

**BY-LAWS OF THE
FIREMEN'S ASSOCIATION OF THE STATE OF NEW YORK**

(Amended as of August 22, 2020)

(Proposed 2021 Amendments are in Highlighted in RED)

Article I - Membership

Section 1. *Classes of Membership Authorized.* The Firemen's Association of the State of New York (the "Corporation" or "FASNY") 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:

2.1.1 an individual volunteer firefighter;

2.1.2 an elected or appointed official whose duties represent the interests of the volunteer fire service;

2.1.3 a duly organized volunteer fire department, volunteer fire company or organization of active volunteer firefighters;

2.1.4 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 an Associate Member: 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: attending general meetings of the membership; participating in such programs of the Corporation as the Corporation's Board of Directors ("Board of Directors" or "Board") may designate; receiving notices 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.* The following shall be Organizational Members: any duly organized fire department, company or organization of active firefighters; any volunteer fire service district association, volunteer firefighter's association, volunteer firefighter benevolent association or exempt/veteran volunteer firefighter's association; any organization of emergency service providers.

5.3 *Individual Membership.* The following shall become Individual Members: any individual volunteer firefighter; any elected or appointed official whose duties represent the interests of the volunteer fire service; any individual volunteer emergency service provider; any individual member of a junior firefighter unit or Boy Scouts of America Explorer Post.

Section 6. *Residents of the Firemen's Home.* Any volunteer firefighter who is a resident at the Firemen's Home shall be considered a 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. Dues shall not be increased unless approved by a vote of the Regular Members at the annual meeting or at 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 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 Meeting Contingency Plan.* **In the event that a declared state of emergency by a federal, state, or local government entity makes it impossible or impractical to conduct the Annual Meeting at the designated time and place, the Board of Directors shall be allowed to change the date, time, and place --- and manner of the Annual Meeting by electronic communications equipment or similar electronic equipment.**

1.3 *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 of Directors, showing in appropriate detail the following:

- 1.3.1 The assets and liabilities, including trust funds, of the Corporation as of the end of the twelve (12)-month fiscal period terminating not more than six (6) months prior to said meeting.
- 1.3.2 The principal changes in assets and liabilities, including trust funds, during said fiscal period.
- 1.3.3 The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period.
- 1.3.4 The expenses or disbursements of the Corporation for both general and restricted purposes during said fiscal period.
- 1.3.5 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.

1.4 *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 of the 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 of purposes for which it is being called. Notice of any meeting shall be given personally, by fax, by e-mail, or by first-class mail not less than ten (10) nor more than fifty (50) days before the date of the meeting. If notice is provided by another class of mail not less than thirty (30) nor more than sixty (60) 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. If sent by fax or e-mail, notice is given when directed to the individual's fax number or e-mail address as it appears on the record of members, or to such fax number or other e-mail address as filed with the Secretary of the Corporation; provided that notice shall not be deemed delivered if: (a) the Corporation is unable to deliver two (2) consecutive notices to the individual by e-mail or fax; or (b) the Corporation otherwise becomes aware that notice cannot be delivered to the individual by e-mail or fax. The Corporation shall send notice of meetings by first-class mail to any member who requests in writing that such notices be delivered by such method.

3.2 *Notice by Publication.* Notice may be given by publication in a newspaper published in the county in the state in which the principal office of the Corporation is located. Such notice shall be published once a week for three (3) successive weeks immediately preceding the meeting. The Corporation shall also post notice of the meeting prominently on the homepage of the Corporation's website continuously from the date of publication through 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 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. Waivers may be

provided: (i) in a writing signed by the member or the member's proxy either in hard copy or by affixing a signature by any reasonable means (*i.e.*, fax signature); or (ii) by e-mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the individual submitting the waiver.

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 **and must be a member of the Organizational Member for which they serve as Delegate.**

6.2.1 **A person may serve as Delegate or Alternate Delegate for one Organizational Member only.**

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 with the Secretary at least thirty (30) days prior to when proxies are accepted pursuant to these By-laws.

- 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 **during** 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.

Section 7. *Parliamentary Law.* 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. 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; determine the existence of a quorum; receive votes, and 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, the 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 a 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.*

2.1 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.

2.2 As used in these By-laws, "entire Board of Directors" means the actual number of Directors pursuant to Section 2.1 above.

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, a domiciliary of the State of New York, and have served as a volunteer firefighter in New York State for a minimum period of five (5) years prior to seeking election as a Director.

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 Any former Director may be re-elected as a Director after a one (1) 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.* 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 the notice, the resignation shall take effect upon receipt thereof by the President, the Secretary or the Board of Directors, and the acceptance of the resignation shall not be necessary to make it effective.

Section 6. *Removal.*

6.1 *By the Board of Directors.* 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.* A 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, a

domiciliary of the State of New York, and have served as a volunteer firefighter in New York State for a minimum period of five (5) years prior to seeking election as a Trustee.

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 (1) 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.* 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 of Directors, and the acceptance of the resignation shall not be necessary to make it effective.

Section 6. *Removal.* 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 and Treasurer shall be appointed by, and serve at the sole discretion of, the Board of Directors. Appointed Officers shall serve for one-(1) year terms 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, a domiciliary of State of New York, and have served as a volunteer firefighter in New York State for a minimum period of five (5) years prior

to seeking election as an officer. Effective July 1, 2015, no employee of the Corporation shall serve as President of the Board of Directors, or hold any other title with similar responsibilities unless approved by two-thirds vote of the entire Board and such approval is contemporaneously documented.

3.1 Each officer must be at least eighteen (18) years of age, an individual Regular Member of the Corporation, a domiciliary of the State of New York, and have served as a volunteer firefighter in New York State for a minimum period of five (5) years prior to seeking election as an officer. Effective July 1, 2016, no employee of the corporation shall serve as President of the Board of Directors or hold any other title with similar responsibilities.

Section 4. *Removal.* 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 the Second Vice President becomes vacant for any reason, said vacancy shall be filled by a vote of the Board of Directors. The person selected by the Board of Directors to fill any such vacancy shall hold such office until the next Annual Meeting of members, at which time an election shall be held for the unexpired term of that office.*

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 a 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 powers and duties that may be assigned by the Board of Directors.

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, meetings 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.

Article VI - Meetings of the Board of Directors

Section 1. *Meetings.*

1.1 *Regular Meetings.* The Board of Directors shall meet as soon as practicable 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 purposes, time and place of the meeting. If notice is given orally, in person or by telephone, it shall be given not less than one (1) day before the meeting; if it is given by fax, e-mail or mail, it shall be given not less than three (3) days before the meeting. If notice is sent by fax or e-mail, notice is given when directed to the individual's fax number or e-mail address provided by the individual to the Corporation; provided, that notice shall not be deemed delivered if: (a) the Corporation is unable to deliver two (2) consecutive notices to the individual by e-mail or fax; or (b) the Corporation otherwise becomes aware that notice cannot be delivered to the individual by email or fax.

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. Waivers may be electronically provided, provided that the transmission of the waiver must be sent by e-mail and must include information from which the recipient can reasonably determine that the transmission was authorized by the individual submitting the waiver.

Section 2. *Quorum.* A majority of the entire Board of Directors shall be a quorum for the transaction of business.

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 of Directors shall have one vote. Directors shall not vote by proxy.

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 following actions require approval by two-thirds vote 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): the purchase of real property that will constitute all or substantially all of the assets of the Corporation once purchased; and the sale, lease, mortgage, exchange or other disposition of real property that constitutes all or substantially all of the assets of the Corporation.

7.3 In addition to the items specified in these By-laws, the following items require approval of the members:

7.3.1 amendment of the Certificate of Incorporation;

7.3.2 approval of a merger or consolidation (requires approval by two-thirds vote of members);*

7.3.3 approval of dissolution (requires approval by two-thirds vote of members);* and

7.3.4 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 The Board of Directors shall annually determine which Directors qualify as "independent directors" eligible to serve on the Audit Committee, as defined in the Audit Committee Charter,

7.5 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 of Directors shall be filed with the minutes of the proceedings of the Board. Such consent may be electronic. If electronic, the transmission must be sent by e-mail and must include information from which it can reasonably be determined that the transmission was authorized by the individual submitting the consent.

7.6 Any or all Directors or any committee may participate in a meeting by means of a telephone conference, electronic video screen communication or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each individual may participate in all matters before the Board of Directors or committee, including, but not limited to, proposing, objecting to and voting upon a specific action taken at the meeting.

Article VII - Committees

Section 1. *Committees of the Board of Directors.* The Board of Directors, by resolution adopted by a majority of the entire Board, may designate committees of the Board consisting of three (3) or more Directors. These committees shall have such authority as the Board by resolution shall provide, but no committee shall have authority as to the following matters:

- 1.1 The submission to members of any action requiring members' approval under the law.
- 1.2 The filling of vacancies in the Board or in any committee.
- 1.3 The fixing of compensation of the Directors for serving on the Board or on any committee.
- 1.4 The amendment or repeal of the By-laws, or the adoption of new By-laws.
- 1.5 The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable.
- 1.6 The election or removal of officers and Directors.¹
- 1.7 The approval of a merger or plan of dissolution.
- 1.8 The adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all of the Corporation's assets.
- 1.9 The purchase of real property that will constitute all or substantially all of the assets of the Corporation once purchased.
- 1.10 The approval of amendments to the Corporation's Certificate of Incorporation.

Section 2. *Committees of the Corporation.* The President may establish committees of the Corporation and nominate committee members. The Board of Directors shall approve or reject such committee member nominations, but cannot select replacement members. Committees of the Corporation shall not be committees of the Board and shall not exercise any of the powers of the Board or have the authority to bind the Board.

Section 3. *Audit Committee.* The Corporation shall have an Audit Committee if it is required to file an independent certified public accountant's audit report with the Attorney General pursuant to New York Executive Law Section 172-B(1). The Audit Committee shall be a committee of Board which shall be responsible for overseeing the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements. The Audit Committee

¹ Added language pursuant to N-PCL Section 712.

shall be comprised of at least three (3) Independent Directors” as defined under the New York Not-for-Profit Corporation Law. The Board of Directors shall adopt an Audit Committee Charter to govern the operations of the Audit Committee.

Section 4. *Qualifications.* All committee members shall be members of the Corporation, unless waived by the President with the consent of the Board of Directors.

Section 5. *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 6. *Quorum and Manner of Acting.* A majority of all of 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 7. *Tenure of Members of Committees of the Board.* Each committee of the Board of Directors 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 (2/3) 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 (2/3) of the minimum quorum required for the meeting.

1.1 All amendments must be proposed and reviewed in accordance with the following process:

1.1.1 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)² days prior to the first day of the annual meeting of members.

1.1.2 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.

1.1.3 The Secretary shall submit the proposed amendments to the Chair of the FASNY By-law Committee for review to determine whether the proposed amendments:

1.1.3.1 conflict with the Corporation’s Certificate of Incorporation or other sections of these By-laws;

² May need to consider adjusting this timing due to electronic voting by members. Proxies can be accepted up to 45-days before the Annual meeting.

- 1.1.3.2 conflict with any state or federal Law or regulation that applies to the Corporation;
 - 1.1.3.3 would jeopardize the Corporation's tax-exempt status under Internal Revenue Code Section 501(c)(3); or
 - 1.1.3.4 cause any detrimental legal consequence on the Corporation.
- 1.1.4 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.
- 1.1.5 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, no person who may benefit from such compensation may be present at or otherwise participate in any Board deliberation or vote concerning such officer's compensation. The Board may request that a person who may benefit from such compensation present information as background or answer questions at a Board meeting prior to the commencement of deliberations or voting. 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

Conflicts of interest are governed by the Corporation's Conflict of Interest Policy, dated as of June 6, 2014.³

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, Bank Deposits, Real Property and Policies

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.

Section 5. *Real Property.* Any purchase, sale, mortgage, lease, exchange or other transfer of real property that does not require Board approval as provided in Article VI, Section 7.2, may be approved by a committee of the Board. Such committee shall promptly report any actions it takes to the Board no later than the next regular meeting of the Board.

Section 6. *Adoption of Policies and Procedures.* The Board of Directors, by resolution, may adopt such rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation of the Corporation, including, but not limited to, a Conflicts of Interest Policy; provided, however, that no rule, regulations, policy or procedure may be adopted by the Corporation that is contrary to these By-laws and applicable law as may be amended from time to time.

³ I believe this policy has been updated since 2014.

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. 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. *Proceedings Initiated by Indemnified Person.* Notwithstanding any other provision in this Article, the Corporation shall not indemnify or advance expenses to an Indemnified Person for any liability or costs incurred in a proceeding or claim initiated or brought voluntarily by an Indemnified Person and not by way of defense (such as by counterclaim, cross-claim or third-party claim) or participated in as an intervenor or amicus curiae by the person seeking indemnification, unless such indemnification or advancement of expenses is found to be appropriate and is approved by two-thirds (2/3) vote of the entire Board of Directors.

Section 6. *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 7. *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 8. *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 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 as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

Section 9. *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.