

SAMPLE BYLAWS

RECOMMENDED BY THE NEW YORK STATE CORPORATION, THE UNIVERSITY OF THE STATE OF NEW YORK/
STATE EDUCATION DEPARTMENT

ARTICLE I

Name and Nonprofit Policy

Section 1. Name. This corporation is and shall be known as,
hereinafter referred to as the "Corporation."

Section 2. Nonprofit Policy. The Corporation shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized as set forth in its constitution, as the same may from time to time be amended.

ARTICLE II

Purposes

Section 1. Purposes. The purposes of the Corporation as set forth in its constitution are exclusively educational in nature, to wit:

[copy the corporate purposes exactly from the certificate of incorporation petition. Include any amended language.]

ARTICLE III

Board of Trustees

Section 1. Election and Powers. The Board of Trustees shall have custody, control and direction of the Corporation, property and other assets. Trustees shall be elected at each Annual Meeting of the Board, and each Trustee shall serve until his or her successor is elected and qualified, unless his or her Trusteeship be theretofore vacated by resignation, death, removal, or otherwise.

Section 2. Number. The number of Trustees constituting the entire Board of Trustees shall be not less than five (5) nor more than twenty-five (25), and shall be fixed by resolution of the Board of Trustees. The Board of Trustees, by a two-thirds (2/3) vote of all members of the Board, may resolve to increase or decrease the number of Trustees to the extent permitted in the Charter of the Corporation, provided that no decrease shall shorten the term of any incumbent Trustee.

Section 3. Classes. Each Trustee shall serve a term of three (3) years, except as provided hereafter in this Article. For the purpose of staggering their terms of office, the Trustees shall be divided into three (3) classes, as nearly equal in numbers as may be, and the term of office of one class shall expire each year in regular rotation. In case the number of Trustees in any class becomes unequal to the other classes, the Board of Trustees may elect one or more Trustees to terms of one or two years, as may be deemed most practical.

Section 4. Vacancies. In case of any vacancy in the Board of Trustees, a majority of the remaining Trustees may elect a successor to fill the unexpired term, and to serve until his or her successor shall have been duly elected and qualified. In the event of increase in the number of Trustees, additional Trustees may be elected to terms of one, two, or three years as may be necessary to maintain equality in numbers among the classes of Trustees. Additional Trustees so elected shall serve until their successors shall have been duly elected and qualified.

Section 5. Absences. If any Trustee shall fail to attend three (3) consecutive meetings of the Board of Trustees without excuse accepted as satisfactory by the Board, such Trustee shall be deemed to have resigned and the vacancy shall be filled.

Section 6. Removal. At any meeting of the Board of Trustees duly called, any Trustee may, by vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the Board to fill the unexpired term of the Trustee so removed.

Section 7. Meetings. The Annual Meeting of the Board of Trustees shall be held in [specified month] of each year on such date and at such time and place as may be fixed by the Board of Trustees and named in the notice. Regular Meetings of the Board of Trustees shall be held at such times as the board may, from time to time, determine. Special Meetings of the Board of Trustees shall be held at any time, on call by the President of the Board, or by the Secretary on the request in writing of any three (3) members of the Board.

Section 8. Agenda for Regular Meetings. The agenda or order of business for each Regular meeting shall include the following:

- (a) Call to order
- (b) Roll Call
- (c) Approval of Minutes
- (d) Financial report
- (e) Reports of Regular Committees

- (f) Reports of any other Committees
- (g) Report of the Director
- (h) Old business
- (i) New business
- (j) Adjournment

Section 9. Notice of Meetings. Notice of the time and place of every meeting of the Board shall be mailed not less than ten (10) nor more than twenty (20) days before the meeting, to each Trustee at his or her address as set forth in the records of the Corporation. Notices can be fax/ emailed to members.

Section 10. Waiver of Notice. Notice of a meeting need not be given to any Trustee who submits a signed written waiver thereof, whether before or after the meeting, nor to any Trustee who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him. Members can submit waiver of notice of meeting by electronic means.

Section 11. Quorum. A majority of the entire Board of Trustees shall constitute a quorum at any meeting of the Board, and except as otherwise provided by law or herein, a majority in number of such quorum shall decide any question that may come before the meeting. A majority of the Trustees present at any regular or special meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 12. Action Without a Meeting. Any action required or permitted to be taken by the Board of Trustees or any committee thereof at a duly held meeting may be taken without a meeting if all members of the Board of Trustees or the committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the Board of Trustees or committee shall be filed with the minutes of the proceedings of the Board of Trustees or the committee. Can establish unanimous consent by electronic means.

Section 13. Personal Attendance by Conference Communication Equipment. Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board or committee, with the consent of all the members of such Board or committee present in person at such meeting, by means of a conference telephone, electronic video screen communication 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 the meeting.

Section 14. Executive Committee. The Board of Trustees shall, by an affirmative vote of a majority of the entire Board, appoint an Executive Committee, to consist of _____ Trustees, including the President, Vice-President, Secretary, Treasurer, and other members of the Board as the Board shall determine upon recommendation by the President. The President shall be the Chairman of the Executive Committee. The Executive Committee shall have and may exercise between the meetings of the Board of Trustees all the

authority of the Board of Trustees, except that the Executive Committee shall have no authority as to those matters proscribed under any provision of applicable law. The Executive Committee shall review, at least annually, the performance and effectiveness of the Director, and shall recommend the compensation and benefits of the Director. The Executive Committee shall report all its actions to the next meeting of the Board. Any reference in these Bylaws to the Board of Trustees shall include the Executive Committee unless the context or express provision otherwise provides.

Section 15. Regular Committees. As soon as practicable each year following the Annual Meeting of the Board of Trustees and upon the recommendation of the President, the Board shall appoint the following Regular Committees, each of which shall consist of at least _____ Trustees and shall have the authority to carry out its purposes as set forth in this Section 15. In making these appointments, the Board shall designate the Chairman of each committee other than the Finance Committee.

(a) Community Relations Committee. There shall be a Community Relations Committee which shall recommend policy for the community relations, public relations, membership programs, and development activities of the Corporation.

(b) Education Committee. There shall be an Education Committee which shall recommend policy for all educational and group activities provided for the public.

(c) Finance/Audit Committee. There shall be a Finance Committee which shall recommend policy and be responsible for the supervision and direction of the care and custody of all assets of the Corporation. The Finance Committee shall advise the Director in the preparation of the budget for the calendar year which shall be presented annually to the Board of Trustees for adoption. The Finance Committee shall review with the Director and the independent public accountants then serving the Corporation audit policies and the proposed annual audit report to be submitted to the Board. The Treasurer shall serve as Chairman of the Finance/Audit Committee.

(d) Nominating Committee. There shall be a Nominating Committee which shall recommend (i) persons for election to the Board of Trustees, and (ii) a slate of officers for election to two year terms at the Annual Meeting of the Board of Trustees. Nominations shall be mailed to each member of the Board of Trustees at least fifteen (15) days prior to the Annual Meeting of the Board. The Nominating Committee shall also recommend to the Board persons to fill vacancies as soon as practicable after they may occur. The Nominating Committee may also propose to the Board persons for election as Honorary Trustees. The President shall not serve on the Nominating Committee.

(e) Personnel Committee. There shall be it Personnel Committee which shall recommend policies relating to the recruitment, compensation, benefits, and retention of Corporation employees, other than the Director, and all employee policies and programs.

(f) House and Grounds Committee. There shall be a House and Grounds Committee which shall recommend policies for the maintenance, repair, and occupancy of the physical facilities and grounds of the Corporation.

Section 16. Other Committees. The President, with the approval of the Board of Trustees, may designate additional committees, each of which shall consist of at least Trustees and may include other persons who need not be Trustees. Each such committee shall have such authority and shall serve for such time as provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 14 or on any regular Committee by Section 15 of this Article. No committee of the board shall have authority to bind the board.

ARTICLE IV

Officers

Section 1. Election of Officers. The Board of Trustees shall elect a President, a Vice-President, a Secretary, and a Treasurer of the Corporation. Each such officer shall be elected from among the Trustees at the Annual Meeting of the Board for a term of one year. Any vacancy in the above offices shall be filled by the Board of Trustees as soon as practicable.

Section 2. Removal. At any meeting of the Board of Trustees duly called, any Officer of the Corporation may, by a vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the board in the place of the Officer so removed, to serve until the next Annual Meeting of the Board.

Section 3. President. The President shall be the presiding officer of the Board of Trustees with the power and duty to exercise general supervision over the affairs and operations of the Corporation. He or she shall act as Chairman of and preside at all meetings of the Board and of the Executive Committee. He or she shall serve on all Regular and other committees, except the Nominating Committee, in addition to the appointed members. The President shall have such other powers and duties as may be designated by the Board.

Section 4. Vice-President. At the request of the President or in his or her absence or during his or her disability, the Vice-President shall perform the duties and exercise the functions of the President. The Vice-President shall have such other powers and duties as may be designated by the Board of Trustees or the President.

Section 5. Secretary. The Secretary shall be responsible for the keeping of Minutes of all meetings of the board of Trustees. He or she shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall be responsible for the custody of the records and of the seal or seals of the Corporation. The Secretary shall have such other powers and duties as may be designated by the Board or the President.

Section 6. Treasurer. The Treasurer shall have supervision over the financial records of the Corporation. The Treasurer shall provide the Board of Trustees at each of its regular meetings with a statement of the financial condition of the Corporation. He or she shall serve as Chairman of the Finance/Audit Committee and shall have such other powers and duties as may be designated by the Board.

ARTICLE V

Membership

Section 1. Purpose and Authorization. In order to provide a means of attracting interest in and support for the activities of the Corporation, the Board of Trustees may establish from time to time one or more classes of membership as it deems fit, on such terms and conditions as the Board by resolution shall determine.

ARTICLE VI

Director

Section 1. Director. The Board of Trustees may appoint and employ a chief administrator of the Corporation, designated as Director. The Director shall serve at the pleasure of the Board. That person, by becoming a director, officer, key employee or agent of a corporation is subject to the personal jurisdiction of the State Supreme Court, and in an action or proceeding by the attorney general under the NPCL process may be served upon such person pursuant to CPLR §313.

Section 2. Duties of Director. The Board of Trustees may delegate to the Director the responsibility and authority for carrying out the policies and purposes that have been adopted and approved by the Board. The Director shall be the chief officer of the staff of the Corporation, and shall appoint, supervise and, when necessary, discharge individuals who occupy staff positions authorized by the Board. The Director shall have such powers and duties as may be designated by the Board.

Section 3. Waiver. Waiver of notice to director/ alternate director either in writing or electronically.

ARTICLE VII

Amendments and Other Provisions

Section 1. Amendments. These Bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority in number of the entire Board of Trustees, provided that at least [number] days before the meeting at which any amendment shall be voted upon, written notice of the proposed amendment shall be mailed to each member of the Board, together with a concise statement of the changes proposed to be made.

Section 2. Conduct of Meetings. Except as otherwise provided in these bylaws, by applicable law or by resolution of the Board of Trustees, all meetings of the Board or of any committee designated by the Board shall be conducted in conformity with Robert's Rules of Order, Revised, as amended from time to time.

Section 3. Financial Reporting. For financial reporting purposes the Corporation shall report from [date] to [date] of each year.

Section 4. Indemnification. The Corporation shall indemnify (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such person's testator or intestate, is or was a Trustee or Officer of the Corporation and (b) any Trustee or Officer of the Corporation who served any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the Corporation, in the manner and to the maximum extent permitted by the Not-for-Profit Corporation Law of New York, as amended from time to time; and the Corporation may, in the discretion of the Board of Trustees, purchase and maintain insurance pursuant to such indemnification and indemnify all other corporate personnel to the extent permitted by law.

Section 5. Interested Trustees and Officers. Each Trustee and Officer of the Corporation shall disclose in writing to the Board of Trustees any conflict of interest which he believes may arise in connection with his service as a Trustee or an Officer of the Corporation. No contract or other transaction between the Corporation and any other corporation, firm, association, or other entity in which one or more of its Trustees or Officers are 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 Trustee or Trustees or Officer or Officers are present at the meeting of the Board or of a committee thereof, which authorizes such contract or transaction, or that their votes are counted for such purposes if the material facts as to such common directorship, officership, financial or other interest are disclosed in good faith or known to the Board or committee, and if 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 Trustee or Officer.

Section 6. Related Party Transactions. Any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the corporation or any affiliate of the corporation is a participant. Authorizes the Attorney General to enjoin, void or rescind any related party transaction, or seek additional damages or remedies.

Section 7. Conflict of Interest policy that includes, at a minimum: (a) A definition of the circumstances that constitute a conflict of interest; (b) Procedures for disclosing a conflict to the audit committee or, if no audit committee, to the board; (c) A requirement that the person with the conflict not be present at or participate in board/committee deliberation or vote on matter giving rise to the conflict; (d) A prohibition against any attempt by the person with the conflict to influence improperly the deliberation or voting on the matter giving rise to the conflict; (e) A requirement that the existence and resolution of the conflict be documented in the corporation's records, including in the minutes of any meeting at which the conflict was discussed or voted upon; and (f) Procedures for disclosing, addressing, and documenting related party transactions in accordance with NPCL §715.

Section 8. Whistleblower policy that includes: (a) Procedures for reporting violations or suspected violations of law or corporate policies, including procedures for preserving the confidentiality of reported information; (b) A requirement that an employee, officer or director of the corporation be designated to administer the policy and report to the audit committee or other committee of independent directors, or if none, to the

board; and (c) A requirement that a copy of policy be distributed to all directors, officers, employees and to volunteers who provide substantial services to the corporation

Section 9. Proxy. A member can use email to authorize someone to act as proxy.

Section 10. Employees. Prohibits an employee of a corporation from serving as chair of the board or holding any other title with similar responsibilities.