WESTCHESTER PUTNAM SCHOOL BOARDS ASSOCIATION
BY-LAWS

Adopted on November 5, 2026

ARTICLE I- NAME, TERRITORY, OFFICE

Section 1. Name. The Corporation shall be known as Westchester Putnam School Boards Association, hereinafter referred to as the "Association," and is a Type [B] Corporation as set forth in the Education Law of New York State.

Section 2. Territory. The Association shall conduct activities primarily in New York, and shall serve the Counties of Westchester and Putnam, subject to changes by the aforementioned Association.

Section 3. Office. The principal office of the Association shall be located in the county of Westchester, State of New York. This office shall direct Association activities and be the depository for all Association records. The Association may also have offices at such other places within the state as the board may from time to time determine or the business of the Association may require.

ARTICLE II – MISSION

The mission of the Association is to provide leadership and support for our Members. The Association will strive to promote effective school district and board governance through training and education, facilitate communication and the sharing of information, serve as a resource on public education policy issues, advocate for legislation that supports public education, and foster relationships with organizations that share common interests and goals.

ARTICLE III – MEMBERSHIP

Section 1. Classes of Membership Authorized.

The Association shall have one class of members.

Section 2. Criteria for Membership.
Any public Board of Education in Westchester or Putnam County may become a member of the Association at any time by paying the Association's scheduled annual dues.

The Board of Directors may establish additional criteria for membership, including the schedule of dues, and any waivers thereof, as well as procedural requirements for prospective members, unless otherwise proscribed by law, the Certificate of Incorporation and/or these By-Laws.

Section 3. Evidence of Membership.
Each Member shall be issued a membership card or certificate indicating the appropriate membership form of the Member. Membership and membership cards or certificates are not transferable.

Section 4. Annual Meeting.
A meeting of the Members entitled to vote shall be held for the Election of Directors, approval of the annual budget, and the transaction of other business in the month of May or June of each year on any day in those months as determined by the Board of Directors.

Section 5. Special Meetings.
Special Meetings of the Members entitled to vote may be called at any time by the President, or a majority vote of the Board of Directors, provided there is a quorum at the meeting of the Board of Directors at which the action for a Special Meeting is taken, or upon the written request of at least ten percent (10%) of the qualified voting Members of the Association.

Section 6. Action by Members Without a Meeting.
Whenever under the Not-for-Profit Corporation Law the Membership is required or permitted to take any action or vote, such action may be taken without a meeting, provided there is written consent, setting forth the action so taken, signed by all the members entitled to vote thereon without abstention or dissention.

Section 7. Place of Meetings.
Meetings of the Membership shall be held at the principal office of the Association or at such other place, within or outside the State of New York, as may be fixed by the Board of Directors.

Section 8. Notice of Meetings of the Membership.

8.1. Written Notice. Written notice shall be given to Members entitled to vote of each meeting of the Membership. Notices shall state the place, dates and hours of the meeting and, unless it is an annual meeting or convention, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which it is being called. A copy of the notice of any meeting shall be given, personally or by first class mail not less than ten (10) nor more than fifty (50) days before the date of

the meeting, or by another class of mail not less than thirty (30) nor more than sixty (60) days before such date, to all Members entitled to vote at such meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon pre-paid, directed to the Member at the Member's address as it appears on the record of Members, or if the Member has filed with the Secretary a written request that notices to the Member be mailed to some other address, then directed to the Member at such other address.

8.2. Notice by Publication. Provided this Association has more than five hundred (500) Members, notice of meetings of the Membership may be served by publication, in lieu of mailing, in a newspaper published in the county in the state in which the principal office of this Association is located, once a week for three (3) successive weeks next preceding the date of the meeting.

8.3. Waiver of Notice. Notice of meetings of the Membership need not be given to any Member entitled to vote who submits a signed waiver of notice, whether before or after the meeting. The attendance of any Member entitled to vote at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by the Member.

Section 9. Quorum.
A quorum shall be required for the legal and proper conduct of the business of the Membership. The quorum shall be the lesser of 100 Members or 25% of the total number of Members. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Members.

Section 10. Adjournment.
A majority of the Members entitled to vote present at any meeting of the Membership, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Members entitled to vote absent at the time of the adjournment, and unless such time and place are announced at the meeting, to the other Members entitled to vote.

Section 11. Organization

11.1. President. All meetings of the Membership shall be presided by the President. In the absence of the President, the Vice-President shall preside, and in the absence of the Vice-President, another Director chosen by the Membership shall preside.

11.2. Secretary. At all meetings of the Membership, the Secretary shall act as secretary at the meeting. In the absence of the Secretary, another Director chosen by the Membership shall act as secretary at the meeting.

Section 12. Qualification of Voters.

12.1. Votes Authorized. Every Member of record of the Association, through authorization of one member of their Board of Education, shall be entitled to one vote upon each proposition coming before the annual Meeting or any Special Meeting of the Membership.

12.2. Qualification. The Board of Directors may fix a date as the record date for the purpose of determining the Members entitled to (i) vote at any meeting of the members or any adjournment thereof, or (ii) express consent to or dissent from any proposal without a meeting. The record date shall not be more than fifty (50) nor less than ten (10) days before the date of the meeting.

Section 13. Voting

13.1 Election of Directors. Members of the Board of Directors shall be elected by a plurality of the votes cast at the Annual Meeting of the Membership except as may otherwise be required by law or the Certificate of Incorporation. Each Member shall be entitled to one vote.

13.2 Approval of the Annual Budget. The annual budget shall be approved by a plurality of the votes cast at the Annual Meeting of the Membership except as may otherwise be required by law or the Certificate of Incorporation. Each Member shall be entitled to one vote.

13.3. Other Actions of the Membership. Whenever any corporate action, other than the election of Directors or approval of the annual budget, is to be taken by vote of the Membership, it shall, except as otherwise may be required by law or the Certificate of Incorporation, be authorized by a majority of the votes cast at such meeting.

Section 14. Proxies.

14.1. Proxies Authorized. Every Member may vote by written proxy on any matter properly coming before the Membership at a duly convened membership meeting.

14.2. Validation. Every proxy must be signed by the Member's Board President or the Board President's designee. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided by proxy.

14.3. Revocation. Every proxy shall be revocable at the pleasure of the Member executing same, except as may otherwise be provided by law.

Section 15. Inspectors of Election.

15.1. Appointment. The Board of Directors, in advance of any meeting of the Membership, may appoint one (1) or more inspectors to act at the meeting or any

adjournment thereof. In case any person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or by the President thereat. Each inspector, before entering upon the discharge of the inspector's duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of the inspector's ability.

15.2. Powers. The inspectors, if appointed, shall devise the procedures by which Association votes and elections are to be held. It shall be the responsibility of the inspectors to: determine the number of membership certificates outstanding and the voting powers of each; certify the existence of a quorum; assess the validity and effect of proxies; hear all challenges and questions arising in connection with the right to vote; receive all votes or ballots; count and tabulate all votes or ballots; determine the results and certify the validity of all votes and elections; and, do such other and further acts as may be required to conduct elections or votes with fairness to all Members. On request of the President, or any Member entitled to vote at the meeting, the inspectors shall make a report, in writing, of any challenge, question or matter determined by them and certify the determination of relevant facts. Any report or certification made by them shall be prima facie evidence of the facts stated and of the vote taken.

Section 16. List of Members at Meeting.
A list or record of Members entitled to vote, certified by the Secretary or any Assistant Secretary, shall be produced at any meeting of the Membership upon the request of any Member who has given at least ten (10) days prior written notice to the Association that such request will be made. If the right to vote at any meeting is challenged, the inspectors of election, or person presiding thereat, shall require such list or record of Members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list of record to be Members entitled to vote thereat may vote at such meeting.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. General Management.
The general management of the affairs of this Association shall be vested in a Board of Directors. The Board of Directors shall have control of the property of the Association and shall determine its policies with the advice of its various committees. It shall have power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this Association and to promote its best interest.

Section 2. Number & Composition.

2.1. There shall be at least five (5), but no more than sixteen (16), seats on the Board of Directors, including the four Officers. Ex officio Directors, as described below, shall

not count towards the required number on the Board and shall not have voting rights.

2.2. The immediate past President of the Association may choose to serve as an ex officio member of the Board of Directors, provided the individual continues to serve on a school board holding membership in the Association. Alternatively, in lieu of serving as an ex officio member, the past President may elect to return as a voting member of the Board of Directors for any remaining period of eligibility under the term limits set forth in Article IV, Section 5.3 below.

2.3. To ensure continuing liaison between this Association and New York State School Boards Association, the individual serving as Area 10 Director of the New York State School Boards Association shall be appointed as an ex officio member of the Board of Directors.

2.4. To ensure continuing liaison between this Association and other major educational organizations in the region, appropriate representatives may be invited to serve as an ex officio member of the Board of Directors.

2.5. To recognize exemplary and exceptional board service, and upon a majority vote of the Board of Directors, a former member of the Board of Directors who is precluded from continuing to serve by virtue of the term limits set forth in Article IV, Section 5.3, may be invited to serve a one year term as an ex officio board member emeritus. No more than three such ex officio emeriti members may serve at any one time, and none shall serve for more than three consecutive years in such capacity.

Section 3. Qualifications.
Each member of the Board of Directors, other than ex officio members serving pursuant to Article IV, Sections 2.3 or 2.4, must be at least eighteen (18) years of age and must serve on a member Board of Education for the duration of the member's term of service on the Board. No member of the Association may have more than one of its Board of Education members serving on the Association's Board of Directors, including any standing committee, at any given time.

Section 4. Compensation, Reimbursement, and Loans.

4.1. Compensation. No Director, Officer or member of a Committee shall receive compensation for their services. The Board of Directors shall be empowered to provide reasonable compensation, together with reimbursement for reasonably incurred expenses, for offices or positions not afforded voting privileges for purposes of corporate decision-making, such as the position of Executive Director.

4.2. Reimbursement. Notwithstanding the mandates of this Article, at the discretion of the Board of Directors, individual Directors, Officers, members of Committees and employees may be reimbursed in an amount determined by the Board for expenses reasonably incurred by them in the performance of their duties.

4.3. Loans. No loans shall be made by the Association.

Section 5. Selection Procedure of Directors, Terms of Office & Vacancies.

5.1. Selection. The Membership shall elect all new Directors of the Association at the Annual Meeting of the Membership.

5.2. Selection Procedure. All Members entitled to vote shall cast a vote for a number of candidates equal to the number of vacancies to be filled until the required number of Board members, as specified in Section 2 of this article, is achieved. If at any time during this process there is a tie among a number of candidates, which number is greater than the number of vacancies remaining, the voters shall thereupon vote again, casting a number of votes equal to the remaining vacancies. Only the candidates who are tied may run in this subsequent election. The remaining vacancies shall be filled as outlined above. All subsequent ties shall be dealt with as outlined herein.

5.3. Terms of Office. The term of office for a Board member shall be three (3) years unless otherwise provided in these By-Laws. To the extent practicable, one-third of the Board shall be elected every year. The terms of office for all Directors shall begin on July 1st after their election and shall conclude on June 30th of the third year. No Director may serve more than two (2) consecutive terms, provided that any Director who is elected and continues to serve as an officer of the Association (i.e., as the Association's President, Vice President, Secretary or Treasurer) shall have their six year term limit extended by one year for each year they serve as an officer of the Association, up to a maximum of six additional years.

5.4. Vacancies. A vacancy in office shall arise upon the death, resignation, removal, disqualification or lapse of membership of a Member. Except in the cases of the office of President, a vacancy on the Board of Directors occurring in the interim between annual meetings shall be filled by an interim successor who has been appointed by nomination of the nominating committee and a vote of the Board of Directors. At the next annual meeting following the vacancy, the Membership shall elect a permanent successor for the vacated position. In the event that the interim successor is subsequently elected to serve as a permanent successor, the first year of the successor's term shall be deemed to have commenced upon the successor's election, without regard to the duration of interim service.

Section 6. Resignation.
A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Association. Unless otherwise specified in notice, the resignation shall take effect upon receipt thereof by the Board of Directors, the President or the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

Section 7. Removal.

7.1. Removal. Any of the members of any standing or ad hoc committee or the Board of Directors, including Ex Officio members, may be removed with or without cause, upon the recommendation of the Executive Committee to the Board of Directors.

7.2. Removal for Lack of Attendance. A Board Member who misses three (3) consecutive regularly scheduled meetings, or a majority of regularly scheduled meetings in a fiscal year, may be asked to resign or may be removed from the Board of Directors. After the second such missed meeting, the President shall contact that Director to inquire as to the reasons for the missed meetings and shall remind the Director of the possibility of removal. If that Director misses a third meeting, the President shall discuss the circumstances of the missed meetings with the Executive Committee. The Executive Committee shall have the discretion to allow that Director to continue serving on the Board, or to ask that Director to resign, or to bring the matter of removal of that Director to the Board of Directors.

7.3. Process for Removal. Removal shall require a 2/3 vote of the members of Board of Directors present, provided there is a quorum for the meeting at which the action is taken. At any meeting where a vote is to be taken to remove a member of the Board or a committee, the individual may attend and shall be given a reasonable opportunity to argue in the individual's own defense.

Section 8. Meetings of the Board of Directors.
The Board of Directors shall endeavor to convene Regular Meetings on a bimonthly basis. Regular Meetings of the Board of Directors may be held with or without notice, at such times as may be fixed from time to time by resolution of the Board of Directors. Special Meetings of the Board of Directors shall be held whenever called by the President, Vice President, Secretary, Treasurer or any Chairperson of a Standing Committee. Notice of Special Meetings shall be given personally or by telephone, electronic mail, facsimile or first class mail and shall state the purposes, time and place of the meeting. If notice is given personally or by telephone it shall be given not less than three (3) days before the meeting; if it is given by electronic mail, facsimile or first class mail, it shall be given not less than five (5) days before the meeting. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. Business at meetings shall be conducted pursuant to rules established by the Board of Directors. In addition, the Board, in its discretion, can determine whether to allow ex officio (non-voting) members of the Board to attend Regular and Special Meetings of the Board.

Section 9. Quorum.
A quorum shall be required for the legal and proper conduct of the business of the Board of Directors. A majority of the total number of members of the Board of Directors then in existence shall constitute a quorum for the transaction of any business. When a

quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Board Members.

Section 10. Adjournment.
A majority of directors present at a meeting of the Board of Directors, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment, and unless such time and place are announced at the meeting, to the other Directors.

Section 11. Organization.

11.1. President. All meetings of the Board of Directors shall be presided by the President. In the absence of the President, the Vice-President shall preside, and in the absence of the Vice-President, another Director chosen by the Board of Directors shall preside.

11.2. Secretary. At all meetings of the Board of Directors, the Secretary shall act as secretary at the meeting. In the absence of the Secretary, another Director chosen by the Board of Directors shall act as secretary at the meeting.

Section 12. Voting.
Each member of the Board of Directors shall have one vote. A majority vote of those present, provided there is a quorum, shall be sufficient on any proposition presented and acted upon at a meeting. There shall be no voting by proxy allowed at meetings of the Board of Directors.

Section 13. Action by the Board of Directors.

13.1. Action Defined. Except as otherwise required by law or provided in these By-Laws, an "Action," or "Act," of the Board of Directors shall mean an action at a meeting of the Board authorized by vote of a majority of the Directors present at the time of the vote, provided a sufficient quorum is present.

13.2. Written Consent. 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 or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

13.3. Electronic Communication. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 14. Annual Report.
The Board of Directors shall present at the Annual Meeting a report certified by a firm of independent public accountants selected by the Board, showing in appropriate detail the following:

a. The assets and liabilities, including the trust funds, if any, of the Association as of the end of the most recent fiscal year;

b. The principal changes in assets and liabilities, including trust funds, if any, during this fiscal period;

c. The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, during this fiscal period; and

d. The expenses or disbursements of the Association, both general and restricted to particular purposes, during this fiscal period.

This report shall be filed with the records of this Association and a copy thereof entered in the minutes of the proceedings of the Annual Meeting.

The Executive_Director shall prepare, and the Board of Directors shall approve a balanced budget that shall be sent to the membership at least twenty-five (25) days prior to the Annual Meeting. The Treasurer shall present the budget for approval at the Annual Meeting.

ARTICLE V – OFFICERS

Section 1. Officers, Election, Term & Requirements.

1.1. Officers & Election. The Membership shall, at the Annual Meeting, elect by majority vote a president, a vice president, a secretary and a treasurer, and such other officers as it may determine, who shall be given such duties, powers and functions as hereinafter provided. Any two or more offices may be held by the same person, except the offices of president and secretary.

1.2. Term. Officers shall be elected to hold office for one year from July 1 through June 30 following the Annual Meeting. Each officer shall hold office for the term for which the officer is elected and until a successor has been elected. No individual may hold elected office for more than six consecutive years.

1.3. Requirements. Each officer must be a member of a member Board of Education for the duration of the officer's term of Association office, and no Member may have more than one of its board members serve as an elected officer of the Association at any given time.

Section 2. Removal, Resignation.
Officers serve at the discretion of the Board of Directors. Any officer elected by the board may be removed by the Board. In the event of the death, resignation or removal of an officer, the president of the board shall appoint an acting successor to fill the unexpired term. This appointment shall be confirmed or disapproved by the full board within the next two regular meetings.

Section 3. Duties

3.1. President. The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association on behalf of the Board of Directors. The President shall preside at all meetings of the Membership. In the absence of the President, the Vice-President shall preside, and in the absence of the Vice-President, another Director chosen pursuant to these By-Laws shall preside. The President, Vice President, Secretary, Treasurer or any other proper officer of the Association authorized by the Board of Directors may sign any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other Officer or agency of the Association. In general the President shall be the spokesperson for the Board of Directors and shall perform all duties as may be prescribed by the Board of Directors from time to time.

3.2. Vice President. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President and/or the Board of Directors.

3.3. Secretary. The Secretary shall be responsible to keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, and be legal custodian of the corporate records of the Association. The Secretary shall be responsible to keep a register of the post office address of each member and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President and/or the Board of Directors. In addition, the Secretary shall notify members of their election to office or their appointment to committees and be responsible to keep a record of the transactions of the Association and of the Executive Board.

3.4 Treasurer. The Treasurer shall be responsible for the supervision, on behalf of the Board of Directors, of all monies received or expended by the Association and shall

keep the board informed on all pertinent financial matters. The Treasurer shall provide a brief financial report at all regular meetings of the Board of Directors in a format prescribed by the Board. Annually, the Treasurer shall draft and present a detailed report to the Board which shall minimally include total receivables, gross revenues, profit and loss, liabilities and other such information as to give the Board of Directors a clear and accurate picture of the organization's fiscal condition. The Treasurer shall serve as the board's liaison with the independent auditor and shall serve as a member of the Audit and Finance Committee. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

3.5. Executive Director. The Board of Directors may employ an Executive Director (chief administrative officer) who, subject to the overall control and direction of the Board, shall have general charge, oversight and direction of the affairs and business of the Association, and sole responsibility for the employment and discharge of staff in accordance with Board established policies. The Executive Director shall be the principal administrative officer of the Association, charged with the duties of effectuating the purposes of the Association, preparing a balanced budget for Board review, carrying out the directives of the Board of Directors in performing any and all functions necessary and proper to ensure that the policies, objectives and aims of the Association are carried out and shall sit as an ex officio (non-voting) Member of the Board of Directors.

ARTICLE VI – COMMITTEES

Section 1. Appointments.

1.1. Standing Committees. The President shall, subject to approval of the Board, appoint the following standing committees - executive committee, a nominating committee, and an audit & finance committee. Each may have such sub-committees, as they from time-to-time require, to maintain their charges and responsibilities.

1.2. Ad Hoc Committees. Additional committees may be created and appointed by the president with the consent of the board of directors as needed for special purposes.

Section 2. Executive Committee.
The Executive Committee shall be comprised of the President, Vice-President, Secretary, Treasurer, and one additional member of the Board of Directors who is selected by the President and approved by the Board. The President shall serve as the Chair of the Executive Committee. The Executive Committee shall maintain surveillance of the business and affairs of the Association and shall be empowered to transact only such business as may be necessary between meetings of the Board of Directors, unless authorized otherwise by the Board of Directors. The Committee shall be responsible for overseeing the personnel affairs of the Association, including, but not limited to

developing and reviewing personnel policies and evaluating, at least annually, the Association's Executive Director. A report of the Executive Committee's annual performance evaluation of the Executive Director shall be made to the Board, and this report shall be submitted concurrent with the Finance & Audit Committee's annual review of the Executive Director's compensation and benefits. The Executive Committee cannot, without specific authorization by the Board of Directors, purchase real property, borrow money, amend the By-Laws, or hire or terminate the Executive Director. Meetings of the Executive Committee may be called by the Chair or by any three (3) members of the Committee. The Executive Committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board.

Section 3. Nominating Committee.
The Nominating Committee shall consist of five members, at least three of whom shall be Directors with full voting rights. Two members of the Nominating Committee shall be nominated by the previous year's Nominating Committee and two members shall be appointed by the President. The fifth member shall be the most recent past President. In the event that the immediate past President is unable or unqualified to serve, the President shall appoint an interim member of the Nominating Committee which appointment shall be ratified at the next Board of Directors meeting. That person shall serve as chair. The Committee shall be responsible for making recommendations to the Membership to ensure that the composition of the Board of Directors is consistent with these By-Laws and any written policies or regulations adopted by the Association; monitoring board member participation and attendance; monitoring individual board member compliance with the Conflict of Interest Policy, including submission of the Annual Statements; presenting a slate of nominees for positions of Officers, members of the Board, and two members of the Nominating Committee for election by the Membership at the Annual Meeting; and coordinating orientation for new Directors and assuring the continued development and training of the Board.

A report of the Nominating Committee's slate of nominees shall be presented to the Board at the Board's last regularly scheduled meeting immediately prior to the Annual Meeting. A copy of this report shall be sent to all Members of the Association at least 25 days prior to the Annual Meeting. Further nominations of officers, members of the Nominating Committee and members of the Executive committee may be made from the floor with the prior consent of the nominees.

Section 4. Audit & Finance Committee.
The Audit & Finance Committee shall consist of a minimum of three members who shall be Directors with full voting rights. Up to two additional ex-officio (non-voting) members may be appointed by the President provided they are approved at the next regularly scheduled Board of Directors meeting. The Treasurer shall serve on the Committee, but neither the Treasurer nor any other officer shall chair the Committee. In no circumstance is the Independent Auditor, or an employee or relative of the Independent Auditor's firm, to serve on the Audit & Finance Committee. The Audit & Finance Committee shall be responsible for overseeing the audit, both internal & external, and the fiscal affairs of the Association. The Committee shall develop a budget for

approval by the Board of Directors and the membership, propose policies governing the finances of the Association for adoption by the Board, review any and all audits of the Association or any programs or contracts performed, and shall respond in writing, subject to approval of the Board of Directors, to such audits, including the management letter, stating any and all remedies to deficiencies or improvements in fiscal policies and procedures cited or recommended. At least annually, the Audit & Finance Committee shall also engage in reviews to ensure that the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status. A report of such reviews shall be made to the Board and shall include an analysis of the Executive Director's compensation and benefits. This report shall be submitted concurrent with the Executive Committee's annual performance evaluation of the Executive Director.

ARTICLE VII – FISCAL POLICY

The Association shall be operated pursuant to a Fiscal Policy that, at a minimum, is consistent with these By-Laws and establishes standards for contracts, loans, bank checks and drafts, bank deposits, gifts, the Association's fiscal year, and annual audits.

Section 1. Contracts.
The Board of Directors, except as these By-Laws may otherwise provide, may authorize any Officer or Officers, agent or agents, in the name of the Association to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but unless so authorized by the Board of Directors, or expressly authorized by these By-Laws, no Officers, agents or employees shall have the power or authority to bind the Association by any contract or engagement or to pledge its credit or render it financially liable in any amount for any purpose.

Section 2. Bank Checks and Drafts.
All bank checks and drafts and all other such orders for the payment of monies out of the funds of the Association, and all notes or other evidences of indebtedness of the Association, shall be signed on behalf of the Association by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by policy of the Board of Directors.

In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the Association.

Section 3. Bank Deposits.
All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts.
The board of directors may accept on behalf of the Association any contribution, gift, bequest, or devise for any purpose of the Association.

Section 5. Fiscal Year.
The fiscal year of the Association shall be from July 1 through June 30.

Section 6. Annual Audit.
In any year where the Association's gross revenues exceed $250,000, the accounts of the Association shall be audited by an independent certified public accountant ("CPA"). Neither this CPA nor any member of the CPA's immediate family or firm may be an officer, board member, employee or volunteer of the Association. Only necessary and reasonable audit-related services may be performed for the Association by this CPA, the CPA's firm, or any entities related thereto.

In any year where the Association's gross revenues exceed $100,000 but fall short of $250,000, the Association shall engage the aforementioned independent CPA to draft a formal review, short of a full audit, on the accounts of the Association under the same terms as noted above. The report should minimally include total receivables, gross revenues, profit and loss, liabilities and other such information as to give a clear and accurate picture of the organization's fiscal condition to the Board of Directors.

In any year where the organization's gross revenues fall below $100,000, the organization's Treasurer shall draft and present a report to the Board which shall minimally include total receivables, gross revenues, profit and loss, liabilities and other such information as to give the Board of Directors a clear and accurate picture of the organization's fiscal condition.

ARTICLE VIII – CONFLICT OF INTEREST

The Association shall be operated pursuant to a Conflict of Interest Policy that, at a minimum, is consistent with these By-Laws and establishes standards to prevent the personal interests of officers, employees, board members and volunteers from interfering with the performance of their duties to the Association. The Conflict of Interest Policy shall also establish standards to prevent such persons from obtaining personal financial, professional or political gain at the expense of the Association or it's Members. The Conflict of Interest Policy shall also establish standards to protect the Associations' interest as a tax-exempt organization, including when the Association enters into a transaction or arrangement that might benefit the private interest of an officer or director or might result in a possible excess benefit transaction.

Section 1. Duty of Care, Loyalty & Obedience.

1.1. Duty of Care. All members of the Board of Directors shall exercise the same standard of care that a reasonable person, with similar abilities, acumen &

sensibilities, would exercise under similar circumstances at all times. Each Officer and Director of the Association shall endeavor to understand all, or substantially, all of the consequences of their actions and/or omissions.

1.2. Duty of Loyalty. No Officer or Director shall be permitted to engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the interests of the Association. No Officer or Director shall be permitted to take any action, or establish any interest, that compromises their ability to represent the Association's best interest. All Directors are expected to represent the interests of this Association at all times while serving as members of the Board of Directors.

1.3. Duty of Obedience. No officer, director or employee shall be permitted to disobey an authorized decision of the Board of Directors and/or Membership.

ARTICLE IX – NON-DISCRIMINATION and ANTI-HARASSMENT

The Association will not tolerate discrimination or harassment of or by employees, applicants or other individuals bound by these By-Laws. Any such person who is subject to discrimination or harassment relating to race, color, ethnicity, national origin, gender (including gender identity and expression), pregnancy, religion, creed, veteran status, marital status, age, disability or sexual orientation, or who experiences inappropriate physical touching or suggestive language, is encouraged to report it immediately to the President. Any individual bound by these By-Laws who is aware of such verbally or physically abusive conditions should report such activity immediately. The general policy will be reflected in the personnel procedures and program procedures promulgated by the Association to cover its staff as appropriate. However, nothing in this Article will bind the staff of the Association, who will instead be covered by the procedures contained in their personnel policies and program procedures.

ARTICLE X - INDEMNIFICATION

Section 1. Authorized Indemnification.
Unless clearly prohibited by law or Section 2 of this Article, the Association shall indemnify any person (an "Indemnified Person") made or threatened to be made a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by the Association, by reason of the fact that s/he (or her/his Testator or Administrator, if then deceased), whether before or after adoption of this Article: (a) is or was a Director or Officer of the Association, or; (b) is serving or has served in any capacity at the request of the Association, as a Director or Officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Association shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding.

Section 2. Prohibited Indemnification.
The Association shall not indemnify any person if a judgment, or other final adjudication, adverse to any Indemnified Person establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that such person personally garnered any financial profit or other advantage to which such person was not legally entitled.

Section 3. Advancement of Expenses.
The Association shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Association, pay or promptly reimburse an Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Association, with interest, for any amount advanced for which it is ultimately determined that such person is not entitled to be indemnified under the law or these By-Laws. An Indemnified Person shall cooperate in good faith with any request by the Association that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others.
Unless clearly prohibited by law or these By-Laws, the Board of Directors may approve indemnification by the Association, as set forth in Section 1 of this Article, or advancement of expenses as set forth in Section 3 of this Article, to a person (or her/his Testator or Administrator, if then deceased) who is or was employed by the Association or who is or was a volunteer for the Association, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Association in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5. Determination of Indemnification.
Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court, the Board of Directors shall, upon written request by an Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-Laws. Before indemnification can occur, the Board of Directors must expressly find that such indemnification will not violate the provisions of Section 2 of this Article. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel

that indemnification is proper in the circumstances under then applicable law and these By-Laws.

Section 6. Binding Effect.
Any person entitled to indemnification under these By-Laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-Laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance.
The Association is required to purchase Directors and Officers ("D & O") liability insurance. To the extent permitted by law, such insurance shall insure the Association for any obligation it incurs as a result of this Article, or operation of law, and it may insure directly the Directors, Officers, employees or volunteers of the Association for liabilities against which they are not entitled to indemnification under this Article, as well as for liabilities against which they are entitled or permitted to be indemnified by the Association.

Section 8. Nonexclusive Rights.
The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Association with any Director Officer, employee or volunteer to provide them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

ARTICLE XI – FUNDAMENTAL CORPORATE CHANGES

Section 1. By-Law Amendment.
These By-Laws may be amended, repealed or altered in whole, or in part, at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose by a two-thirds (2/3rds) majority vote of the Board of Directors and those entitled to cast ballots for a resolution of the Membership provided there is a quorum for all corporate meetings at which such actions are taken.

Section 2. Certificate of Incorporation.

2.1. Amendment. An amendment, repeal or alteration, in whole or in part, of the Association's Certificate of Incorporation shall be authorized, by a two-thirds (2/3) majority vote of each the Board of Directors and those entitled to cast ballots for a resolution of the Membership at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, provided there is a quorum for all corporate meetings at which such actions are taken, and shall become effective once all statutory approvals are subsequently secured and the applicable Certificate of Amendment or Restated Certificate of Incorporation is accepted for filing by the New York State Department of State.

2.2. Construction/Governing Effect. If there is any conflict between the provisions of the Certificate of Incorporation, as may be amended, and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

Section 3. Merger or Consolidation.
The Merger or Consolidation of this Association shall be authorized, by a two-thirds (2/3rds) majority vote of each the Board of Directors and those entitled to cast ballots for a resolution of the Membership at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, provided there is a quorum for all corporate meetings at which such actions are taken, and shall become effective once all statutory approvals are subsequently secured and the applicable Certificate of Merger or Consolidation is accepted for filing by the New York State Department of State.

Section 4. Dissolution.

4.1. Procedure. The Dissolution of this Association shall be authorized, by a two-thirds (2/3rds) majority vote of each the Board of Directors and those entitled to cast ballots for a resolution of the Membership at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, provided there is a quorum for all corporate meetings at which such actions are taken, and shall become effective once all statutory approvals are subsequently secured and the applicable Certificate of Dissolution is accepted for filing by the New York State Department of State.

4.2. Residual Assets. As part of the process of obtaining a corporate Dissolution, the Association shall endeavor to ensure that any residual corporate assets shall be donated to another tax-exempt, not-for-profit organization with purposes similar to those of this Association and use its best efforts to have same authorized by all regulatory agencies and the Courts.

Section 5. Leases and Sale of Real Property.
In any transaction where the organization endeavors to purchase, mortgage, sell or lease real property of the organization, it will first determine if such transaction constitutes a disposition of "all or substantially all" of its assets and if so shall obtain the consents required by N-PCL Section 510 or these By-Laws. In any event where real property is disposed of, same shall not occur except with the consent of a two-thirds (2/3rds) majority vote of the entire Board and those entitled to cast ballots for a resolution of the Membership at a regular meeting or special meeting called for that purpose.

ARTICLE XII – PROCEDURE

In all matters of parliamentary procedure not covered or contradicted by these By-Laws, the Laws of the State of New York, in particular the Not-for-Profit Corporation Law, the rules and regulations of the State of New York as codified in the New York Code of Rules and Regulations (NYCRR), the Internal Revenue Service Code, and the Income Tax

Regulations promulgated there under, and by the contracts entered into by the Association with government, foundation or other funding sources, Roberts Rules of Order, newly revised, shall be used as a general guideline in answering all questions of proper parliamentary procedure.