

**BY-LAWS OF  
LeGaL – THE LGBT BAR ASSOCIATION OF GREATER NEW YORK**

**PREAMBLE AND DEFINITIONS**

These By-Laws govern The LGBT Bar Association of Greater New York (the “Association”), which is a membership organization that seeks to maintain tax exempt status under Section 501(c)(6) of the U.S. Internal Revenue Code. The Association acts in partnership with the Lesbian and Gay Law Association Foundation of Greater New York, Inc. (the “Foundation”), which is a not-for-profit organization that seeks to maintain tax exempt status under Section 501(c)(3) of the U.S. Internal Revenue Code. The Foundation is separately incorporated and has its own Board of Directors and By-Laws.

**The Foundation:** Certain sections of these By-Laws refer to the Foundation because of the roles that the two entities play with respect to each other in connection with such matters as Officers (Article IX) and Board Committees (Article VIII). Likewise, certain sections of the Foundation By-Laws refer to the Association. For the sake of clarity, these By-Laws are the By-Laws of the Association only, and do not regulate the Foundation; the Foundation is governed by its own set of By-Laws.

**Business Name(s):** The Association is authorized under the laws of the State of New York to do business under the name “LeGaL.” The Association may do business under another name at appropriate times, and as authorized under applicable law. Likewise, the Foundation is authorized under the laws of the State of New York to do business under the name “LeGaL Foundation.” The Foundation may do business under another name at appropriate times, and as authorized under applicable law. The terms “Association” and “Foundation,” as used in these Bylaws, are intended to include the business names “LeGaL” and “LeGaL Foundation,” respectively.

**The Board:** The terms “Board of Directors” and “Board” as used herein refer to the Board of Directors of the Association. The terms “Board of Directors of the Foundation” or the “Foundation’s Board of Directors” or “Foundation’s Board” refer to the Board of Directors of the Foundation.

**Membership Committees:** Article VII below describes Membership Committees of the Association.

**Board Committees:** To best serve the goals of the Association, and cognizant of the interplay between the Association and the Foundation, the Association Board may establish Association Board Committees, which are described below in Article VIII. The Association Board may, in collaboration with the Foundation Board, establish Joint Association and Foundation Board Committees, which are described below in Article VIII. And, as set forth in the Foundation By-Laws, the Foundation Board may also establish Foundation Board Committees.

**Executive Committees:** The Executive Committee of the Association is described in Article VIII below. The Foundation’s By-Laws may also describe an Executive Committee of the

Foundation Board. As described below in Article VIII, the Association Executive Committee and the Foundation Executive Committee may each agree to meet together.

**ARTICLE I  
PURPOSE**

1.1. Purpose. The purpose of The LGBT Bar Association of Greater New York (the “Association”) shall be as set forth in its Certificate of Incorporation, as amended from time to time (the “Certificate of Incorporation”). The Association shall fulfill its purposes consistent with the provisions set forth herein, its Certificate of Incorporation, and the Not-for-Profit Corporation Law of the State of New York (“NFPCL”). Notwithstanding the foregoing, the purposes of the Association shall be exclusively charitable.

**ARTICLE II  
OFFICE**

2.1. Principal Office. The principal office of the Association shall be located within the State of New York as the Board of Directors of the Association may from time to time determine. The Association may also have such other offices as the Board may from time to time determine or the purposes of the Association may require.

**ARTICLE III  
MEMBERS**

3.1. Qualification and Admission of Members. The following persons shall, subject to the conditions and requirements provided herein, be admitted to the membership without regard to sex, sexual orientation, age, color, race, national origin, gender identity or expression, disability, marital status, religious or political affiliation, upon approval by the Board of Directors (or its delegee) of such person’s application for membership and payment by such person of such dues as determined by the Board or its delegee, provided, however, that the Board shall review any recommendation by its delegee that an application for membership be rejected:

(a) Resident Lawyer Members: Any attorney who (i) is a member in good standing, or a retired member, of the Bar of the State of New York or of any other state or territory, or the District of Columbia; and (ii) resides or practices in New York State or, if outside New York State, within 50 miles of 60 Centre Street, New York, NY (“Lawyer Members”).

(b) Recent Law Graduate Members: Any person who (i) has graduated from an American Bar Association-accredited law school; (ii) intends to become a member of a bar set forth above in Section 3.1(a) within two (2) years of graduation; and (iii) resides or works in New York State or within 50 miles of 60 Centre Street, New York, NY.

(c) Law Student Members: Any person who attends and is in good standing at an American Bar Association-accredited law school.

(d) Non-Resident Lawyer Members: Any attorney who meets the requirements of 3.1(a)(i) but not 3.1(a)(ii) . .

(e) Honorary Members: Any distinguished person(s) in public service or eminence in the law selected by a majority of the Board of Directors. Honorary Members shall be exempt from the payment of dues. The Board shall determine the duration of membership of any Honorary Member.

(f) Other Membership Categories: The Board is authorized to create additional categories of membership.

3.2. Resignation, Removal or Suspension. A Member may resign at any time. Any Member who is suspended from the practice of law or disbarred by a bar of any state or territory, or the District of Columbia, shall be subject to suspension from membership in the Association. Any member who engages in misconduct in connection with such person's relations to the Association or misconduct in the profession shall be subject to suspension or expulsion from membership in the Association. All determinations of suspension or expulsion shall be made by the Board of Directors by majority vote, and whose vote shall constitute the final decision on any suspension or expulsion. Application for reinstatement may be made to the Board of Directors, which shall make such determination by majority vote and whose vote shall constitute the final decision on the application for reinstatement.

3.3. Voting Rights; Board Eligibility; Additional Privileges. Resident Lawyer Members in good standing shall be entitled to vote on all matters for which the membership may vote and shall be eligible to serve on the Board of Directors (the "Voting Members"). No other members shall be entitled to vote, nor counted for any electoral purposes, including quorum requirements, nor shall they be eligible to serve on the Board of Directors. Lawyer Members in good standing shall be entitled to all additional membership rights and privileges, as established by the Board of Directors, including, but not limited to, eligibility for service on Association committees. All other members may be eligible for any rights and privileges enjoyed by Lawyer Members, except those enumerated in the second sentence of this section 3.3, at the sole discretion of the Board of Directors.

3.4. Dues. Dues shall be set by the Board of Directors on an annual basis.

3.5. Annual Meeting and Election Meeting.

(a) An Annual Meeting of members shall be held within six months of the closing of the Association's fiscal year, at such place and in such manner (including virtually) as may be designated by the Board of Directors. The Board shall also present to the membership such matters as it deems appropriate.

(b) An Election Meeting shall be held before the end of May each year, and at such place and in such manner (including virtually) as may be designated by the Board of Directors. At the Election Meeting, the members shall elect directors of the Association for open director positions, and shall transact such other business as may properly come before the meeting. The Board shall also present such matters as it deems appropriate.

3.6. Annual Report. The Annual Report of the Association shall be presented to the membership at the Annual Meeting and shall be filed with the minutes of the Annual Meeting to

which the Annual Report corresponds, and, consistent with NFPCL Section 519, the Annual Report shall show the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Association as of the end of a twelve (12) month fiscal period terminating not more than six (6) months prior to the Annual Meeting to which the Annual Report corresponds;
- (b) The principal changes in assets and liabilities, including trust funds, during said fiscal period;
- (c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes during said fiscal period;
- (d) The expenses or disbursements of the Association, for both general and restricted purposes, during said fiscal period;
- (e) All assets received for purposes specified in gift instruments given in trust for, or with a direction to apply the same to, any purpose specified in the Association's certificate of incorporation, as described in Section 513(b) of the NFPCL and the use made of such assets and the income thereof, unless the terms of particular gift instruments provide otherwise;
- (f) The number of Members of the Association, together with statement of the increase or decrease in membership over the preceding year, and a statement of the place at which the current Membership roster is maintained, and
- (g) Such other information and reports as deemed appropriate by the President.

3.7. Special Meetings. Special meetings of the members may be called for any purpose by the President, and shall be called by the President or the Secretary at the written request of not fewer than ten percent (10%) of the voting members. Such request shall state the purpose or purposes for the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice of such meeting, which shall be provided in accordance with the Association's Bylaws.

3.8. Quorum and Voting. At all meetings of the Members, a quorum for the transaction of business shall consist of the lesser of one hundred (100) Voting Members or ten percent (10%) of the Voting Membership. On any matter coming before the membership, action shall be taken by majority vote of all voting members present at a meeting at which a quorum is present. On any matter requiring or permitting a vote of members, each voting member shall be entitled to cast one vote which will be accorded equal weight with the votes of each other voting member. When voting to elect members of the Board of Directors, Members may also vote by proxy, by returning a ballot by regular or electronic mail in accordance with the instructions provided in the Notice of the Meeting, or by presenting a completed ballot at the meeting. Such ballot shall designate the Secretary of the Association as the Voting Member's proxy for the sole purpose of casting any votes at such meeting that such Member may specify, in any permissible manner specified. Such proxy shall be revocable by the Voting Member and shall terminate no later than (i) the conclusion

of the meeting at which the proxy vote is to be cast, or (ii) eleven months after the date of the ballot.

**3.9. Record Date.** Any person who the Secretary determines is a Voting Member on the Record Date shall be entitled to vote any matter coming before the Membership for a vote. For this purpose, the Record Date shall be such date established by the Board which is not less than ten (10) nor more than fifty (50) days prior to the meeting at which the vote is to be taken. In the absence of a determination of the record date by the Board, the Record Date shall be the date thirty (30) days prior to the meeting at which the vote is to be taken.

**3.10 Action without Meeting.** Any action required or permitted to be taken by the members under applicable law, the Certificate of Incorporation or these Bylaws may be taken by the Voting Members through unanimous written consent to such action.

**3.11. No Property Rights.** Members shall have no rights or interests in or to the property or assets of the Association solely by reason of their status as members. In the event that the Association is liquidated, dissolved or ceases to actively carry on its business, all of the remaining property and assets of the Association after necessary expenses thereof shall be distributed to such organization as shall qualify under Section 501(c)(3) of the Internal Revenue Code, as amended, or to the government of the United States or State of New York as approved by the New York State Attorney General or a Justice of the New York State Supreme Court as required under the NFPCL.

**ARTICLE IV  
THE BOARD OF DIRECTORS**

**4.1. Authority of Board.** Except to the extent reserved to the Members as provided in Article III hereof, the affairs of the Association shall be managed by its Board of Directors. The Association Board shall have the power and responsibility to appoint the members of the Board of Directors of the Foundation. The Association Board shall make these appointments at the Association Board meeting when the Association Directors are elected by the membership.

**4.2. Board Membership.** The membership of the Board of Directors shall consist of at least nine (9) persons elected by the members of the Association, each of which shall be at least eighteen (18) years of age. No decrease in the number of directors may shorten the term of any incumbent director.

(a) **Board Diversity.** The Association shall have a Board of Directors that reflects the diversity of the communities it serves. The Association shall commit to have at least 50% representation on its Board of Directors from underrepresented backgrounds in the legal profession.

(b) **Law Student Liaison.** One (1) law student member shall be appointed by the Board of Directors to serve as the Law Student Liaison to the Board of Directors. The Law Student Liaison shall be a non-voting representative and shall not be included in the total number of Directors of the Association, nor counted for any quorum purposes. The Law Student Liaison shall serve for a term of one (1) year, subject to reappointment at the discretion of the Board of Directors.

#### 4.3. Election.

(a) All Directors shall be elected at the Election Meeting or at a special meeting of the Members called for that purpose.

(b) Between seventy-five (75) and sixty (60) days before the date of the Election Meeting, the Board of Directors shall select a Nominations and Elections Committee of five (5) persons, not more than two (2) of whom shall be members of the Board of Directors. Such committee shall be responsible for receiving suggestions and recommendations for the directorships to be filled, proposing nominees for the Board of Directors and overseeing the election process.

(c) The composition of the Nominations and Elections Committee shall be announced to the Voting Members by electronic mail at least forty-nine (49) days before the date of the Election Meeting and shall invite Voting Members to submit nominees to the Board of Directors for consideration by the Nominations and Elections Committee. Such invitation shall include complete information about the process of nominating and electing the Board of Directors and the dates, times and places of deadlines and meetings.

(d) Any Voting Member who wishes to be considered for a directorship shall, within forty-two (42) days before the Election Meeting, submit a request to the Nominations and Elections Committee, signed by such member, indicating a desire to be nominated together with a statement of qualifications to serve.

(e) The Nominations and Elections Committee shall consider all eligible nominees and submit to the Secretary of the Association a list of at least as many nominees as there are positions to be filled. The Nominations and Elections Committee shall strive to be consistent with the diversity requirements set forth in Section 4.2(a) when submitting its nominations, and shall endeavor to ensure a diverse slate of candidates.

(f) Ten percent (10%) of the Voting Members of the Association may, by writing delivered at the office of the Secretary of the Association not less than forty-two (42) days prior to the Election Meeting, propose eligible candidates for any or all of the directorships to be elected at such Election Meeting. The Nominations and Elections Committee shall review the proposed candidates' eligibility to serve on the Board of Directors. Upon the determination of the Nominations and Elections Committee that such candidates are eligible to serve on the Board of Directors, the names of such candidates shall thereupon be printed on the same ballot with those of the candidates of the Nominations and Elections Committee but such candidates shall be listed in a separate column.

(g) A ballot containing the names of the candidates for the Board of Directors and their statements, of a length to be determined by the Nominations and Elections Committee, shall be sent by electronic mail to the voting members with the announcement of the annual meeting not less than twenty-one (21) days before the date of the Election Meeting. Members may vote by returning the ballot by electronic mail in accordance with the instructions provided by the Nominations and Elections Committee, or by presenting a completed ballot at the Election Meeting. Such ballot shall designate the Secretary of the Association the Voting Member's proxy

for the sole purpose of casting such Member's vote at the Election Meeting. Such proxy shall be revocable by the Voting Member and shall terminate no later than (i) the conclusion of the special meeting at which the proxy vote is to be cast, or (ii) eleven months after the date the ballot.

(h) No ballot received after the close, by motion, of the time for receipt of ballots, shall be counted.

(i) The candidates receiving the greatest number of votes shall be declared elected to the vacancies.

(j) In the event of a tie vote, the vote of the outgoing Board of Directors shall determine the winner of the election, except that no member of the Board of Directors who is involved in a tie vote situation shall vote in this determination.

4.4. Term of Office; Vacancies; Ex-Officio Director.

(a) Each director shall serve for a term of two (2) years, and may stand for re-election at the expiration of their term. Each Director's term of office shall commence at the meeting of the Board in July following their election and shall continue until the July meeting of Directors two years later, or until the Director's earlier death, resignation or removal. The Board may set a rule limiting the number of consecutive terms that a Director may serve. At the time in which a Director's term expires, the Board shall designate the vacant position's term as expiring in an even or odd year.

(b) Vacancies occurring on the Board of Directors for any reason, including newly-created directorships, may be filled by the Board at any regular meeting of the Directors or at a special meeting of the Directors called for that purpose. A Director elected by the Board to fill such a vacancy shall hold office for the duration of the term of the Director whose departure created the vacancy. When creating new directorships, the Board shall specify whether the new directorship shall expire on an even or odd year.

4.5. Resignation; Removal.

(a) A Director may resign at any time by giving written notice, including electronic or telephonic notice, to the President or Secretary of the Association. Acceptance of the resignation shall not be necessary to make it effective. If any Director shall be absent from three (3) consecutive meetings of the Board of Directors without an excuse, the Board may treat such absence as a resignation, and such resignation shall take effect at the time of such decision. The President shall provide written notice to the Director that the Board has treated the Director's unexcused absence as a resignation and the effective date of such resignation.

(b) A Director may be removed, with or without cause, by the Voting Members at a special meeting of the Members called for that purpose. A Director may be removed for cause, including but not limited to the Director's failure to comply with applicable rules or failure to carry out their responsibilities as a Director, by a vote of two-thirds of the Directors (excluding the Director being voted on) present at any Meeting of the Board of Directors.

4.6. Compensation. Directors shall not receive compensation for their services but, by resolution of the Board of Directors, the Association may reimburse Directors for travel and other costs of attending meetings of the Board, any Board Committee or any Committee of the Association. Reimbursement of expenses shall be permitted only on reasonable terms consistently applied. No Director may receive compensation from the Association or Foundation for any work done or services performed except as permitted by the Association's written Policy pertaining to Board Conflict of Interests.

**ARTICLE V  
MEETINGS OF THE BOARD**

5.1. Place. The Board of Directors of the Association may hold regular meetings of the Board, annual meetings of the Board, and special meetings of the Board at such time and place as may be fixed by the Board. The Board has the authority to conduct these meetings electronically.

5.2. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.

5.3. Special Meetings. Special meetings of the Board of Directors may be called by the President of the Board on seven (7) days' notice to each Director. At the request of four (4) Directors, which may include the President, an Emergency Special meeting of the Board of Directors may be called on such notice to each Director as the four Directors may determine is appropriate.

5.4. Quorum and Manner of Taking Action. At all meetings of the Board of Directors a majority of the entire Board shall be necessary to constitute a quorum for the transaction of business, and the vote of a majority of the Directors present at the time of the vote if a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Association's Certificate of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, until a quorum shall be present. Notice of any such adjournment shall be given to any Directors who were not present and, unless announced at the meeting, to the other Directors.

5.5. Participation in Meetings, Form of Board or Committee Action. Any one (1) or more members of the Board or any Committee thereof may participate in a meeting of the Board members or in a meeting of such Board or Committee by means of a conference telephone or electronic video screen communication or such other method that permits all persons in the meeting to hear each other at the same time. Participation in such manner shall constitute presence at the meeting.

5.6. Action without Meeting. Any action required or permitted to be taken at meeting of the Board of Directors or any committee thereof may be taken without a meeting if all voting members of the Board of Directors or the Committee consent in writing including, electronic mail or other electronic means to the adoption of a resolution, authorizing such action. If provided in writing, the consent must be executed by the Director or the Committee member, as applicable, by signing such consent or causing their signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If provided via electronic transmission,



the transmission of such consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director or the Committee member, as applicable. Such resolution and written consents thereto shall be filed with the minutes of proceedings of the Board of Directors or the Committee.

**ARTICLE VI  
NOTICES**

6.1. Form; Delivery. Notices to Directors or members shall be in writing and may be delivered personally or by mail, telefax or electronic mail. Notice by mail shall be deemed to be given at the time when deposited in the post office or a letter box, in a post-paid sealed wrapper, and addressed to Directors or members at their addresses appearing on the records of the Association or at such other addresses as may have been designated in written notice filed with the Secretary. Notice by personal delivery or by telegram, telefax or electronic mail shall be deemed to be given at the time of delivery or transmission. If the Association has more than five hundred (500) Voting Members, notice of any annual or special meeting of the Members may be made by publication in a newspaper of general circulation in New York County for three successive weeks immediately preceding such meeting, together with posting of such notice on the Association’s website.

6.2. Waiver. Whenever a notice is required to be given by any statute, the Certificate of Incorporation or these By-laws, a waiver thereof in writing or by electronic mail from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to such notice. In addition, any person attending a meeting of the Board of Directors or of the Members without protesting to the meeting or at its commencement such lack of notice shall be conclusively deemed to have waived notice of such meeting.

**ARTICLE VII  
MEMBERSHIP COMMITTEES OF THE ASSOCIATION**

7.1. Designation, Membership and Responsibilities.

(a) The Membership Committees of the Association shall be a Judiciary Committee and such other committees as are established by the Board by majority vote.

(b) Participation in most Membership Committees of the Association shall be open to any Member of the Association, although the Board may restrict membership on some Membership Committees. Only Members of the Association may serve on a Membership Committee of the Association, although the Board may designate non-Members to serve in limited roles in such Committees. Each Membership Committee shall elect a Chair of the Committee, which selection must be ratified by the Board. The Board may designate one or more individuals as alternate members of any such committee who may replace any absent member or members at any meeting of such committee. All Membership Committees of the Association shall regularly report their activities to the Board.

(c) Membership Committees of the Association shall carry out such duties and responsibilities as delegated to them by the Board. Membership Committees of the Association shall serve an advisory capacity only and may not bind the Association to any action unless the

Board has granted specific authority. The Judiciary Committee shall have the authority to rate judicial candidates using the name of the Association, without seeking separate approval from the Board of the Association. Membership Committees of the Association may be disbanded by resolution of the Board.

## **ARTICLE VIII BOARD COMMITTEES**

8.1. Types of Board Committees. There shall be two types of Committees of the Board of Directors of the Association: Association Board Committees and Joint Association-Foundation Board Committees.

(a) Association Board Committees. Association Board Committees shall consist of an Executive Committee and such other committees as the Board may designate by resolution, including but not limited to an Audit Committee. Association Board Committees shall consist of three (3) or more Directors. Only Directors of the Association may serve on Association Board Committees. Association Board Committees may take action on behalf of the Association as provided in Section 8.2. The President may designate, with approval of the Board, one or more Directors as alternate members of any such Committee who may replace any absent member or members at any meeting of such committee.

(b) Joint Association-Foundation Board Committees. Joint Board Committees shall consist of three or more Directors, at least one of which must be a Director of the Association and one of which must be a Director of the Foundation. Joint Board Committees shall consist of a Governance Committee, Nomination and Elections Committee, and such other committees as the Board may designate by resolution. Only Directors of the Association or Foundation may serve on Joint Board Committees, except that the Nomination and Elections Committee shall include some non-Directors (see ByLaw 4.3(b)). Joint Board Committees may not take action on behalf of the Association but instead must present their recommendations to the Association Board for approval on behalf of the Association unless the Association Board has granted a Joint Board Committee specific authority to act on behalf of the Association. The Association Board may designate one or more Directors as alternate members of any such Joint Board Committee who may replace, at any meeting of such committee, any absent member of such committee who is a Director of the Association.

8.2. Authority. The Executive Committee shall have authority to act on behalf of the Board as provided in Section 8.4. All other Association Board Committees and Joint Board Committees shall have such authority as provided in these Bylaws or by resolution of the Association Board. Notwithstanding the foregoing, no Association Board Committee or Joint Board Committee shall have the authority to: (1) fill vacancies on the Board or any Committee of the Board, (2) fix the compensation of the directors or any member of a Committee of the Board, (3) amend or repeal these by-laws or adopt new by-laws, (4) amend or repeal any resolution of the Board, which by its terms cannot be amended or repealed, (5) elect or remove any Director from office, (6) elect or remove officers of the Association, (7) approve the merger or dissolution of the Association, (8) authorize the sale, lease, exchange or other disposition of all or substantially all of the Association's assets; or (9) approve amendments to the Certificate of Incorporation of the Association.

8.3. Reports. Each Committee shall regularly report its activities to the Board.

8.4. Executive Committee. The Executive Committee of the Association Board shall be separate from the Executive Committee of the Foundation Board. The Executive Committees of the Association and Foundation may meet together in a joint meeting of the two Executive Committees, but will make decisions for each organization separately. The Association Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer of the Association, and such other members as elected by the Directors. Except as otherwise provided by law and in these Bylaws, the Executive Committee may exercise all the powers of the Board and shall act in its stead between meetings of the Board of Directors. The Executive Committee shall report its actions to the full Board of Directors at the next meeting of the Board of Directors.

8.5. Audit Responsibilities. The Board may, but shall not be required to, designate an Audit Committee. If the Board designates an Audit Committee, it shall elect its members solely from Directors who are “independent” Directors as defined by the NFPCL. The Board shall also elect an independent Director to serve as Chairperson of the Committee.

In any year in which the Association obtains an independent audit of its financial statements, the Audit Committee shall retain, or renew the retention of, the independent auditor to conduct such audit, and upon the completion thereof, review the results of the audit and any related management letter with such independent auditor. In furtherance of the responsibilities described in this Section, the Audit Committee shall:

- (a) Review with the independent auditor the scope and planning of the audit, prior to commencement of the audit;
- (b) Upon completion of the audit, review and discuss with the independent auditor (i) any material risks or weaknesses in internal controls identified by the auditor, (ii) any restrictions on the scope of the auditor’s activities or access to requested information; (iii) any significant disagreements between the auditor and management, and (iv) the adequacy of the Association’s accounting and financial reporting process; and
- (c) Annually consider the performance and independence of the independent auditor.

In the event that the Board of Directors does not establish an Audit Committee, or the Audit Committee is otherwise inactive, the audit responsibilities set out in this Section 8.7 shall be undertaken by the entire Board of Directors or the Finance Committee. If these audit responsibilities are undertaken by the entire Board of Directors or the Finance Committee, only those directors who are independent directors shall perform these audit responsibilities.

Each member of the Board of Directors shall, upon initial appointment and annually thereafter, provide to the Secretary a completed independence questionnaire in the form approved by the Secretary. The President shall determine the independence of each Director based on such Director’s responses to the questionnaire.

## ARTICLE IX OFFICERS

9.1. Designation. The officers of the Association shall be a President, Vice-President, Treasurer, and Secretary. The offices of President, Vice-President, Treasurer, and Secretary shall be filled as provided in Section 9.3. The Board may by resolution create additional offices, including but not limited to a Second Vice President and one (1) or more Assistant Secretaries or Assistant Treasurers. Any two (2) or more offices may be filled by the same person, except the offices of President, Vice President, Treasurer, and Secretary. In addition to the foregoing, the Board may designate a person to serve as Executive Director as provided in Section 9.9, and such Executive Director may delegate certain of the Executive Director's duties to one or more executive officers as provided in Section 9.10.

9.2. Authority and Duties. All officers, as between themselves and the Association, shall have such authority and perform such duties in the management of the Association as may be provided in these By-laws, or, to the extent not so provided, by resolution or direction of the Board of Directors.

9.3. Election; Term of Office; Removal. The President, Vice President, and Secretary shall be selected by the Board of Directors, from among the Board of Directors, at a meeting of Directors held for that purpose. Such officers shall serve for a term of one (1) year, commencing at the July meeting of Directors following the election and continuing until the July meeting of Directors one year later. The offices of President and Treasurer shall be elected by majority vote of the Association Board and a majority vote of the Foundation Board at a joint meeting of both Boards. Upon election, such persons shall serve as the President and Treasurer, respectively, of both corporations. Any such officer elected by the Board may be removed from such position with or without cause at any time by the affirmative vote of a majority of the entire Board. The immediate past president shall convene the meeting and conduct the election of officers, even if they have not been re-elected to the Board. Nominations for officer positions shall be made by the Nomination and Elections Committee, although nominations from the incoming Board members, including self-nominations, shall also be permitted.

9.4. Vacancies. If any office becomes vacant for any reason, the Board of Directors shall fill such vacancy in accordance with this Article. Any officer so elected by the Board shall serve only until such time as the unexpired term of the officer's predecessor shall have expired unless re-elected by the Board.

9.5. The President. The President shall preside over all meetings of the Board of Directors and shall be an *ex officio* member of all committees of the Board of Directors. No employee of the Association may serve as President, unless elected by two-thirds vote of the entire Board.

9.6. Vice-President. The Board shall elect one Vice President. The Vice President shall generally assist the President and perform such other duties as the Board of Directors may prescribe. If the President is absent or unable to perform the duties of the Presidency, the Vice President shall perform the duties and exercise the powers of the President. If both President and

the Vice President are absent or unable to perform the duties of the Presidency, the Secretary shall perform such duties.

9.7. The Secretary. The Secretary shall attend all meetings of the Board and record all votes and the minutes of all proceedings in records to be kept for that purpose. The Secretary shall provide notice of the annual and all special meetings of the Board of Directors and Members, and shall perform such other duties as may be prescribed by the Board or the President, under whose supervision the Secretary shall act. The Secretary shall keep in safe custody the seal of the Association and, when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by the Secretary's signature. The Secretary shall also perform all other duties incident to the office of Secretary.

9.8. The Treasurer. Directors of the Association and of the Foundation are eligible to run for and be elected to the position of Treasurer of the Association. The Treasurer shall have the care and custody of the Association funds, and other valuable effects, including securities, and shall keep full and accurate accounts of receipts and disbursements in records belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Association as may be ordered or authorized by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Directors of both the Association and the Foundation, at the regular meetings of both the Association and Foundation Boards, or whenever they may require it, a report of the Association's financial condition and all of its financial transactions. The Treasurer shall keep in safe custody the Association's membership list and such books and records as the Board may direct, and shall make such records available for inspection by the Members.

9.9. The Executive Director. The Executive Director shall have general and active management and control of the business and affairs of the Association on a day-to-day basis, and shall be an *ex officio* officer of the Association. The Executive Director shall attend all meetings of the Board of Directors and report on the activities of the Association at such meetings. The Executive Director shall not be a member of, and shall serve at the pleasure of the Board of Directors, shall report to the President of the Board, and shall see that all orders and resolutions of the Board are carried into effect.

9.10. Executive Officers. The Executive Director may delegate some or all of their duties to one or more Executive Officers, who shall report to and serve at the pleasure of the Executive Director. Executive Officers shall have such titles and so much of the Executive Director's authority as delegated to them by such Executive Director. These provisions notwithstanding, nothing herein shall negate or abrogate the authorities or responsibilities of the Executive Director set out in Section 9.9 herein. The Executive Director shall report the designation of any Executive Officer to the Board. An Executive Officer may be removed with or without cause by the Executive Director or by an affirmative vote of the Board. If an Executive Office becomes vacant for any reason, such vacancy shall be filled by the Executive Director on notice to the Board.

## ARTICLE X GENERAL PROVISIONS

10.1. Fiscal Year. The Board shall set the fiscal year of the Association.

10.2. Preservation of Tax-Exempt Status. Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

10.3. Use of Name. No member of the Association shall use the name of the Association for the endorsement or sponsorship of any individual, issue, event or organization, without the express written approval of the Board of Directors.

10.4. Membership List. The membership list of this Association shall be kept confidential and shall not be loaned, sold, traded or otherwise made available to any organization or individual for any purpose. The Board of Directors is authorized to maintain a separate list of members who have indicated a willingness to be on such a list, which list may be used as authorized by the Board of Directors.

10.5. Goal of Diversity. The Association shall strive to achieve diversity throughout the Association. The Board shall adopt policies to further this goal, including with respect to, but not limited to, age, color, race, national origin, sex, gender identity or expression, sexual orientation, and disability.

## **ARTICLE XI INDEMNIFICATION**

The indemnification of Directors, officers, employees and agents shall be subject to the following provisions:

11.1. The Association shall indemnify to the fullest extent authorized or permitted by law any person 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 by reason of the fact that the person is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful.

11.2. For purposes of Section 11.1, the termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of guilty or *nolo contendere* or its equivalent, shall not, of itself, create a presumption that any person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interests of

the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was lawful.

11.3. Any indemnification under Section 11.1 shall be made by the Association unless a determination is made that indemnification of the Director, officer, employee or agent is not proper in the circumstances because the person has not met the applicable standard of conduct set forth in Section 11.1. Such determination may be made in the discretion of the Board (1) by the Board by a majority vote of the Board excluding Directors who were parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

11.4. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent, to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Association under this Article; provided, however, that no such indemnification shall be made if a determination is made in the manner provided in Section 11.3 that indemnification is not proper in the circumstances because the person has not met the applicable standard of conduct set forth in Section 11.1.

11.5. The indemnification provided by this Article shall not be exclusive of any other rights to which the indemnified party under this Article might be otherwise entitled. Such right to indemnification shall continue to any 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.

11.6. The Association shall purchase and maintain insurance on behalf of any person entitled to indemnification under this Article.

11.7. The provisions of this Article shall cover claims, actions, suits and proceedings, civil or criminal, whether now pending or hereafter commenced and shall be retroactive to cover acts or omissions or alleged acts or omissions which heretofore have taken place. If any part of this Article should be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining provisions shall not be affected.

11.8. Notwithstanding anything to the contrary contained herein, if any Federal or state law applicable to the Association or any person seeking indemnification hereunder prohibits, restricts or limits in any manner the authority of the Association to indemnify such person, the right of such person to be so indemnified, or any other rights or obligations provided by this Article, the Association shall indemnify such person to the fullest extent permitted by such law.

**ARTICLE XII**  
**CONFLICTS OF INTEREST; WHISTLEBLOWER PROTECTIONS**

12.1. Conflict Of Interest Policy. The Board shall adopt and maintain a Conflict of Interest Policy that (a) defines what constitutes a conflict of interest, (b) provides procedures for disclosing the conflict of interest to the audit committee or to the Board, (c) includes a requirement that the person with the conflict of interest not participate in deliberations or vote on the matter giving rise to the conflict of interest, (d) prohibits any attempt by the person with the conflict of

interest to influence improperly the deliberations or vote on the matter presenting the conflict of interest, (e) includes a requirement that the existence and resolution of the conflict be documented in the minutes of any meeting or other written record of the Association relating to the transaction presenting the conflict, and (f) includes a definition of “related party transactions” and procedures for disclosing, addressing and documenting such transactions. The Conflict of Interest Policy may be amended from time to time by majority vote of the Directors present at a regular or special meeting thereof, without amending these Bylaws.

12.2. Whistleblower Policy. The Board shall adopt and maintain a Whistleblower Policy that provides that no director, officer, employee or volunteer of the Association who in good faith reports any action that is illegal, fraudulent or in violation of any adopted policy of the Association shall suffer intimidation, harassment, discrimination, or other retaliation or, in the case of employees, adverse employment consequences. Such policy shall include (a) procedures for reporting violations or reported violations of laws or corporate policies, (b) a requirement that an employee, officer or director of the Association be designated to administer the Whistleblower Policy and report its activities to the Board or a Committee thereof, (c) a requirement that the person who is the subject of the whistleblower complaint not be present at or participate in board or committee deliberations relating to the complaint, and (d) a requirement that the Whistleblower Policy be distributed to all directors, officers, employees and volunteers that provide substantial services to the Association. The Whistleblower Policy may be amended from time to time by majority vote of the Directors present at a regular or special meeting thereof, without amending these Bylaws.

**ARTICLE XIII  
AMENDMENTS**

13.1. Power to Amend. Pursuant to N.Y. N-P.C.L. § 602(b), these Bylaws may be amended by two-thirds (2/3) vote of the Directors, on not less than twenty-one (21) days’ notice to the Membership, at the Annual Meeting of the Members or at a special meeting of the Board called for that purpose. In addition, the voting membership may amend the Bylaws at either the Annual Meeting or at such additional meetings as the Board of Directors or the voting membership shall call for that purpose.

Adopted: \_\_\_\_\_, 2023

\_\_\_\_\_  
Secretary