
- (e) An employee of The Tavern with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations, discussions, as well as any decisions, relating to the matter, and follow the direction of the supervisor regarding which Corporate actions are subject to this conflict of interest determination. The President shall be responsible for determining the proper way for The Tavern to handle decisions which involve unresolved employee conflicts of interest. In making such determinations, the President may consult with legal counsel.

The President shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts

and transactions involving employee conflicts which the President has approved.

- (f) This policy shall be overseen and administered by the Board including the adoption of any amendments to this policy.

## **Section 8.**

### **Whistleblower:**

The Tavern requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of The Tavern, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

### **Reporting Responsibility**

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that The Tavern can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees and volunteers to report concerns about violations of The Tavern's code of ethics or suspected violations of law or regulations that govern The Tavern's operations.

### **No Retaliation**

It is contrary to the values of The Tavern for anyone to retaliate against any board member, officer, employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of The Tavern. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

### **Reporting Procedure**

The Tavern has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with their supervisor. If you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with the Executive Director. Supervisors and managers are required to report complaints or concerns about suspected ethical and legal violations in writing to The Tavern's designated employee or board member, who has the responsibility to investigate all reported complaints. Employees with concerns or complaints may also submit their concerns in writing directly

to their supervisor or the Executive Director or the organization's Compliance Officer [or other designated person].

### **Board of Trustees**

The Tavern's Executive Director is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. All complaints and their resolution and will report at least annually to the [Treasurer/Chair of the Finance Committee/Audit Committee] on compliance activity relating to accounting or alleged financial improprieties.

### **Accounting and Auditing Matters**

The Tavern's Executive Director shall immediately notify the Audit Committee/Finance Committee of any concerns or complaint regarding corporate accounting practices, internal controls or auditing and work with the committee until the matter is resolved.

### **Acting in Good Faith**

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

### **Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### **Handling of Reported Violations**

The Tavern's Executive Director will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

### **Notification**

A copy of this policy is to be distributed to all directors, officers, employees and to volunteers who provide substantial services to the corporation

## **Section 9.**

### **Proxy:**

A member can use email to authorize someone to act as proxy.

**Section 10.**

**Employees:**

Prohibits an employee of a corporation from serving as chair of the board or holding any other title with similar responsibilities.