By-Laws of the Firemen’s Association
of the State of New York

(As Amended on August 17, 2012 and Prior)
(As Amended on August 23, 2013)

Article I - Membership

Section 1. Class of Membership Authorized.

The Corporation shall have three (3) classes of members; Regular; Associate; and Sustaining. Regular Members shall have all rights permitted to members under Article 6 of the New York Not-for-Profit Corporation Law. Associate and Sustaining Members shall have only those rights and privileges granted by these By-Laws.

Section 2. Regular Members.

2.1. Criteria for Membership. The following may become a Regular Member; an individual volunteer firefighter; an elected or appointed official whose duties represent the interests of the volunteer fire service; a duly organized fire department, company or organization of active firefighters; a volunteer fire service district association, volunteer firefighter’s association, volunteer firefighter benevolent association, or exempt/veteran volunteer firefighter’s association.

Section 3. Associate Members.

3.1. Criteria for Membership. The following may become Associate Members; an organization of emergency service providers or an individual volunteer emergency service provider not otherwise eligible to hold Regular Membership; an Auxiliary Association; an individual member of a Boy Scouts of America Explorer Post or any member of a firematic youth organization officially recognized or sponsored by a fire department, company or organization of active fire volunteers for purposes of encouraging participation in the volunteer fire service.

3.2. Rights and Limitations of Membership. Associate Members shall be nonvoting members of the Corporation, but shall be entitled to the following rights and privileges: attend general meetings of the Membership; to participate in such programs of the Corporation as the Board of Directors may designate, and to receive notice and reports issued by the Corporation.

Section 4. Sustaining Members.

4.1. Criteria for Membership. A business or organization not otherwise described above may become a Sustaining Member of the Corporation upon approval by the Board of Directors.

4.2. Rights and Limitations of Membership. Sustaining Members shall be nonvoting members of the Corporation, but shall be entitled to all the rights and privileges of Associate Members, except that they shall not be entitled to receive notices or reports issued by the Corporation.

Section 5. Forms of Membership.

5.1. Forms of Membership Authorized. Two forms of membership are available to Regular and Associate Members: Organizational and Individual Membership.

5.2. Organizational Membership. Any duly organized fire department, company or organization of active firefighters; or any volunteer fire service district association; or any volunteer
firefighter's association, volunteer firefighter benevolent association, or exempt/veteran volunteer firefighter's association; or any organization of emergency service providers; or any Auxiliary Association shall become an Organizational Member of the Corporation.

5.3. Individual Membership. Any individual volunteer firefighter; or any elected or appointed official whose duties represent the interests of the volunteer fire service; or any individual volunteer emergency service provider; or any individual member of a junior firefighter unit or Boy Scouts of America Explorer Post shall become an Individual Member of the Corporation.

Section 6. Residents of the Firemen's Home. Any volunteer firefighter who is a resident at the Firemen's Home shall be considered Regular Member, without any obligation to pay dues.

Section 7. Additional Criteria for Membership. The Board of Directors shall establish additional criteria for membership, including a schedule of dues, consistent with those set forth in these By-Laws.

Section 8. 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 9. Dues.

9.1. Assessment. The Board of Directors shall establish a schedule of annual dues for membership, excepting that dues shall not be increased unless approved by a vote of the Regular Member at the annual meeting or another special meeting of the Membership.

9.2. Assessment Period. The assessment of dues for annual membership runs with the calendar year, beginning on the first day of January and ending on the last day of December.

9.3. Exemption. All past and current members of the Board of Directors, Trustees of the Firemen's Home, and past presidents qualifying for membership in the Corporation shall be exempt from the payment of dues, providing said members have served a full term.

9.4. Delinquency. Any current member that fails to remit dues by the first day of April shall be deemed delinquent and forfeit any and all rights and/or privileges of membership. New members may join at any time during the calendar year, but Regular Members must have paid their dues in full at least fifteen (15) calendar days before the Annual Meeting or any special meeting in order to be able to vote.

9.5. Waiver. The dues of any member who is an Individual Member may be waived at the discretion of the Board of Directors.

Article II - Meetings of the Membership

Section 1. Meetings.

1.1. Annual Meeting. An annual meeting of the Regular Members shall be held for the election of Elected Officers, Directors, and Trustees and the transaction of other business in August of each year on any day in that month as determined by the Board of Directors. The Regular Members shall have the opportunity to approve or reject the annual budget for the Firemen's Home at the annual meeting as approved and submitted by the Board of Directors.
1.2. *Annual Report.* The Board of Directors shall present at the Annual Meeting of members 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, of the Corporation as of the end of the twelvemonth fiscal period terminating not more than six months prior to said meeting.

(b) The Principal changes in assets and liabilities, including trust funds, during said fiscal period.

(c) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes during said fiscal period.

(d) The expenses or disbursements of the Corporation for both general and restricted purposes, during said fiscal period.

(e) The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period and statement of the place where the names and places of residence of the current members may be found.

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

1.3. *Special Meetings.* Special meetings of the Regular Members may be called at any time by the President, by a majority vote of the Board of Directors, or by ten percent (10%) or more Regular Members on petition to the Secretary.

Section 2. *Place of Meetings.*

Meetings of the Membership shall be held at the principal office of the Corporation or at such other place as may be fixed by the Board of Directors.

Section 3. *Notice of Meetings.*

3.1. *Generally.* Written notice shall be given of each meeting of members, shall state the place, date and hour of the meeting and, unless it is an Annual Meeting, 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 nor more than fifty days before the date of the meeting, or by another class of mail not less than thirty nor more than sixty days before such date, to each member entitled to vote at such meeting. If mailed such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at the member’s address as it appears on the record of members, or if the member shall have filed with the Secretary a written request that notices to member be mailed to some other address, then directed to the member at such other address.

3.2. *Notice by Publication.* Provided this Corporation 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 Corporation is located, once a week for three (3) successive weeks next preceding the date of the meeting.

3.3 *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 designated representative of an Organizational Member or Individual 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 4. Quorum.

A quorum shall be required for the legal and proper conduct of the business of the Corporation. A quorum shall consist of one hundred (100) or 10% of the Regular Members, whichever is less.

Section 5. Adjournment.

A majority of the Regular Members present at any meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of such adjourned date shall be provided as required by Section 3 of this Article.

Section 6. Voting and Action by the Membership.

6.1. Generally. Each Regular Member in good standing shall have one vote whether as an Individual or Organizational member.

6.2. Organizational Members. Organizational Members must designate one Delegate and one Alternate Delegate to represent such member; the Alternate Delegate shall only be entitled to act in the absence of the Delegate. Delegates and Alternate Delegates must be volunteer or exempt firefighters.

6.3. Nominations. All nominations for Elected Officers, directors or trustees shall be submitted on a completed Official Nominating Petition no less than sixty (60) days prior to the opening day of the annual meeting of members and shall contain no less than twenty-five (25) signatures and membership numbers of Regular Members of the Corporation in good standing and the nominee's name as it is to appear on the ballot. Such forms shall be available from the Corporation's office and shall be returned to the Corporation's office, addressed to "FASNY Secretary" and marked "NOMINATION" on the lower left of the face of the envelope. It shall be returned in person or by U.S. Mail. No electronic mail, faxes or other non-original submissions will be considered valid.

6.3.1. The Secretary shall acknowledge the receipt and validity of the petition, in writing, to the nominee at the address of record as soon as possible following receipt.

6.3.2. If there is more than one nominee for an office, the President will announce the time and place for drawing of positions on the ballot.

6.3.3. The nominees for elective office of the Corporation who wish to decline the nomination must file a declination in writing in the Secretary's office before 9:00 a.m. on the day of the election.

6.3.4. For each unopposed candidate for officer, director or trustee at the Annual Meeting of members, the Secretary, upon approval motion by the membership, shall cast a single affirmative ballot for each such unopposed candidate.

6.3.5. If there are no nominees for an officer, director or trustee position at the Annual Meeting of members, the position shall be declared vacant and shall be filled as provided in these By-Laws for the particular position.

The above process does not limit or otherwise prohibit write-in candidates.

6.4. Election of Officers, Directors and Trustees. Elected Officers, Directors and Trustees shall be elected by a plurality of the votes cast at the Annual Meeting of the Regular Membership.
6.5. Other Actions of the Membership. Except as otherwise required by law, the Certificate of Incorporation, or these By-Laws, whenever any corporate action is to be taken by vote of the Regular Members, it shall be authorized by a majority of the votes cast at such meeting, provided, that the affirmative votes cast in favor of any such action shall be at least equal to a majority vote of the minimum quorum for the meeting.

6.6. Proxies. Member voting by proxy is not allowed.

Robert's Rules of Order, newly revised, shall be the controlling authority on all questions of parliamentary law not covered within the By-Laws.

Section 8. Chairperson.

At all meetings of the Membership, the President, or, in his or her absence, the First Vice-President or, in his or her absence, the Second Vice President or, in his or her absence, another Director chosen by the Membership shall preside.

Section 9. Secretary.

The Secretary or, in his or her absence, a Director chosen by the Chairperson, shall act as the secretary of all meetings of the Membership. The Secretary shall assume responsibility for supervising the registration of Members entitled to vote and issuing voting cards, ballots or other like documents should a vote or election be called at any meeting.

Section 10. Inspectors of Election.

10.1. Appointment. The President, at least ten (10) days in advance of any meeting of the Membership, shall appoint at least five (5) election inspectors, of whom the Secretary of the Corporation shall be one, to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the chairperson of the meeting of the Membership shall do so. In case any person appointed fails to appear or act, the vacancy may be filled by appointment made by the President or the chairperson thereat. Each inspector, before entering upon the discharge of his or her 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 his or her ability.

10.2. Powers. The inspectors shall determine the number of members eligible to vote; the existence of a quorum; shall receive votes, hear and determine all challenges and questions arising in connection with the right to vote; count and tabulate all votes; determine the result; and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the President, person presiding at the meeting or any member entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated and of the vote as certified by them.

Article III - Board of Directors

Section 1. Powers of the Board of Directors.

1.1. General Management. The general management of the affairs of this Corporation shall be vested in the Board of Directors. The Board of Directors shall have control of the property of the Corporation and shall determine its policies with the advice of its various committees. The Board of Directors shall employ necessary staff, including, but not limited to: a Corporate Attorney, an Independent Certified Public Accountant, and Legislative Representative. It may authorize expenditures and investments, including those relative to the Firemen's Home, as it sees fit. The Board of Directors shall annually review and approve
written procedures for the internal fiscal management of this Corporation. The Board of Directors shall be generally empowered to take all necessary and proper steps to carry out the purposes of this Corporation and to promote its best interest.

Section 2. Composition of Board of Directors.

The Board of Directors shall consist of the President, the First Vice-President, the Second Vice-President, and nine (9) elected members. The Immediate Past President shall serve ex officio.

Section 3. Qualifications.

Each member of the Board of Directors must be at least eighteen (18) years of age; an Individual Regular Member of the Corporation; and a domiciliary of the State of New York.

Section 4. Terms of Office.

The terms of office for Directors shall begin on the day of their election and shall conclude upon the election and qualification of their successors. The term for members of the Board of Directors shall be five (5) years and shall be elected to no more than two (2) consecutive full five (5) year terms.

4.1. Directors shall be divided into five (5) classes of approximately the same size for purposes of staggering terms of office. Classes of Directors shall be identified by the year their term of office ends. One class of Directors shall be elected at each Annual Meeting of the members.

4.2. For the purposes of implementing classes of Directors of approximately the same size, as required under the New York Not-for-Profit Corporation Law, the term of one 2013 Director shall be extended for one additional year. Specifically, the 2013 Director position currently held by Michael F. Reid shall be extended to end at the Annual Meeting of members in 2014 at which time this shall become a 2019 Director position.

4.3. Any former director may be re-elected as a director after a one year absence from the Board of Directors. In such case, the individual’s prior service as a director shall not be considered in applying any of the term limitations specified in this section.

Section 5. Resignation of a Director.

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

Section 6. Removal of a Director.

6.1. By the Board. Any or all of the Directors of the Corporation may be removed for cause by a majority vote of the Board of Directors.

6.2. By the Members. Any or all of the Directors may be removed with or without cause by a majority vote of the Regular Members.

6.3. Attendance. Missing three (3) consecutive meetings of the Board of Directors without providing reasonable excuse shall be deemed cause for removal by a vote of the Board of Directors.
Section 7. **Vacancies.**

A vacancy shall arise upon the death, resignation, lapse of membership of a Director or change in domicile outside the State of New York. A vacancy on the Board of Directors occurring in the interim between annual meetings shall be filled by an interim successor appointed by the Board of Directors. At the next annual meeting, the vacancy shall be filled by the members for the unexpired term of such director position.

Section 8. **Newly Created Directors.**

Newly created directorship resulting from an increase in the number of Directors shall be filled by vote of a majority of Directors then in office, regardless of their number. Directors elected to fill newly created directorships shall hold office until their successors have been elected or appointed and qualified.

**Article IV - Board of Trustees of the Firemen's Home**

**Section 1. Powers of the Board of Trustees of the Firemen’s Home.**

The management of the Firemen's Home shall be vested in the Board of Trustees subject to oversight by the Membership and the Board of Directors. The Board of Trustees shall prepare and adopt such rules, regulations and procedures for the conduct of its own proceedings and the management and governance of the Firemen's Home, not in conflict with the laws of this State or with the Certificate of Incorporation or By-Laws of this Corporation.

**Section 2. Composition of Board of Trustees of the Firemen’s Home.**

The Board of Trustees of the Firemen's Home shall consist of fifteen (15) elected members and the President of the Board of Directors of the Corporation, who shall serve ex officio.

**Section 3. Qualifications.**

Each member of the Board of Trustees of the Firemen's Home must be at least eighteen (18) years of age; an Individual Regular Member of the Corporation; and a domiciliary of the State of New York.

**Section 4. Terms of Office.**

The terms of office for Trustees shall begin on the day of their election and shall conclude upon the election and qualification of their successors. The term for members of the Board of Trustees shall be five (5) years and shall be elected to no more than two (2) consecutive full five (5) year terms.

4.1 Any former trustee may be re-elected as a trustee after a one year absence from the Board of Trustees. In such case, the individual's prior service as a trustee shall not be considered in applying any of the term limitations specified in this section.

**Section 5. Resignation of a Trustee.**

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

**Section 6. Removal of a Trustee.**

Any or all of the Trustees may be removed, with or without cause, only by vote of the Regular Members; provided, however, that a Trustee's authority to act as a trustee may be suspended by the Board of Directors for cause.
6.1 **Attendance.**

Missing three (3) consecutive meetings of the Board of Trustees without providing reasonable excuse shall be deemed cause for suspension by a vote of the Board of Directors.

**Section 7. Vacancies.**

A vacancy in office shall arise upon the death, resignation, lapse of membership of a Trustee or change in domicile outside the State of New York. A vacancy on the Board of Trustees of the Firemen's Home occurring in the interim between annual meetings shall be filled by an interim successor appointed by the Board of Directors. At the next annual meeting, the vacancy shall be filled by the members for a new five (5) year term.

**Article V - Officers of the Corporation**

**Section 1. Elected Officers.**

The Elected Officers of this Corporation shall consist of a President, First Vice-President, and Second Vice-President elected by the Regular Members to serve for a term of two (2) years and until their successors have been elected and have qualified.

**Section 2. Appointed Officers.**

The Secretary, Treasurer and Chief Administrative Officer shall be appointed by, and serve at the sole discretion of the Board of Directors. Appointed officers shall serve for terms that are one (1) year and until their successors have been appointed and have qualified. The Board of Directors shall determine the required qualifications and salary schedule, if any, for appointed officers. Appointed officers may resign in the manner prescribed for Directors, as set forth by Article III, Section 5.

**Section 3. Qualifications.**

Each officer must be at least eighteen (18) years of age; an Individual Regular Member of the Corporation, and a domiciliary of State of New York.

**Section 4. Removal of Elected Officers.**

Any or all of the Elected Officers may be removed, with or without cause, only by vote of the Regular Members; provided, however, that an Elected Officer’s authority to act as an officer may be suspended by the Board of Directors for Cause.

**Section 5. Vacancies.**

5.1. **President.** In the event that the office of the President becomes vacant for any reason, the First Vice President shall immediately succeed to the office of President and shall serve as President for the unexpired term thereof.

5.2. **First Vice President.** In the event that the office of the First Vice President becomes vacant for any reason, the Second Vice President shall immediately succeed to the office of First Vice President and shall serve as First Vice President for the unexpired term thereof.

5.3. Second Vice President. In the event that the office of Second Vice President becomes vacant for any reason, The Board of Directors shall select a person to serve in that position until his successor is elected or appointed and qualified at the next annual meeting of the members. If the Board of Directors’ declines to appoint a successor, the vacancy shall be filled by the members for the unexpired term of such office at the next annual meeting of the members.
5.4. Appointed Officers. A vacancy in any appointed officer position shall be filled by vote of the Board of Directors. The person selected by the Board of Directors to fill any such vacancy shall hold such office as designated by the Board of Directors and until his successor is elected or appointed and qualified.

Section 6. Additional Appointed Officers.

Additional officers may be appointed for such period, have such authority and perform such duties, either in an administrative or subordinate capacity to the Board of Directors, as the Board of Directors may from time to time determine.

Section 7. Duties.

7.1. President. The President shall be the principal executive officer of the Corporation and shall generally supervise and control all of the business and affairs of the Corporation, except for those for those powers and duties that may be assigned by the Board of Directors to a Chief Administrative Officer.

The President shall preside at all meetings of the Members and of the Board of Directors. The President, or any other proper officer of the Corporation authorized by the Board of Directors, may execute 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 Corporation.

The President shall annually appoint a member of the Corporation to serve as a Sergeant-at-Arms and another member to serve as an Assistant Sergeant-at-Arms whose duties shall be to preserve order and otherwise carry out the directions of the presiding officer during any, and all, meeting of the Corporation as ultimately directed by the President.

7.2. Vice-Presidents. In the absence of the President, or in the event of his or her inability or refusal to act, the First Vice President, or in the absence of the First Vice President, or in the event of his or her inability or refusal to act, the Second 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. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

7.3. Secretary. The Secretary shall keep the minutes of all proceedings of the Corporation, including meetings of the Members of the Board of Directors; see that all notices are duly given in accordance with the By-Laws; and be custodian of the records of the Corporation. The Secretary shall present at the Annual Meeting the approved minutes of all proceedings of the meetings of the Members of the Board of Directors and these minutes shall be filed with the records of this Corporation and a copy thereof entered in the minutes of the proceedings of the Annual Meeting of members and published therein; furthermore the approved minutes of the meetings of the Members of the Board of Directors shall be sent electronically to any member who so requests within sixty (60) days of any meeting of the Members of the Board of Directors. The Secretary shall keep a register of the membership and, in general, perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President and/or Board of Directors. It shall be the duty of the Secretary to oversee the collection of annual dues from the membership and maintain records relative to the same. The Secretary may receive an annual salary for his or her services in an amount to be determined by the Board of Directors.
7.4. **Treasurer.** The Treasurer shall be responsible for the supervision of an account of all monies received or expended by the Corporation. 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 him or her by the President or by the Board of Directors.

The Treasurer shall make regular financial reports to the Board of Directors, according to a format prescribed by the Board. The Treasurer may receive an annual salary for his or her services in an amount to be determined by the Board of Directors.

7.5. **Chief Administrative Officer.** The Board of Directors shall employ a Chief Administrative Officer who shall have, subject to the overall direction of the Board of Directors, oversight and direction of the affairs and business of the Corporation, including responsibility for the employment and discharge of staff.

He or she shall be the principal administrator of the Corporation, charged with the duties of effectuating the purposes of the Corporation, carrying out the directives of the Board of Directors and the Membership in performing any and all functions necessary and proper to ensure that the policies, objectives and aims of the Corporation are carried out. Within the limits of the Corporation's programs, policies and budget, the provisions of these By-Laws and the Certificate of Incorporation and mandates of the law, the Chief Administrative Officer shall have the authority to execute agreements, incur obligations, perform administrative duties and delegate assignments.

He or she will be entitled to attend all meetings of the Board of Directors and committees of the Corporation unless directed otherwise by the Board. The Chief Administrative Officer shall receive an annual salary for his or her services in an amount to be determined by the Board of Directors.

**Article VI - Meetings of the Board of Directors**

**Section 1. Meetings.**

1.1. **Regular Meetings.** The Board of Directors shall meet as soon as practical following the Annual Meeting of the Regular Members, at that meeting the dates and times of the regular meetings of the Board of Directors shall be established. No additional notice of regular meetings is required.

1.2. **Special Meetings.** Special meetings of the Board shall be held whenever called by the President or by the Secretary in a like manner on written request of five (5) Directors. Notice shall be given orally, by fax by e-mail or by mail and shall state the purpose, time and place of a meeting. If any notice be given orally, in person or by telephone, it shall be given not less than one day before the meeting; if it is given by fax, e-mail or mail, it shall be given not less than three days before the meeting.

1.3. **Waiver of Notice.** 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 him or her.

**Section 2. Quorum.**

A quorum shall consist of a majority of the entire Board of Directors.

**Section 3. Adjournment.**

A majority of Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place, without the need to provide further notice of the adjournment to Directors who were absent at the time of the adjournment.
Section 4. Voting.
Each member of the Board shall have one vote.

Section 5. Parliamentary Law.
Robert's Rules of Order, newly revised, or a modified form thereof (as agreed upon by the meeting participants) shall be the controlling authority on all questions of parliamentary law not covered within these By-laws.

Section 6. Chairperson.
At all meetings of the Board of Directors, the President, or, in his or her absence, the First Vice-President or, in his or her absence, the Second Vice President or, in his or her absence, a Director chosen by the Board of Directors shall preside.

Section 7. Action by the Board of Directors.

7.1. Except as otherwise provided by law or in these By-laws, the act of the Board of Directors means action at a meeting of the Board by vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time.

7.2. The purchase, sale, mortgage or lease of real property must be approved by two-thirds of the entire Board of Directors (unless there are twenty-one or more directors, then the vote of a majority of the entire Board of Directors is required).

7.3. In addition to the items specified in these By-laws, the following items require approval of the members:
   (a) amendment of the Certificate of Incorporation;
   (b) approval of a merger or consolidation (requires approval by two-thirds vote of members)*;
   (c) approval of dissolution (requires approval by two-thirds vote of members)*; and
   (d) approval of the sale of all or substantially all of the Corporation's assets (requires two-thirds vote of members)*.

    *Any of these actions by the members requires the action to be taken by the proportion of the votes cast at such meeting; provided, however, that the affirmative votes cast in favor of any such action shall be at least equal to the quorum for the meeting. Blank votes or abstentions shall not be counted in the number of votes cast.

7.4. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board 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 shall be filed with the minutes of the proceedings of the Board.

7.5. Any one or more members of the Board of Directors may participate in a meeting of such Board 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.

Article VII - Committees

Section 1. Standing Committees of the Board.
The Board of Directors, by resolution adopted by a majority of the entire Board, may establish standing committees of the Board consisting of three (3) or more Directors. The President shall, subject to approval of the Board of Directors, annually appoint the members of such standing
committees. The standing committees shall have such authority as the Board shall by resolution provide, except that no such committee shall have authority as to the following matters:

(a) The submission to members of any action requiring members’ approval under the law.
(b) The filling of vacancies in the Board or in any committee.
(c) The fixing of compensation of the Directors for serving on the Board or on any committee.
(d) The amendment or repeal of the By Laws, or the adoption of new By Laws.
(e) The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable.

Section 2. Special Committees.

The President shall, subject to approval of the Board of Directors, designate special committees and the members of such special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on standing committees by Section 1 of this Article.

Section 3. Qualifications.

All committee members shall be members of the Corporation, unless waived by the President with the consent of the Board of Directors.

Section 4. Meetings.

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the Chair of the Committee with approval of the President.

Section 5. Quorum and Manner of Acting.

A majority of all the members of the committee shall constitute a quorum for the transaction of business and the vote of a majority of those present shall be the act of the committee. The procedures and manner of acting of all committees shall be subject at all times to the directions of the Board of Directors.

Section 6. Tenure of Members of Committees of the Board.

Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

Article VIII - Amendments

Section 1. Amendments by Members.

These By-laws may be amended, modified or repealed, in whole or in part, by a two-thirds vote of the votes cast with respect to the matter, provided that the affirmative votes cast in favor of any amendment shall be at least equal to two-thirds of the minimum quorum required for the meeting. All amendments must be proposed and reviewed in accordance with the following process:

(a) Any proposed amendments must be submitted, in writing, to the Secretary of the Corporation at the address of the Corporation no less than sixty (60) days prior to the first day of the Annual Meeting of members.

(b) The Secretary shall acknowledge receipt of the proposed amendments to the individual making the proposed amendments by return mail as soon as reasonably possible after receipt of same.
(c) The Secretary shall submit the proposed amendments to the Chair of the FASNY By-law Committee for review to determine whether the proposed amendments:

- conflict with the Corporation's Certificate of Incorporation or other sections of these By-laws;
- conflict with any state or federal law or regulation that applies to the Corporation;
- would jeopardize the Corporation's tax-exempt status under Internal Revenue Code Section 501(c)(3); or
- cause any detrimental legal consequence on the Corporation.

(d) The By-law Committee shall prepare a report of its findings and recommendations regarding the above criteria, including any proposed remedial actions, which shall be presented at the next regular meeting of the Board of Directors.

(e) If no issues are identified based on the above-criteria, then the Board shall authorize submission of the proposed amendments to the membership at the next Annual Meeting for member vote.

Section 2. Amendments by the Board of Directors.

The Board of Directors may approve by two-thirds (2/3) vote any amendment, modification or repeal of these By-laws, in whole or in part, that is required in order to comply with applicable state or federal law or regulation that is applicable to the Corporation.

Article IX - Compensation and Reimbursement

Section 1. Compensation.

The Board of Directors shall be empowered to provide reasonable compensation, together with reimbursement for reasonably incurred expenses.

Section 2. Approval of Compensation.

The Board of Directors must approve in advance the amount of all compensation for officers of the Corporation.

Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the Corporation to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for the Corporation, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Corporation to individual in payment for services. At the time of the discussion and decision concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decision with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

Article X - Conflict of Interest

Section 1. Definitions of Conflicts of Interest.

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit
financially: (a) the individual; (b) any member of his or her immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or she or an immediate family member is a director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit Corporation does not constitute a conflict of interest.

Section 2. Disclosure of Conflict of Interest.

A Director, Trustee or Officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharge his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after Director, Trustee or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the Corporation shall distribute annually to all Directors, Trustees and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in Section 3 of this Article X was used.

Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest.

A Director, Trustee or Officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any actual or potential conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All efforts should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

Section 4. Validity of Actions.

No contract or other transaction between the Corporation and one or more of its Directors, Trustees or officers, or between the Corporation and any other Corporation, firm, association or other entity in which one or more of its Corporation or officers are trustees, directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Director, Trustee or Officer are present at the meeting of the Board of Directors, Trustees, or of a committee thereof, which authorizes such contract or transaction, or that his or her or their votes are counted for such purpose, if the material facts as to such Director's, Trustee's, or Officer's interest in such contract or transaction and as to any such common directorship, trusteeship or Officership, or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director, Trustee, Officers or committee member. Common or interested Director, Trustees, Officer or committee member may be counted in determining the presence of a quorum at a meeting of the Board of Directors, Trustees, or committee which authorizes such contract or
transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director, Trustee, or Officer should not be present at the meeting.

Section 5. **Employee Conflicts of Interest.**

An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the Corporation decisions which are the subject of the conflict will be determined. The President shall be responsible for determining the proper way for the Corporation to handle Corporation decisions which involve unresolved employee conflicts of interest. In making such determinations, the President of the Board may consult with legal counsel.

The President shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contract and transactions involving employee conflicts which the President has approved.

**Article XI - Construction**

If there is any conflict between the provisions of the Certificate of Incorporation and the By-laws, the provisions of the Certificate of Incorporation shall govern.

**Article XII - Contracts, Loans, Bank Checks and Drafts, and Bank Deposits**

**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 Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. 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 Corporation by any contract or engagement or to pledge its credit or render it liable pecuniarily in any amount for any purpose.

**Section 2. Loans.**

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

**Section 3. 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 Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 4. Bank Deposits.**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.
Article XIII - Dissolution

Section 1.  **Dissolution.**

This corporation may be dissolved by a two-thirds vote of the Board of Directors and the vote of the Membership as provided for by Statute.

Article XIV - Indemnification and Insurance

Section 1.  **Authorized Indemnification.**

Unless clearly prohibited by law or Section 2 of this Article, the Corporation shall indemnify any person ("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 or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Director, Trustee or Officer of the Corporation, or (b) in addition is serving or served, in any capacity, at the request of the Corporation, as a, Director, Trustee 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 Corporation 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, and any appeal thereof.

Section 2.  **Prohibited Indemnification.**

The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) 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 he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 3.  **Advancement of Expenses.**

The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the 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 Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article XIV. An Indemnified Person shall cooperate in good faith with any request by the Corporation 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 Section 2 of this Article XIV, the Board of Directors may approve Corporation indemnification as set forth in Section 1 of this Article XIV or advancement of expenses as set forth in Section 3 of this Article XIV, to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, 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 request of the Corporation 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 the 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 explicitly find that such indemnification will not violate the provisions of Section 2 of this Article XIV. 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 Corporation shall purchase Directors' and Officers' liability insurance. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article XIV or operation of law and it may insure directly the Directors, Trustees, Officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article XIV as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

Section 8. Indemnification of Directors, Trustees, Officers and committee persons.

To the full extent authorized by law, the Corporation shall indemnify any person, made or threatened to be made, a party in any action or proceeding, whether civil or criminal, by reason of the fact that the person, his or her testator or intestate is or was a Director, Trustee or Officer of the Corporation or served in any capacity at request of the Corporation, any other Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The foregoing shall obligate the Corporation to purchase Directors' and Officers' liability insurance.

Copies of the by-laws are available electronically upon request. Please contact secretary@fasny.com