

**BY-LAWS
OF
THE MOUNT MORRIS PARK COMMUNITY
IMPROVEMENT ASSOCIATION, INC.**



MMPCIA

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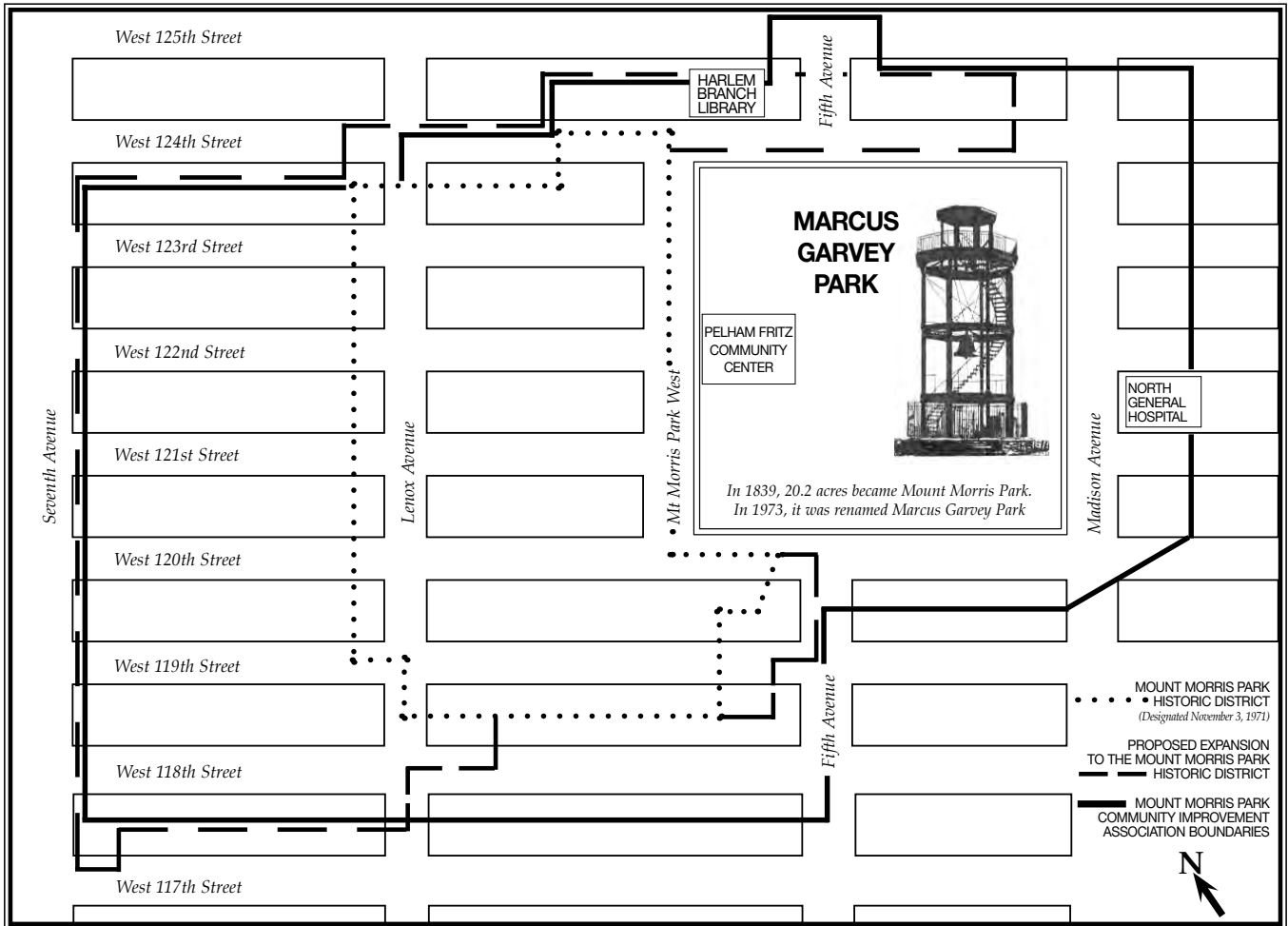
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Map of Mount Morris Park Historic District and MMPCIA Catchment Area



**BY – LAWS
OF
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**ARTICLE 1
Offices and Organizational Boundaries**

Section 1. Location of Office. The Principal office of the Mount Morris Park Community Improvement Association “(the “Association” or “MMPCIA”) shall be located at such place within the Mount Morris Park Historic District, or close Proximity, in Central Harlem in the City New York, as the Board of Directors may from time to time determine.

Section 2. Organizational Boundaries. The boundaries of the Association shall include all that is considered the Mount Morris Park District.

Section 3. Definitions. As used in these by-laws, unless the context otherwise requires, the term:

- (a) “Association” means the Mount Morris Park Community Improvement Association, Incorporated.
- (b) “Board” means the Board of Directors elected by the membership at the Annual Membership Meeting, and subject to the provisions of Article VI of these by-laws.
- (c) “Administrator” means a member of the Association elected by the membership at the Annual Meeting to the Board of Directors, that body being entrusted with the management of the Association.
- (d) “By-Laws” means the code of rules adopted for the governance, regulation and management of the affairs of the Association.
- (e) “Bonds” includes secured and unsecured bonds, debentures and notes.
- (f) “Member” means one having membership rights in the Corporation in accordance with the provisions of these by-laws.

ARTICLE 2

Objective:

Section 1. Objective. This Association is organized for educational and charitable purposes pursuant to Section 501(c)(3) of the Internal Revenue Code, with the objective to engage, encourage, promote and stimulate community improvement and development.

ARTICLE 3

Membership

Section 1. Membership. In accordance with the provisions of Section 601(a) of the New York Not-For-Profit Corporation Law, the Association shall have three classes of members, as described below:

- (a) Individual Membership. Any individual who resides within the organizational boundaries as defined in Article 1, Section 2, and who expresses interest in, and commitment to the pursuit and advancement of the objective(s) as stated in Article 2 hereof shall be eligible for individual membership. Any such individual, upon completing the procedure outlined in Section 2 hereunder, shall be considered a Member of the Association.

- (b) Corporate Membership. Any business, organization or institution which is located within the organizational boundaries as defined in Article 1, Section 2, and which expresses interest in, and commitment to, the pursuit and advancement of the objective(s) as defined in Article 2 hereof, shall be eligible for Corporate Membership. Any such business, organization or institution, having completed the procedure outlined in Section 2 hereunder, shall be considered a Corporate Member of the Association.
- (c) Associate Membership. Employees of businesses located within the organizational boundaries as defined in Article 1 Section, 2 and businesses, organizations or institutions located outside the organizational boundaries as defined in Article 1, Section 2, but which express interest in, and commitment to, the pursuit and advancement of the objective(s) of the Association as defined in Article 2, shall be eligible for Associate membership. Any such individual, business, organization or institution, having completed the procedure outlined I Section 2 hereunder, shall be considered an Associate Member of the Association.

Section 2. Membership and Terms.

- (a) Membership may be obtained by the completion and submission of “Membership Form”, together with the payment of dues I accordance with the schedule prescribed by the Board of Directors on an annual basis, and the acceptance thereof by the Board.
- (b) Membership shall be for a period of one year, and may be maintained and renewed by prompt payment of dues as scheduled by the Board of Directors.
- (c) Each individual or organization accepted into membership shall be accordingly registered on the official Membership Roll of the Association.

Section 3. Membership, Termination of: Membership in the Association may be terminated by any of the following means:

- (a) By failure to pay membership dues, which shall be deemed to be a voluntary withdrawal of membership.
- (b) By written resignation delivered to the Association.
- (c) By action of conduct which, after due process is deemed by the Board of Directors to be detrimental to the best interests of the Association.

Section 4. Voting Rights.

- (a) Any Individual Member whose membership is evidenced by placement on the official Membership Roll of the Association, and who is current in dues in accordance with Article 4 shall have one vote and be entitled to vote at any Annual or Special Membership Meeting. An individual must be a paid member in good standing.
- (b) Corporate Members which are current in membership dues in accordance with Article 4 shall have one vote, and be entitled to vote at any Annual or Special Membership meeting. Such vote shall be cast by the Corporate Member’s designated delegate.
- (c) Associate Members shall not be eligible to vote.

ARTICLE 4

Section 1. Dues. It shall be the responsibility of the Board of Directors to determine for each category of membership an annual rate of dues. Dues shall be payable to the Mount Morris Park Community Improvement Association (or MMPCIA) and shall cover the fiscal term of the Association as fixed by the Board of Directors. In order to secure and maintain voting rights, dues must be current and membership must be recorded on the membership roll, prior to the start of the meeting during which the member intends to vote.

ARTICLE 5

Meetings

Section 1. General Meetings. General Meetings shall be held monthly at a place and time determined by the Board of Directors (except during the months of July and August, when we are in "recess"). Meetings are open to the membership as well as the public.

Section 2. Special Meetings. Special Meetings of the membership may be called by the President, or may be called upon the written request of one-third of the Board of Directors. The call for a Special Meeting shall specify the purpose of the meeting and shall give at least seventy-two hours notice thereof to the membership current in dues in accordance with Article 4.

Section 3. Annual Meetings. An Annual Meeting of the membership shall be held each year on the third Tuesday in November. This meeting shall be for the purpose of electing the Board of Directors and the transaction of such other business as may properly come before the membership. Notice for the Annual Meeting in accordance with Section 605 of the New York Not-For-Profit Corporation Law, shall be by first class mail or by telephone, facsimile, e-mail or hand delivery.

Section 4. Quorum at Meetings. In order to officially and legally transact any business at any Membership Meeting, there must be present at such meeting a quorum which shall be:

- (a) One-third of the membership or 10 members (whichever is fewer) current in dues in accordance with Article 4, during such time as there are no more than 100 members of the Association. During such time as there are more than 100 members, 10 members, or 1/10 of the membership, current in dues in accordance with Article 4, shall constitute a quorum.
- (b) Notwithstanding (a) above, should a quorum not be present after one-half hour of the scheduled time for a meeting to begin, a majority of the members present may adjourn the meeting to another date, time or place without further notice, for the transaction of the business of the originally scheduled meeting.

Section 5. Waiver of Notice. Notice of a meeting need not be given to any member who submits a signed waiver of notice, in person or otherwise, whether before, or after the meeting. The attendance of any member at a meeting without protesting prior to the conclusion of the meeting shall constitute a waiver of notice by such member.

Section 6. Voting. At all meetings of the membership, every Individual and Corporate Member who meets the eligibility requirements to vote in accordance with Article 3 Section 4(a), may make a request in writing to the Secretary of the Association at least three days prior to the meeting at which a vote is to be cast, to cast a proxy vote or absentee ballot. In the case of a vote by proxy, the Secretary of the Association shall make every effort to ensure that the member is thoroughly apprised of the significance of the action. It is the member's responsibility to ensure that his/her agent accurately represents his/her position on the matter.

Section 7. Decisions by and Voting at Membership Meetings.

- (a) Decisions taken by vote at Membership Meetings shall be by a simple majority unless otherwise specified in these By-Laws.
- (b) Voting by members at Annual and Special Memberships Meetings shall be by the show of hands; except for the election of the members of the Board of Directors, which shall be by secret ballot. However, the members at the meeting, by resolution passed by a majority of the members present and voting, may determine that the voting on any matter under consideration be taken by secret ballot.

ARTICLE 6

Board of Directors

Section 1. Powers and Numbers. The Board of Directors shall have general power to control and manage the affairs and property of the Association in accordance with the purpose and limitations set forth in the Certificate of Incorporation. The Directors of the Association are charged with ensuring and maintaining the overall health of the Corporation. The number of directors that shall constitute the Board shall be thirteen (13). The number of directors may be increased or decreased by action of the Board of Directors amending these By-Laws, provided that any action of the Board directors to affect such increase or decrease shall require the vote of a majority of the entire Board. No decrease shall shorten the term of any incumbent director.

Section 2. Qualifications. Only persons who meet the qualification specified in Article 3, Section 1 for Individual Membership and who are current in dues as specified in Article 4 shall be eligible for nomination and election to the Board of Directors.

Section 3. Election and Term. At the first annual meeting after the adoption of these By-Laws, a majority of the membership shall elect one-half of the total number of directors for a term of one year (Class 1) and the other one-half for a term of two years (Class 2), creating two classes of directors. Each class shall be as nearly equal in number as possible, Class 1 having, if necessary, the smaller number of directors. Each director so elected shall serve until the expiration of such director's respective term and until the earlier of the election or appointment and qualification of such director's successor or such director's death, resignation or removal. At each annual meeting thereafter, a number of directors equal to those whose terms have expired shall be elected by a majority of the members for a term of two years and the earlier of the election or appointment and qualification of such director's successor or until such director's death, resignation or removal.

Term. A director's term of office shall be two years, beginning on the first day of December following the election. No person shall serve more than two consecutive two-year terms, with renewed eligibility for election to the Board following not less than one year's absence of membership. However, if appointed to a partial term, a director's service during that partial term shall not count as part of the four consecutive years sequence.

A Director must be "Active and in good standing" ("Active") to remain on the Board. "Active" is deemed to include:

- (a) A Director who is currently a dues paying member of the MMPCIA;
- (b) A Director who has been either duly elected or serves under an appointment ratified by the Active Directors of the MMPCIA;
- (c) A Director in Good Standing with respect to Board Meeting attendance, pursuant to Article 6 Section 7 of these by-laws;

- (d) A Director in Good Standing with respect to General Meeting attendance, pursuant to Article 6 Section 7 of these by-laws;
- (e) "Active" status shall be defined solely by the Secretary's records of attendance.
- (f) A Director is expected to abide by the Rules & Regulations agreed to in their most current Board of Director's Agreement.

A Director becomes "Inactive" when s/he does not meet the above criteria. An "Inactive" Director who wishes to return to "Active" status must make a written request to the Secretary. Such status shall be reviewed no sooner than sixty days after "Inactive" status has been determined. A written request for return to "Active" status shall be reviewed determined by the Active Board of Directors. An "Inactive" Director has no right to vote, nor does s/he have the right to attend Board meetings of the MMPCIA.

Section 4. Vacancies and Newly Created Directorships. Newly created directorships resulting from an increase in the authorized number of directors and/or vacancies occurring in the Board of Directors for any cause, including any such vacancy occurring by reason of the removal of any director from office with or without cause, may be filled by the vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. The board-appointed director shall serve the remainder of the unexpired term created by the vacancy, or until such director's death, resignation or removal. New directors resulting from an increase in the authorized number of Directors shall be so classified so as to maintain equality between the classes of directors.

Section 5. Removal. A director may be removed with or without cause by a majority vote of the general membership. Provided there is a quorum of not less than a majority of all directors present, a Director may be removed for cause by the vote of a majority of the Board of Directors present at the meeting in which such action is taken.

Section 6. Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the President. The resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Meetings. The Board of Directors shall meet monthly at such time and place as is determined. A director who misses three (3) consecutive meetings of the Board, and/or 50% of the monthly general meetings during the active calendar year, shall forfeit his or her directorship and a vacancy on the Board shall be deemed to exist. "Absent" for these purposes is defined to include arrival at a meeting after the time that a quorum is called.

Section 8. Special Meetings. Special meetings of the Board of Directors may be held at any time upon the call of the President or any two directors upon written demand to the Secretary of the Board. The call for a special meeting shall specify the purpose of the meeting and shall give three days' notice thereof to the remaining members of the Board.

Section 9. Quorum. At each meeting of the Board, a majority of the directors of the entire Board of Directors shall constitute quorum for the transaction of business. If a quorum is not present at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting without notice other than announcement at the meeting, until such quorum is present.

Section 10. Chairperson of Board. The President shall be elected by a majority of the entire Board and shall have the general authority to oversee the activities of the officers in the performance of their duties with respect to compliance with the decisions and instructions issued by the Board. The President shall report to the Board of Directors. Meetings of the Board of Directors shall be presided over by the President of the Board; in the absence of the President, the Vice President shall preside; in the absence of the President and the Vice President, the Secretary shall preside; in the absence of the President, the Vice President, and the Secretary, the Treasurer shall preside.

Section 11. Committees of the Board. The Board of Directors by resolution adopted by a majority of the entire Board, may designate from among its members, an executive and other standing or special committees each to consist of at least three (3) directors. Each committee shall have such authority of the Board as may be delegated as set forth in the resolution adopted by the Board and as permitted by law. Each such committee shall serve at the pleasure of the Board of Directors. In the absence or disqualification of a member of a standing committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such person or persons constitute a quorum, may unanimously appoint another Director to act at the meeting in place of any such absent or disqualified member. At each meeting of a committee, a majority of the committee members present constitutes a quorum. The vote of a majority of the members of a committee present at any meeting at which there is a quorum shall be the act of the committee.

Section 12. Standing Committees. The Board of Directors may determine the Standing Committees of the Association, including without limitations an Executive Committee, to have and exercise such power and authority as the Board of Directors shall specify and as permitted by law; and shall authorize the President to appoint necessary committees. Each Standing Committee of the Association and its Chairperson shall be appointed annually by the President upon consultation and ratification by the Board of Directors. A written charter of the responsibilities of each Committee shall be prepared by the Board of Directors and filed with the Minutes of the Board. The Standing Committees shall be:

- a. Executive Committee (President, Immediate Past President, Vice President, Secretary, Treasurer)
- b. Membership Committee
- c. Finance Committee (Budget, Fundraising, Grant Writing)
- d. Community/Political Action/Quality of Life Committee
- e. House Tour Committee
- f. Communications Committee
- g. Hospitality Committee

Section 13. Committee Minutes. Each Standing Committee shall keep the minutes of its meetings and file the Minutes with the Association's Secretary in advance of the monthly board meeting. In addition, it shall submit to the Board of Directors a regular report of actions taken. The standing committee shall not enter into any contract, execute any plan or incur any indebtedness or financial obligation of any kind, except under authority of the Board Directors. It shall have the power to appoint such sub-committees for carrying on the work under its direction as it may deem necessary.

Section 14. Conduct of Work. Subject to the approval of the Board of Directors, each Committee shall have the power to adopt such rules as may be necessary for the conduct of the work entrusted to it.

Section 15. Operations of Committees. At each meeting of a committee, a majority of the members of the committee shall be present to constitute a quorum. The vote of a majority of the members of a committee present at any meeting at which there is a quorum shall be the act of the committee.

Section 16. Nominating Committee. Prior to the Annual Meeting of members at which an election of Directors will take place, the President shall appoint a Nominating Committee comprised of current Directors whose terms have not expired and/or members in good standing for the purpose of identifying qualified persons to serve as Directors equal to that of those whose terms will expire. The committee shall provide a slate of nominees with written biographies of each which shall be set forth in the notice of Annual Meeting of the membership. Prior to elections, the slate of candidates will be presented to the general membership and they will have the opportunity to speak about their ideas and commitment to the community.

Section 17. Other Committees. It is anticipated that from time to time that ad hoc committees and other standing committees shall be necessary for the conduct of the business of the Association and will be duly appointed by the Board of Directors.

Section 18. Duties, Powers and Functions. The Board of Directors shall prescribe the duties, powers and functions of each committee herein authorized.

Section 19. Honorary Director. The Board of Directors may honor (i) one or more of their members from time to time, for long and faithful service, or (ii) someone whose achievements generally will further the purposes of the Association, by electing him or her as an Honorary Director, to serve at the pleasure of the Board of Directors. Each Honorary Director shall serve until the earlier of his or her resignation, death or removal by the majority vote of the Board of Directors. An Honorary Board member may attend all meetings and participate in the discussion, but shall not vote nor hold office.

Section 20. Manner of Acting and Conflicts Policy. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the of Directors. In connection with all actions taken by the Board of Directors with respect to any contract or transaction between the Association and one or more of its directors or offices, or between the Association and y other corporation, firm association or other entity in which one or more of the directors of officers of the association are directors of offices or have substantial financial interest, affiliation or another significant relationship, each such interested director or officer of the Association shall:

- (a) disclose to the Board of Directors the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorships, offices, or substantial financial interest, affiliation or other significant relationship, which disclosure shall be duly recorded in the minutes or resolutions relating to such action, and
- (b) recuse from voting on any such contractor transaction.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors that authorizes such contract or transaction.

Section 21. Meeting by Conference: Telephonic or Other Electronic Means. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or other communications equipment allowing all persons participating in the meeting communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 22. Action without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereof by the members of the Board of Directors or such committee shall be filed with the minutes of the proceedings of the Board of Directors or such committee.

Section 23. Compensation to Directors. The Association shall not pay any compensation to directors for services rendered to the Association, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Association, such expenses having been approved in advance by a majority of the entire Board.

Article 7

Officers

Section 1. Officers. The officers of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer, an Assistant Secretary and an Assistant Treasurer. The Officers of the Association are charged with the day to day operations of the Association and have decision making power on a day to day basis.

Section 2. Qualifications. Only persons who meet the qualifications specified in Article 3 Section 1 for Individual Membership and who are current in dues as specified in Article 4 shall be eligible for nomination, election and appointment as officers.

Section 3. Election and Term of Office. Within 15 days following the Annual Meeting of the Membership, the board of Directors shall elect by a majority vote from its members the officers of the Association as specified in Section 1 above. Each officer shall hold office until the earlier of such officer's successor being chosen and qualified or until such officer's death, resignation or removal. One person may hold, and perform the duties of more than one office, except as provided in Section 13 of this Article.

Section 4. Removal. Any officer elected by the Board of Directors may be removed by the vote of a majority of the Board of Directors, either with or without cause, at any meeting of the Board of Directors at which a majority of the directors is present.

Section 5. Resignations. Any officer may resign at any time by giving written notice to the President. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office arising for any cause shall be filled for the unexpired portion of the term in the manner prescribed in Article 7, Section 3 of these By-Laws for regular appointment to such office.

Section 7. President. The President shall be the chief executive officer of the Association, responsible and accountable to the Board of Directors for the general management of the affairs of the Association, in accordance with the decisions and policies as determined by the Board, and ensure that the policies, procedures, decisions, orders and resolutions of the Board are carried into effect.

Section 8. Vice President. The Vice President shall assist the President in such areas of activities as determined by the President and shall perform such other duties as the Board may from time to time prescribe. In the absence or inability of the President to carry out duties, functions and responsibilities of that office, the Vice President shall assume all the powers and functions of the presidency.

Section 9. Secretary. The Secretary shall:

- a. record and keep the minutes of all meetings of the Association and the Board of Directors in books to be kept for that purpose;
- b. see that all notices and reports are duly given or filed in accordance with these By-Laws or as required by law;
- c. be custodian of records (other than financial) and have charge of the seal of the Association and see that it is used upon all papers or documents whose execution on behalf of the Association under its seal is required by law or duly authorized in accordance with these By-Laws; and
- d. in general, perform all duties incidental to the office of Secretary and such other duties as the President or the Board of Directors may from time to time assign to the Secretary.

Section 10. Treasurer. The Treasurer shall:

- a. have charge and custody of, and be responsible for, all funds and securities of the Association and deposit all such funds in the name of the Association in such depositories as shall be designated by the Board of Directors;
- b. report in writing the state of accounts of the Association at each regular meeting of the Board of Directors;
- c. render a statement of the condition of the finances of the Association at the Annual Meeting as provided in Section 519 of the Not-For-Profit Corporation Law;
- d. Receive and give receipts for monies due and payable to the Association from any source whatsoever and, subject to the direction of the Board of Directors, pay all proper bills and vouchers;
- e. Make the accounts and vouchers available to a Certified Public Accountant, named by the Board of Directors, for inspection and audit at any time;
- f. In general, perform all the duties incident to the office of Treasurer, and such other duties as the President or the Board of Directors may from time to time assign to the Treasurer; and
- g. If required by the Board of Directors, give such security for the faithful performance of the Treasurer's duties as the Board of Directors may require.

Section 11 Assistant Secretary. The Assistant Secretary shall act as an assistant to the Secretary. In the absence of the Secretary, the Assistant Secretary shall assume his or her duties. The Assistant Secretary shall be responsible for the upkeep of the Membership Roll, and shall notify members of impending lapses in membership at least thirty (30) days prior to the effective date of such lapse.

Section 12. Assistant Treasurer. The Assistant Treasurer shall act as an assistant to the Treasurer, and shall assume his or her duties in the absence of the Treasurer. The assistant Treasurer shall be responsible for the collection and recording of Membership dues.

Section 13. Immediate Past President. To ensure a seamless transition and because of institutional knowledge, the Immediate Past President shall, if s/he so chooses, remain a Director on the Board of Directors for the duration of time that s/he is the immediate predecessor of the sitting President. The Immediate Past President shall serve until the earlier of his or her resignation, death or removal by the majority vote of the Board of Directors. The Immediate Past President may attend all meetings and participate in the discussion, but shall not vote. The position brings with it the privilege of sitting on the Executive Committee.

Section 14. Combined Offices. The Board of Directors may, where circumstances demand such action and by resolution passed by unanimous vote of directors present at a regular meeting of the Board, combine any two or more offices to be held by one person, except that neither the office of President nor that of Vice President shall be combined with the office of Treasurer or the office of Secretary.

Article 8

Advisory Board

Section 1. Advisory Board. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate an Advisory Board. Such Advisory Board shall consist of persons who are interested in the purposes and principles of the Association. The Advisory Board and each member thereof shall serve at the pleasure of the Board of Directors. Any vacancies in the Advisory Board may be filled and any member of the Advisory Board may be removed, either with or without cause, by the Board of Directors. The Advisory Board shall advise the Board of Directors as to any matters that are put before it by the Board of Directors concerning the Association. The Advisory Board shall not have or purport to exercise any powers of the Board of Directors nor shall it have the power to authorize the seal of the Association to be affixed to any papers that may require it.

Article 9

Staff

Section 1. Administrator. The Association may employ an Administrator who shall be charged with the administration and daily operations of the affairs of the Association, and such other powers and performance of such other duties as the Board of Directors may assign to such person, subject to review by the Board of Directors. He or she shall attend all meetings of the Board of Directors and the Association, and shall make monthly reports on the operation of the Association to the Board Directors. A special committee comprised of three members of the Board shall supervise the recruitment, selection and appointment of the Administrator. The Board of Directors may from time to time establish the rate of compensation and benefits for the Administrator.

Article 10

Execution of Instruments

Section 1. Contracts and Instruments. The Board of Directors, subject to the provisions of Article 6, Section 1, may authorize any officer or officers or agents of the Association to enter into any contract or to execute and deliver any instruments in the name of and on behalf of the Association. Such authority may be general or may be confined to specific instances.

Section 2. Deposits. Funds of the Association may be deposited from time to time to the credit of the Association with the depositories that are selected by the Board of Directors.

Section 3. Orders for the Payment of Money and Evidences of Indebtedness, and Endorsements for Deposit.

- a. All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Association shall be signed by the officer or officers or agent or agents of the Association authorized, and the manner determined, from time to time by resolution of the Board of Directors.
- b. Endorsements for deposit to the credit of the Association in any of its authorized depositories may be made, without countersignature, by any officer of the Association or may be made by hand-stamped impression in the name of the Association, unless otherwise provided by resolution of the Board of Directors.

Section 4. Sale or Transfer of Securities. Stock certificates, notes, bonds or other securities held or owned by the Association may be sold, transferred or otherwise disposed of when endorsed for transfer by the officer or officers or agent or agents of the Association authorized, and in the manner determined, from time to time by resolution of the Board of Directors.

Section 5. Procedure

- a. The Administrator shall be responsible for supervising the receipt of all monies and funds generated from the various sources, recording and issuing receipts for the same, and for reporting such funds as received over to the Treasurer for deposit into the appropriate account.
- b. Payment of the expenses of the Association shall be initiated by a voucher or issue of "order on the Treasurer" signed by the President and the Secretary. The Treasurer, upon receipt of the "order on the Treasurer" or voucher, shall sign and issue the check as authorized by the "order" or voucher and have said check countersigned by the President and Secretary. Withdrawals from the savings account shall follow the same procedure.
- c. The Administrator shall issue "orders on the Treasurer" for payment of the general expenses of the Association without the prior approval of the Board of Directors not to exceed specified sums set by the Board of Directors. Said general expenses shall include routine expenses such as rent, mortgages, salaries and other obligations and as may otherwise be determined by the Board of Directors.
- d. Notwithstanding the provisions contained in Section 5(b) above, in order to have available the necessary signatures in the event of the indisposition or unavailability of one of the officers

concerned, the signatories to instruments of withdrawal of funds --- checks, money orders, drafts, etc shall be any two (2) of the following four offices: President, Vice President, Secretary or Treasurer, provided that the recipient of such funds shall not be a signatory to the instrument.

Article 11

Due Process

Section 1. Application. The provisions of this Article shall apply to the officers of the Association, elected or appointed, except where there is a contract or employment in which is provided a procedure for the disciplinary action.

Section 2. Procedure. In the event that a complaint be initiated against an officer of the Association by a Director or member of the Association, such complaint:

- a. shall be placed in writing addressed to the President (or the Secretary if the subject of the complaint be the President).
- b. The President shall select an ad hoc Disciplinary Committee of three (3) board members for the purpose of holding a disciplinary hearing. The Committee shall then select a Chairperson.
- c. The Chairperson of the Committee shall forthwith advise the subject officer of the complaint in writing and provide:
 - a. The facts as set forth in the complaint; and
 - b. A time, date and place for a hearing within ten (10) days of issuance of the written complaint.
- d. Subject of the complaint shall have recourse to any and all witnesses or evidence that he or she wishes to call in defense of his or her position.
- e. The unanimous decision of the Disciplinary Committee shall be final. In the case where a unanimous decision cannot be reached, the case shall be taken to the full Board for a unanimous decision. If a unanimous decision still cannot be reached, then the case will go before the full membership at a Special Meeting. A two-third majority vote of the membership shall be final and binding.

Article 12

Indemnification

- a. To the fullest extent permitted by the laws of the State of New York, the Association shall indemnify and advance, expenses to any person (and such person's heirs, executors or administrators) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal administrative or investigative and whether or not by or in the right of the Association by reason of the fact that he or she is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or is or was serving as a fiduciary of any employee benefit plan, fund or program sponsored by the Association or such other

company, partnership, joint venture, trust or other enterprise, for and against all expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by him or her (or his or her heirs, executors, administrators) in connection with such action, suit or proceeding, to the extent and under circumstances permitted by law. The foregoing rights shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of the Board of Directors or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

- b. The Association shall pay expenses incurred in defending any action, suit or proceeding described in subsection (a) of this Article in advance of the final disposition of such action, suit or proceeding, including appeals.
- c. The Association may purchase and maintain insurance on behalf of any person described in subsection (a) of this Article against any liability under the provisions of this Article or otherwise.
- d. The provision of this Article shall be applicable to all actions, claims, suits, or proceedings made or commenced after the adoption hereof, whether arising from actions or omissions to act occurring before or after its adoption. The provisions of this Article shall be deemed to be a contract between the Association and each director, officer, employee, or agent who serves in such capacity at any time while this Article and the relevant provisions of the laws of the State of New York and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts or any action, suit or proceeding then or theretofore existing, or any action, suit or proceeding thereafter brought or threatened based in whole or in part on any such state of facts. If any provision of this Article shall be found to be invalid or limited in application by reason of any law or regulation, it shall not affect the validity of the remaining provisions hereof. The right of indemnification provided in this Article shall neither be exclusive of, nor be deemed in limitation of, any rights to which any such officer, director, employee, or agent may otherwise be entitled or permitted by contract, the Certificate of Incorporation, vote of directors, or otherwise, or as a matter of law, both as to actions in his official capacity and actions in any other capacity while holding such office, it being the policy of the Association that indemnification of the specified individuals shall be made to the fullest extent permitted by law.
- e. For purposes of this Article, reference to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and reference to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the Association which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries.

Article 13

Grants and Other Expenditures for the Advancement of Charitable Purposes

Section 1. Authorization. Grants, gifts, contributions or other distributions for the advancement of the charitable purposes of the Association shall be made only if specifically authorized by the Board of Directors.

Section 2. Discretion Retained by Board of Directors. The Board of Directors shall at all times maintain complete control and discretion over the distribution of monies received by the Association, and shall not enter into agreement with any person or organization that would in any way limit such control or discretion. The Board of Directors shall not represent to any person from whom it solicits or receives gifts, grants, bequests or contributions that any monies received will be distributed other than at the discretion of the Board. The Board of Directors may solicit or receive gifts, grants, bequests, or contributions for a specific project that it has reviewed and approved as in furtherance of the purposes of the Association as stated in the Certificate of Incorporation. The Board of Directors may, in its absolute discretion, refuse any conditional or restricted gift, grant, bequest, or contribution and return to the donor any such contribution actually received.

Section 3. Procedures for Distribution. The Board of Directors shall adopt procedures from time to time for grants, gifts, contributions, or other distributions by the Association. Such procedures shall not be inconsistent with Federal tax law or the charitable purposes of the Association.

Article 14

General Provisions

Section 1. Fiscal Year. The fiscal year of the Association shall commence on the 1st day of January and end on the 31st day of December.

Section 2. Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its incorporation and the words "Not-For-Profit Corporation, New York". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 3. Books and Records. The Association shall keep correct and complete books and records of account of the activities and transactions of the Association, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minute of meetings of the Association and the Board of Directors and committees thereof.

Section 4. Parliamentary Authority. The rules contained in Roberts' Rules of Order shall govern meetings of the Board of Directors and Membership in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

Article 15

Amendments

Section 1. Certificate. The Certificate of Incorporation may be amended by the majority vote of the members. However, the Board of Directors may amend the Certificate of Incorporation at any meeting of the Board of Directors, at which a quorum is present, by a vote of a two-thirds majority of the directors present or by unanimous written consent of the Board of Directors, for the purpose of:

- a. Changing the location;
- b. Changing the post office address to which the Secretary of State shall mail service of process; or
- c. Changing registered agent or his or her address.

Section 2. By-Laws. These By-Laws may be amended or replaced by the majority vote of the members.