

## BY-LAWS MODIFICATION COMPILATION

### THE MOUNT MORRIS PARK COMMUNITY IMPROVEMENT ASSOCIATION, INC.

This document is a compilation of the proposed modifications to the By Laws. Each Article with suggested amendments has been listed below with only the sections that contain suggested changes. Each section is presented twice, (1) the original and (2) the same section with the suggested amendments in bold font and highlighted in red. If there is a need for more context please refer to the complete By Laws Document, which is available on the MMPCIA website.

It is strongly suggested to review the complete versions of the articles that are listed below. Individuals will be voting by article, not by section or line.

#### ARTICLE 1 Offices and Organizational Boundaries

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

**\*Section 2. Organizational boundaries.** The boundaries of the Association shall include all that is considered the Mount Morris Park District, **which may from time to time be amended by the majority vote of the board of directors.**

#### ARTICLE 4 Dues

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.

**\*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,~~ on demand of MMPCIA Treasurer.**

## ARTICLE 5 Meetings

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 2. Special meetings.** Special meetings of the membership may be called by the President, or **by written request to the Secretary**. 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. **Notice of the meeting shall be in writing by email or other electronic means and/or regular mail.**

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 3. Annual meetings.** An annual meeting of the membership shall be held each year on the third Tuesday in November, **unless circumstances require rescheduling**. 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 sent to all voting members** by first class mail or by telephone, facsimile, e-mail or hand delivery.

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.

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## 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 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 **voting** directors that shall constitute the board shall be **an uneven number of not less than nine (9) members and up to fifteen (15) members.** 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 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 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. The board is made up of two (2) classes of directors, as nearly equal in number as possible, with class based upon the year each group was elected. At the annual meeting, a majority of the membership shall elect the number of directors required to fill the vacancies, whether by resignation or term limits, for a term of two (2) years.~~ 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 (2) years, beginning on the first day of December following the election. No person shall serve more than two (2) consecutive **two (2)**-year terms, with renewed eligibility for election to the board following not **less** than one **(1) years' term** of 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 a current 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. The Secretary shall notify the board of directors of pending "inactive" status facing a board Member; following board notification, said director shall be notified by the Secretary of his / her "inactive" status within 30 days of the last attendance roll taken. 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 and 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. **A non-voting member of the board of directors is not deemed to have served a term if on the board in a non-voting capacity.**

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.

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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 7. Meetings.** The board of directors shall meet monthly at such time and place as is determined. A director, who misses three (3) consecutive regular meetings of the board, ~~and/or~~ 50% of the monthly general meetings during the active calendar year, shall **be deemed “inactive” as per Article 6 , Section 3 , Subsection D.** ~~“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 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 (2) 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. **Notice of the meeting shall be in writing by email or other electronic means and/or regular mail.**

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 9. Quorum.** At each meeting of the board, a majority of **all “active”** directors of the entire board of directors shall constitute quorum for the transaction of business. **The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the directors.** 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.

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 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) **members, one (1)** of which must be an active director. 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 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 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:

- . Executive Committee (President, Immediate Past President, Vice President, Secretary, Treasurer)
- . Membership Committee
- . Finance Committee (Budget, Fundraising, Grant Writing)

- . Community/Political Action/Quality of Life Committee
- . House Tour Committee
- . Communications Committee
- . Hospitality 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, Vice President, Secretary, Treasurer, and the Immediate Past President)
- b. Membership committee
- c. Finance committee (Budget, Fundraising, Grant Writing)
- d. Community/Political Action/Quality of Life Committee
- e. **By-laws committee**
- f. House Tour committee
- g. Communications committee
- h. **Scholarship committee**
- i. **Landmarks committee**
- j. ~~Hospitality Committee~~-Adjudicatory committee-( **By-laws committee + representatives of general membership to complete an odd-numbered 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 16. Nominating committee.** Prior to the Annual voting member meeting, The President shall appoint a Nominating Committee of current **“active”** directors, 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 voting 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. **There shall be no nominations from the floor for or during the Election.**

## ARTICLE 7 Officers

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 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. **Nominees for office must be active on the board for one (1) year before being eligible to run as a President or Vice President.**

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 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.~~ **Elections shall occur on an annual basis.**

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 4. Term of Office.** Each officer shall hold office **for the term of one (1) year or** until such officer **is removed by due process and a** successor is chosen, qualified **and duly elected 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 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.



**\* Section 14. 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 **non-voting advisor on** the board of directors for the **duration of one (1) year**. The Immediate Past President may attend all meetings and participate in the discussion during his/her one (1) year role as an advisor, but shall not vote. In his/her capacity as a non-voting advisor, the Immediate Past President is a member of the Executive Committee. At the end of her/his one year role as a non-voting advisor, the Immediate Past President must serve an additional year completely off the board before being eligible to run for board membership again. The Immediate Past President shall serve until the earlier of his or her one **(1) year role ending**, resignation, death or removal by the majority vote of the board of directors.

**Section 14.1. President Emeritus.** In an effort to maintain an historical continuum and continued engagement with the Mount Morris Park Community Improvement Association, past presidents shall carry the honorific of president emeritus. The president(s) emeritus shall be held to the same ethical standards of current board members and may this honorific may be removed for behavior or acts deemed by the current board of directors as unbecoming or detrimental to the Mount Morris Park Community Improvement Association.

## **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 1. Contracts and instruments.** The board of directors, subject to the provisions of Article 6, Section 1, may authorize any officer **( i.e.- President/ Vice-President/ Secretary ) along with the Treasurer** 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 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 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.

**\* 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” **and have the check verified by email confirmation by an additional officer if the amount exceeds \$1000.** Withdrawals from the savings account shall follow the same procedure. **A director of the board may use the account debit card with authorization by an officer. It becomes the burden of the officer to ensure responsible use of the debit card by the director of the board.**

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 officers: 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 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.

**\*Section 2. Procedure.** In the event that a complaint is 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~~ **call on the Adjudicatory committee** 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~~ **Adjudicatory** 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 **simple majority** decision. If a **simple majority** decision still cannot be reached, then the case will go before the **general** membership at a **Special general** meeting. **A simple majority** vote of the **general** 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.

\*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 civil proceeding, ~~whether civil, criminal administrative or~~ investigation 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.

## **ARTICLE 13**

### **Amendments**

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

\* **Section 2. By-Laws.** These by-laws may be amended or replaced by the majority vote of the members **and ratified by the membership.**