

**Amended and Restated By-Laws
of
Oneida Community Mansion House Inc.**

Effective July 24, 2014

ARTICLE I

Board of Trustees

Section 1.01. Power of the Board and Qualifications of Trustees. The Corporation shall have no members and all corporate powers shall vest in the Board of Trustees. The Corporation shall be managed by its Board of Trustees which shall be self-perpetuating. Each Trustee shall be at least eighteen years of age.

Section 1.02. Number of Trustees. The number of Trustees constituting the entire Board shall not be fewer than ten (10) and not more than twenty-five (25). Subject to such limitation, the entire Board shall consist of the number of Trustees elected and confirmed at the most recently held election of Trustees until changed as hereinafter provided.

The number of Trustees may be increased or decreased from the total number of Trustees elected and confirmed at any annual, regular, or special meeting of the Board by amendment of these By-Laws by a two-thirds vote of the entire Board. Notice of a meeting to increase or decrease the number of Trustees shall contain notice of the proposed action and be communicated to the entire Board either in writing or by electronic means.

Section 1.03. Election and Term of Office. At each Annual Meeting of the Board of Trustees, one-third of the Trustees shall be elected to hold office. Each Trustee shall hold office from the time of election and confirmation until the Annual Meeting three years hence.

A Trustee may be re-elected to serve no more than two (2) successive terms. 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 three-year term. The two-term limitation notwithstanding, the Chairperson, Vice Chairperson, Treasurer, and Secretary may stand for re-election to the Board for one or more 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 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.

No person shall be ineligible as a Trustee by reason of race, creed, nationality, gender, disability, or sexual orientation.

Section 1.04. Newly Created Trusteeships and Vacancies. Newly created Trusteeships as a result of a result of a vote to increase the number of Trustees and vacancies among such Trustees for any reason may be filled by a vote of a majority of the Trustees then in office, although less than a quorum exists. A Trustee elected to such a Trusteeship shall hold office until the next Annual Meeting at which the election of Trustees is a regular order of business.

Section 1.05. Resignations. Any Trustee may resign from office at any time by delivering a resignation in writing to the Chairperson or to the Secretary of the Corporation. The acceptance of the resignation shall not be necessary to make the resignation official.

Section 1.06. Removal of Trustees. Any Trustee may be removed or suspended for cause by action of a majority of the entire Board, in accordance with the procedure set forth in Section 226(4) of the New York Education Law.

Section 1.07. Meetings of the Board. The Annual Meeting of the Board of Trustees for the election of Trustees, the appointment of officers, and the transaction of any other business shall be held during the month of November each year. Regular meetings of the Board shall be held at such times as may be fixed by the Board. A Special Meeting of the Board shall be held whenever called by the Chairperson.

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 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.

A majority of the Trustees present, whether or not a quorum is present, may adjourn the meeting to another time and place. Notice of an adjournment of the meeting of the Board to another time or place shall be given to the Trustees who were not present at the time of the adjournment and, unless the time and place were announced at the meeting, to the other Trustees in the manner outlined in Section 1.08 of these By-Laws.

Section 1.08. Notice of Meetings of the Board. Annual, regular, or special meetings of the Board of Trustees shall be held upon the notice to the Trustees of the place, date, and hour of the meeting. Notice of each meeting of the Board shall be given by the Secretary, the Executive Director, or the person calling the meeting. Such notice, transmitted not later than the fifth business day nor earlier than the tenth business day before the meeting, or if in person or by telephone or electronic means, not later than the second business day before the meeting. Notices shall be deemed to have been given by mail when deposited in the United States mail, and electronically at the time of filing.

Notice of a meeting need not be given to any Trustee who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting the lack of such notice either prior to or at the commencement of the meeting. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the Board of Trustees.

Section 1.09. Quorum. A majority of the entire Board of Trustees shall constitute a quorum for the transaction of business or of any specified item of business.

Section 1.10. Action by the Board. Except as otherwise provided by law or by these By-Laws, the vote of a majority of the Trustees present at the time of the vote shall be the act of the Board provided that a quorum is present at such time.

No By-Law by which more than a majority vote shall be required for any specified action by the Trustees shall be amended, suspended, or repealed by a smaller vote than that required for action thereunder.

Section 1.11. Written Consent in Lieu of a Meeting. Unless otherwise restricted by the Charter or these By-Laws, any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if two-thirds of all members of the Board or the committee consent to the adoption of a resolution authorizing the action. Consent may be given either in writing or by electronic means. The resolution and the consent agreements thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 1.12. Committees of the Board. The Board of Trustees, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee, consisting of five or more Trustees including the corporation's officers, and other standing committees, consisting of two or more Trustees. No such committee shall have the authority as to the following matter: (a) the filling of vacancies in the Board of Trustees or in any committee; (b) the amendment or repeal of the By-Laws or the adoption of new By-Laws; (c) the amendment or repeal of any resolution of

the Board which by its own terms shall not be so amendable or repealable; and (d) the removal of Trustees or officers.

Such committees, as outlined in these By-Laws or in their founding resolutions, are authorized to make decisions and carry out activities designed to fulfill the corporation's mission, to make policy recommendation to the Board of Trustees, and to monitor such resources as have been authorized in the Corporation's annual budget. Only the Executive Committee, acting on behalf of the entire Board, may make decisions binding upon the Board of Trustees.

The standing committees of the Corporation, until such time as they may be changed by the Board, shall be: Executive Committee; Finance Committee; Development Committee; Education and Public Service Committee; Historic Preservation Committee; and Guest Services Committee. With the exception of the Executive Committee, any standing committee may include members who are not Trustees.

The Finance Committee shall also act as an Audit Committee with the responsibility of annually retaining an independent auditor and reviewing with said auditor the results of the annual audit (including the management letter).

Minutes of the proceedings of any such committee shall be kept and shall be submitted to the Board at its next meeting. The Board may designate one or more Trustees as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

The Board of Trustees may create such additional special committees as it deems desirable. The members of such committees shall be appointed by the Chairperson of the Board, with the consent of the Board. Special committees shall have only the powers specifically delegated to them by the Board and in no case shall have powers which are not authorized for standing committees.

Committees, other than standing or special committees of the Board, shall be committees of the Corporation. Such committees may be elected or appointed in the same manner as officers of the corporation.

Provisions of these By-Laws and the New York Education Law applicable to officers generally shall apply to members of such committees. Each member of the Board shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any Trustee of his or her duty under the law to the Corporation.

Section 1.13. Compensation of Trustees. The Corporation shall not pay any compensation to Trustees for services rendered to the Corporation as Trustees.

Section 1.14. Annual Report of Trustees. The Chairperson and Treasurer shall present at the Annual Meeting of the Board a report verified by them or by a majority of the Trustees, showing in appropriate detail the following: (1) the assets and liabilities, including the trust funds, of the Corporation as of the end of the preceding fiscal year terminating not more than six months prior said fiscal year; (2) the principal changes in assets and liabilities, including trust funds, during said fiscal year; (3) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal year; and (4) the expenses and disbursements of the Corporation for both general and restricted purposes during said fiscal year. The annual report shall be filed with the minutes of the Annual Meeting of the Board.

Section 1.15. Disposition and Receipt of Property. The Trustees may buy, sell, mortgage, let and otherwise dispose of the corporation's property as they shall deem for the best interests of the corporation and also lend or deposit, or receive as a gift or on loan or deposit, literary, scientific or other articles, collections or property pertaining to their work. Details are outlined in the corporation's Collections Management Policy, as adopted by the Board of Trustees.

Section 1.16. Interested Trustees and Officers. No person who may benefit from a compensation arrangement may be present at or otherwise participate in any Board or committee deliberation or vote concerning that person's compensation, except that the Board or committee may request that the person present information as background or answer questions at a committee or Board meeting prior to the commencement of deliberations or voting thereon. Each Trustee and Officer of the corporation shall disclose in writing to the Board of Trustees at least annually any conflict of interest which he/she believes may arise in connection with hi/hers service as a Trustee or an Officer of the corporation as outlined in the corporation's Conflict of Interest Policy adopted by the Board of Trustees.

ARTICLE II

Officers, Agents and Employees

Section 2.01. General Provisions. The Board of Trustees shall elect or appoint a Chairperson, Vice-Chairperson, Treasurer, and Secretary and it may elect or appoint one or more Assistant Treasurers and one or more Assistant Secretaries. The officers shall be elected or appointed at the Annual Meeting of the Board. Any two or more offices may be held by the same person, except the office of Chairperson and Secretary.

Section 2.02. Term of Office and Removal. Each officer shall hold office for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and confirmed. The election or appointment of an officer shall not in itself create contract rights.

An officer engaged under special contract may be suspended or removed from office by vote of a majority of the entire Board in accordance with the procedure set forth in Section 226(4) of the New York Education Law.

Section 2.03. Powers and Duties of the Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Board at which the Chairperson is present and shall perform such other duties as the Board may designate.

Section 2.04. Power and Duties of Vice Chairperson. The Vice Chairperson shall have such powers and perform such duties as the Board of Trustees or the Chairperson may prescribe. In the event that the Chairperson of the Board is absent or unable to act, and unless the Board shall otherwise provide, the Vice Chairperson who shall be present and able to act shall perform all duties and may exercise any of the powers of the Chairperson. The performance of any such duty by the Vice Chairperson shall be conclusive evidence of such Vice Chairperson's power to act.

Section 2.05. Powers and Duties of the Treasurer. The Treasurer shall have charge of all funds and securities of the corporation, shall endorse the same for deposit or collection when necessary, and shall deposit the same to the credit of the Corporation in such banks or depositories as the Board of Trustees may authorize. The Treasurer may endorse all commercial documents requiring endorsements for or on behalf of the corporation and may sign all receipts and vouchers for payments made to the Corporation and shall all such powers and duties as generally are incident to the position of Treasurer or as may be assigned by the Chairperson of the Board.

Section 2.06. Powers and Duties of the Secretary. The Secretary shall have charge of the minutes of all proceedings of the Board of Trustees and shall attend to the giving of all notices of Trustees. The Secretary shall have charge of the Seal of the corporation and shall attest the same as required. The Secretary shall have charge of the records of the Corporation and of such other books and pages as the Board may direct and shall have all such powers and duties as generally are incident to the position of Secretary or as may be assigned by the Chairperson of the Board.

Section 2.07. Powers and Duties of Assistant Treasurers. In the event that the Treasurer is absent or unable to act, an Assistant Treasurer may perform all the duties and exercise all the powers of the Treasurer. The performance of any such duty shall be conclusive evidence of such Assistant Treasurer's power to act. An Assistant Treasurer shall also perform such other duties as the Treasurer or the Board of Trustees may

assign. Any such Assistant Treasurer may be an individual, a bank, or a trust company, as the Board of Trustees may determine.

Section 2.08. Powers and Duties of Assistant Secretaries. In the event that the Secretary is absent or unable to act, an Assistant Secretary may perform all the duties and exercise all the powers of the Secretary. The performance of any such duty shall be conclusive evidence of such Assistant Secretary's power to act. An Assistant Secretary shall also perform such other duties as the Secretary or the Board of Trustees may assign.

Section 2.09. Powers and Duties of the Executive Director. The Executive Director shall be the chief executive officer of the Corporation. The Executive Director shall have general charge of the business and affairs of the Corporation and may employ and discharge employees and agents of the Corporation and may delegate these powers.

The Executive Director may vote the shares or other securities of any other domestic or foreign corporation of any type or kind which may at any time be owned by the Corporation, may execute any shareholders' or other consents in respect thereof, and may delegate such powers by executing proxies, or otherwise, on behalf of the Corporation. The Board, by resolution from time to time, may confer like powers upon any other person or persons.

The Executive Director is appointed by the Board of Trustees, serves at the pleasure of the Board, and will be reviewed at least annually by the Executive Committee. The Board may remove the Executive Director at any time with or without cause. The appointment of the Executive Director shall not itself create contract rights.

The Executive Director serves without vote, as an ex officio member of the Board and all Board committees. The Executive Director, as the chief executive officer, is responsible for the management and staffing of the Corporation and the implementation of policies as established by the Board of Trustees.

Section 2.10. Agents and Employees. The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. The removal of an agent or employee without cause shall be without prejudice to his or her contract rights, if any. The appointment of an agent or employee shall not itself create contract rights.

An employee or agent engaged under special contract may be removed or suspended from office by vote of a majority of the entire Board in accordance with the procedure set forth in Section 226(4) of the New York Education Law.

Section 2.11. Compensation of Agents and Employees. The corporation may pay compensation to agents and employees for services rendered to the corporation in such reasonable amounts as may be fixed from time to time by the vote of a majority of the entire Board or, if the Board delegates the power to fix compensation of agents and employees to any other officer, agent, or employee, by such other officer, agent or employee. The Board may require an agent or employee to give security for the faithful performance of his or her duties.

Section 2.12. Ethical conduct. The business and affairs of the Corporation must be conducted in accordance with the highest ethical standards. Decisions and actions that could involve a conflict of interest (including transactions with related parties), nepotism, or equal opportunity must be thoroughly discussed and well-documented. Any allegation of improper conduct brought by anyone directly affiliated with the Corporation will be dealt with quickly and in accordance with professional standards. Details regarding ethical conduct are outlined in the Corporation's Code of Ethics and the Employee Handbook, as adopted by the Board of Trustees.

ARTICLE III

Indemnification

Any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, which any Trustee or officer of the Corporation serves or served in any capacity, at the request of the Corporation, by reason of the fact that such person or such person's testator or intestate is or was a Trustee or officer of the Corporation, or serves or served such other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity, shall be indemnified by the Corporation against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fee actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, and the Corporation may pay the expenses incurred by such person in defending a civil criminal action or proceeding, in advance of the final disposition of such action or proceeding, to the full extent permitted by law. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and its Trustees and officers to the full extent such indemnification is permitted by law.

Except as otherwise provided by law, no person serving without compensation as a Trustee or officer shall be liable to any person other than the Corporation based solely on such Trustee's or officer's conduct in the execution of his or her office unless

the conduct of such Trustee or officer constituted gross negligence or was intended to cause the resulting harm.

ARTICLE IV

Corporate Seal

The seal of the Corporation shall be circular in form, shall have the name of the Corporation inscribed thereon, and shall contain the words "Corporate Seal" and "New York" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Trustees. The Corporation may use the seal by causing it or a facsimile to be affixed or impressed or reproduced in any manner.

ARTICLE V

Loans to Trustees or Officers

No loan 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 directors or officers or hold a substantial interest, except in accordance with Section 216-a(8) of the New York Education Law. Notwithstanding the foregoing, for any period during which the Corporation may be a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, the Corporation shall not make any loans which would constitute an act of self-dealing under Section 4941 of the Code.

ARTICLE VI

Contracts, Checks, Bank Accounts, and Investments

Section 6.01. Checks, Notes, and Contracts. The Board of Trustees is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who is authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, documents, and other order or obligations for the payment of money.

Section 6.02. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested from time to time in such property, real, personal, or otherwise, including stocks, bonds, or other securities, as the Board of Trustees may deem desirable.

ARTICLE VII

Amendments

These By-Laws may be amended or repealed and new By-Laws may be adopted at any time by vote of a majority of the entire Board of Trustees.

ARTICLE VIII

Fiscal Year

The fiscal year of the Corporation shall begin on the 1st day of October and terminate on the 20th day of September in each calendar year.

ARTICLE IX

Records and Books to be Kept

The Corporation shall keep at its principal office in the State of New York correct and complete books and records of account of the activities and transactions of the Corporation, including a minute book, which shall contain (1) a copy of the Charter; (b) a copy of these By-Laws; (3) all minutes of the meetings of the Board of Trustees and any committees of the Corporation; and (4) a current list of the Trustees and officers of the Corporation and their residence addresses. Any of the books, minutes, and records of the Corporation may be in written form or any other form capable of being converted into written form within a reasonable time.

Approved by unanimous vote of the Board of Trustees on July 24, 2014