

**FIRST AMENDED & RESTATED BY-LAWS OF
FILIPINO AMERICAN LAWYERS ASSOCIATION OF NEW YORK**

**Article I.
NAME AND PURPOSE**

Section 1.01 Name. The name of this organization shall be “Filipino American Lawyers Association of New York” (the “**Association**”). The complete name of the Association or its abbreviation (“**FALA New York**”), shall be used in all transactions of official business of the Association.

Section 1.02 Purpose. FALA New York was formally organized in 2015 in New York as a not-for-profit corporation to represent the interests of New York Filipino American attorneys, judges, law professors, legal professionals, legal assistants or paralegals and law students. The mission of FALA New York is to promote the vibrant Filipino American legal community in New York by connecting Filipino American attorneys in order to share our experiences and expertise and to explore issues, cases and laws that affect the Filipino American community.

Section 1.03 Nondiscrimination. FALA New York shall not discriminate by reason of race, creed, age, color, sex, gender, religion, national or ethnic origin, political belief, sexual orientation or disability.

**Article II.
MEMBERS**

Section 2.01 Categories of Membership. Each of the following constitutes a category of membership for the Association (a “**Membership Category**”):

(a) “**Voting Member**”: (1) Any attorney admitted and in good standing with the New York State Unified Court System (“**NYS Courts**”) or (2) any attorney admitted and in good standing with the legal licensing body of any other state, territory, or possession of the United States of America, the Commonwealth of Puerto Rico or the District of Columbia or with the legal licensing body of any foreign country jurisdiction (a “**Bar**”) and resides in or practices in the State of New York.

(b) “**Associate Member**”: (1) Any attorney in good standing with the NYS Courts, but does not reside or practice in the State of New York; (2) any attorney admitted and in good standing with any Bar, but does not reside or practice in the State of New York; (3) any individual attending an American Bar Association (“**ABA**”) accredited law school and who is employed, resides or attends a law school in the State of New York, or intends to sit for the New York State Bar Examination; (4) any graduate of an ABA accredited law school who is pending admission to the NYS Courts and is employed or resides in the State of New York; or (5) any individual who within the State of New York (i) contracts with or is employed by an attorney, law firm, corporation, governmental agency or other entity, (ii) performs substantive legal work under the supervision of a licensed attorney who assumes professional responsibility for the final work product, (iii) has retired from the active practice of law or (iv) is not a licensed attorney, law school graduate or law school

student. Associate Members shall be entitled to all privileges and rights of Voting Members, excluding the right to vote at any/all meetings and/or hold office. Any Associate Member who attains the qualifications to become a Voting Member during his or her membership term shall become a Voting Member for the remainder of his or her membership term without additional fee upon such Member giving notification to the Membership Secretary.

Any present Member who has been in good standing for seven (7) years or longer, and is above the age of fifty (55) years, may become a life member of the Association (a “**Life Member**”) upon payment of a sum fixed by a majority vote of the Board. Such sum shall be payment in full of all further dues of the Association during the life of such Member. Life Members shall be entitled to all privileges and rights of Voting Members.

The Membership Secretary may propose changes to any of the Membership Categories to the Board for its approval.

Section 2.02 Requirements for Membership. Any individual who satisfies one of the Membership Categories as well as subsections (a) and (b) of this Section 2.02 shall be considered a member in good standing of the Association (a “**Member**”):

(a) **Application** - Each prospective Member must complete an initial application for membership. The Membership Secretary shall have the right to reject any application for membership for cause, which reasons shall be set forth in writing in the records of the Board.

(b) **Payment of Dues** - Each Member must pay the required annual dues for his or her respective Membership Category as set forth in Section 2.01. All memberships requiring payment of dues expire on December 31 of each year. If a Member fails to pay the required dues after receiving ninety (90) days’ notice from the Membership Secretary, such Member’s membership will be terminated and such Member may be removed from the membership rolls. Any Voting Member who is in default in the payment of dues shall have no voting rights for so long as such default continues.

(c) **Assessment of Dues** - The Board shall from time to time determine the annual dues to be assessed for each Membership Category. Any changes in dues shall take effect at such time as may be approved by the Board.

Section 2.03 Removal or Suspension. Any Member may have his or her membership in the Association suspended or revoked (a “**Suspended Member**”) as follows:

(a) Any Member who is suspended from the practice of law or disbarred by the NYS Courts or any Bar shall automatically be suspended from membership in the Association.

(b) Any Member may be suspended or expelled from membership in the Association for misconduct in his or her relations with the Association or in the profession, in either case on adjudication thereof by a majority of the Board.

Any Suspended Member may apply for reinstatement as a Member to the Board, which shall make such determination by two-thirds (2/3) vote.

Article III. MEETINGS

Section 3.01 Notice of Meetings.

(a) Notice of all meetings shall be in writing. Notice shall state the place, date, and hour of the meeting, and, unless it is an Annual Meeting, 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 the meeting is called.

(b) A copy of the notice of any meeting shall be given personally, by mail, or by electronic mail to each Voting Member in good standing. If the notice is given personally, by first-class mail or by electronic email, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the Member at his or her address as it appears on the record of Members or, if the Member shall have filed with the Membership Secretary a written request that notices to such Member be mailed to some other address, then directed to such Member at such other address. If sent by electronic mail, such notice is given when directed to the Member's electronic mail address as it appears on the record of Members or to such other electronic mail address as the Member shall have filed with the Membership Secretary. All other notice requirements shall be governed by the New York Not-For-Profit Corporation Law, including but not limited to § 605 entitled "Notice of meeting of members."

Section 3.02 Annual Meeting of the Members.

(a) Date. The Members shall have an annual meeting of the Members ("an **Annual Meeting**") annually on any date as the Board may determine, for the purpose of electing Officers and Directors and transacting other business that may come before the Annual Meeting.

(b) Vote. Only Voting Members in good standing may vote at such Annual Meetings.

(c) Notice. Notice of the Annual Meeting shall be given in accordance with the provisions of Section 3.01 and the New York Not-For-Profit Corporation Law, including but not limited to § 605 entitled "Notice of meeting of members."

(d) The President shall preside and be the chair of the Annual Meeting (the "**Chair**"). The President may delegate the Chair to another member of the Board as required.

- (e) Order of Business for the Annual Meeting shall be as follows:
- (i) Calling of the roll. The President shall present to the Recording Secretary all received written proxies received by the Association. The Recording Secretary shall record and determine which Voting Members are present in person and by proxy, and thereby determine and declare that quorum for the meeting has been achieved.
 - (ii) Proof of notice of meeting. The Chair shall state that the requirements of Section 3.01 have been satisfied to his or her satisfaction.
 - (iii) Receiving communications. The Chair shall receive and take note of any communications that any of the Members desires to make to the Association.
 - (iv) Election of Officers and Directors and Voting on Ballot Items. Voting shall be by written secret ballot of those present and the written proxy of those unable to attend in person, as provided by these by-laws. The Immediate Past President and the Vice President/President-Elect (or if either or both are unavailable, their designees) shall be the tellers of the election.
 - (v) Annual Report of the Board. The Chair shall present the status of the Association to the Members.
 - (vi) Annual Report of the Committees. The Committees by their Committee Chairs shall present the statuses of their activities to the Members.
 - (vii) Unfinished business. The results of the Election of Officers and Directors and Voting on Ballot Items shall be announced by the Chair.
 - (viii) New business. Any communication received in (iii) above that the Chair determines is in order for action by the Members may be considered.
- (f) Amendments – Any amendments to the order of business for the Annual Meeting shall be decided by the President.

Section 3.03 Place of Meetings. Meetings may be held at such place within the State of New York as the Board may from time to time determine or as may be designated in the notice of the meeting.

Section 3.04 Waiver of Notice. Notice of meeting need not be given to any Members who submit a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without, prior to the conclusion of

the meeting, objecting to the lack of notice of such meeting shall constitute a waiver of notice by him or her.

Section 3.05 Special Meetings. A special meeting of the Members (a “**Special Meeting**”) may be called by the President, the Board or upon the written request of ten percent (10%) of the Voting Members. All Voting Members shall receive at least fifteen (15) days written notice, as designated by the New York Not-For-Corporation Law, which shall provide the date, time, place and purpose of the Special Meeting. No business other than that specified in the Special Meeting notice shall be transacted at any Special Meeting.

Section 3.06 Quorum. The lower of ten (10%) percent of Voting Members or 10 Voting Members shall constitute a quorum for any Special Meeting and the Annual Meeting. A majority vote of Voting Members present shall be required for the adoption of any resolution at either a Special Meeting or an Annual Meeting. Once quorum is present, withdrawal of Members from the meeting shall not negate quorum.

Section 3.07 Voting.

(a) Voting Rights - Every Voting Member in good standing shall be entitled to one (1) vote.

(b) Voting by Proxy - Any absent Voting Member eligible to vote at any meeting, including a Special Meeting and the Annual Meeting, may be represented as present and may vote at such meeting by a proxy authorized in writing. Such written authorization must comply with the following:

- (i) the proxy grant must be in writing;
- (ii) the proxy must identify the matter with respect to which the proxy is granted;
- (iii) the proxy must contain the full name of the Voting Member entitled to vote;
- (iv) the proxy must include the signature of the Voting Member granting the proxy;
- (v) the proxy must indicate the date signed by Voting Member granting the proxy; and
- (vi) the proxy must be filed with the Recording Secretary.

Article IV. BOARD OF DIRECTORS

Section 4.01 Management. The board of directors of the Association (the “**Board**”) shall exercise general management of the affairs of the Association and shall be charged with the duty of conducting such affairs in a manner consistent with the exclusively educational and charitable

purpose of the Association, as well as in conformity with the policy that, in all the activities of the Association, the promotion of the public interest is to be primary and paramount. The Board may authorize contracts to be made on behalf of the Association by one or more of the Officers.

Section 4.02 Qualifications of Directors. Each Director shall be a Voting Member in good standing.

Section 4.03 Composition of Board Members. The Board shall include at least three (3) directors who shall not be Officers (the “**Directors**”), but no more than seven (7) Directors. The number of Directors shall be fixed from time to time exclusively by resolution of the Board. The remaining members of the Board shall be the officers of the Association (the “**Officers**”), consisting of a President, Vice President/President-Elect, Immediate Past President, Recording Secretary, Membership Secretary, Treasurer and such other positions as may be created by the Board. *See Section 5.01*. All Directors and Officers (collectively, the “**Board Members**”) shall hold office until such person’s successor shall have been elected and qualified or until the earlier of his/her death, resignation or removal.

Section 4.04 Election of Directors and Terms. Directors shall be elected by a majority of the Voting Members in good standing present at the Annual Meeting. Directors shall be elected for a term of two (2) years and shall serve until such person’s successor is elected and qualified or until the earlier of his or her death, resignation, or removal. If a vacancy occurs during the term, a successor shall be chosen according to the procedure described in Section 7.05 to serve until the next Annual Meeting. No Director shall serve for more than two (2) successive terms. No Director shall be eligible for re-election earlier than one (1) year after the expiration of his or her second successive term.

Section 4.05 Staggered Board. The Directors shall be divided into two (2) classes. Each class shall consist, as nearly as may be possible, of one-half of the total number of Directors. One class shall be elected every odd year while the other class shall be elected every even year.

Section 4.06 Removal of Directors.

(a) Any Director may be removed with cause by a two-thirds (2/3) vote of the Board at a Regular Meeting of the Board or Special Meeting of the Board, but the Board by a majority vote may suspend the authority of any Director to act on behalf of the Association, for good cause shown, whenever the Board determines that the interests of the Association will be served thereby (such removed or suspended Director, a “**Suspended Director**”). Written notice of the intention to remove or suspend and reasons therefor shall be provided to such Director at least ten (10) days prior to the meeting date. Mailing by ordinary first-class mail to the last known address as appears on the membership rolls, as well as by electronic mail to the electronic mail address on file, shall constitute notice. In the event of an allegation of conversion of funds, the Director may be removed prior to written notice; however, the opportunity to be heard shall be provided within fourteen (14) days. *See Section 4.06(b)*.

(b) No Director shall be removed or suspended without having the opportunity to be heard, with counsel if desired, at such Board Meeting mentioned in subsection (a)

above, but no formal hearing procedure need be followed. A Suspended Director may present an appeal to the Board of its decision to remove or suspend him or her as a Director. Following such appeal, the Board may decide to reinstate such Suspended Director by a two-thirds (2/3) vote.

Section 4.07 Quorum. A simple majority of Board Members in office shall constitute a quorum for any Regular Meeting of the Board or Special Meeting of the Board. Once quorum is present, withdrawal of Board Members from the meeting shall not negate quorum.

Section 4.08 Action of the Board. Unless otherwise required by law or these by-laws, the vote of a majority of the Board Members present at a Board Meeting shall constitute the action of the Board, provided quorum is present at the time of the vote. The vote of a majority of the Board Members present shall be required for the adoption of any Board resolution at either a Special Meeting or Annual Meeting. Each Board Member present shall have one (1) vote.

Section 4.09 Unanimous Consent of the Board in Lieu of Meeting. Any action of the Board may be taken without a meeting if written approval thereof (including approval by electronic mail or other form of electronic communication) setting forth the action so taken shall have been signed (or otherwise approved by electronic mail or other form of electronic communication) by all of the Board Members in office and filed with the Recording Secretary within thirty (30) days from the date such action was taken.

Section 4.10 Regular Meetings of the Board. Except as otherwise (a) determined by the Board at a duly convened meeting or (b) duly noticed to the Board by the President or Recording Secretary pursuant to Section 4.13, each regular meeting of the Board (a “**Regular Meeting of the Board**”) shall be held periodically as approved by the Board and no less frequently than quarterly.

Section 4.11 Annual Meetings of the Board. The first Regular Meeting of the Board after the Annual Meeting shall constitute the “**Annual Meeting of the Board**.”

Section 4.12 Special Meetings of the Board. The President or the Board shall have the power to call a special meeting of the Board (a “**Special Meeting of the Board**”) at any time for any purpose.

Section 4.13 Notice of Board Meetings. Notice of any Board meeting (any Regular Meeting of the Board or Special Meeting of the Board, a “**Board Meeting**”) shall be in writing.

(a) Written notice shall state the place, date and hour of the meeting and, unless it is a Regular Meeting of the Board, indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting of the Board shall also state the purpose or purposes for which the meeting is called.

(b) All notice requirements shall be governed by the New York Not-For-Profit Corporation Law, including but not limited to § 711 entitled "Notice of meetings of the board." If notices are given by electronic mail, such notice is given when delivered to the Board Member at his or her electronic mail address as it appears on the record of Members or, if he or she shall have filed with the Membership Secretary a written request that notices

to him or her by electronic mail be delivered to some other address, then directed to him or her at such other address.

Section 4.14 Place of Board Meetings. Board Meetings may be held at such place within the State of New York as the Board or the President may from time to time determine or as may be designated in the notice of the Board Meeting.

Section 4.15 Waiver of Notice. Notice of a Board Meeting need not be given to any Board Members who submit a signed waiver of notice whether before or after the Board Meeting. The attendance of any Board Member at a Board Meeting without, prior to the conclusion of the meeting, objecting to the lack of notice of such Board Meeting shall constitute a waiver of notice by him or her.

Section 4.16 Meetings by Telecommunication. Board Members and members of Committees may participate in any Board Meeting or Committee meeting 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; *provided, however*, that participation in a closed portion of any Board Meeting as determined by the President shall be limited to Board Members. Participation by such means shall constitute presence in person at a meeting.

Section 4.17 Absence from Board Meetings. Should any Board Member absent himself or herself from three (3) or more Board Meetings during the Fiscal Year, his or her seat on the Board may be declared vacant by the majority vote of the Board and the vacancy shall be filled as provided in Section 7.05.

Section 4.18 Indemnification and Insurance

(a) The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, Committee member or Committee Chair at the time of such party's conduct in question, against expenses, including reasonable attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceedings, had no reasonable cause to believe that his or her conduct was unlawful.

(b) Expenses including attorneys' fees reasonably incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, Officer, Committee member or Committee Chair to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Association as authorized by this by-law.

(c) The Association shall purchase and maintain insurance: (1) to indemnify the Association for any obligation which it incurs as a result of the indemnification of Directors, Officers, Committee members and Committee Chairs; (2) to indemnify

Directors, Officers, Committee members and Committee Chairs in instances in which they may be indemnified by the Association; and (3) to indemnify the Directors, Officers, Committee members and Committee Chairs in instances in which they may not otherwise be indemnified by the Association, *provided* the contract of insurance covering such persons provides, in a manner acceptable to the superintendent of insurance, for a retention amount and for coinsurance. All other issues concerning the liability, coverage and protection of the Association's Directors, Officers, Committee members and Committee Chairs shall be governed by the New York Not-For-Profit Corporation Law, including but not limited to §§ 719 - 726. It shall be the responsibility of the Treasurer to purchase any such indemnification insurance and, if purchased, ensure that it is in effect each Fiscal Year and provide the "Insurance Policy" documents to the Recording Secretary for safekeeping.

Article V. OFFICERS

Section 5.01 Number of Officers. The Officers shall include:

(a) a President, a Vice President/President-Elect, an Immediate Past President, a Recording Secretary, a Membership Secretary and a Treasurer; and

(b) such other officers whose positions may be created from time to time by the Board without amendment to these by-laws or action by the Voting Members. The resolution of the Board describing the duties of such newly created Officer positions shall be annexed to these by-laws by the Recording Secretary and deemed to be incorporated herein upon adoption by the Board.

Section 5.02 Qualification and Diversity of Officers. Each Officer shall be a Voting Member in good standing. All Officers are to be different individuals, each of whom shall hold office until such person's successor shall have been elected and qualified, or until the earlier of his or her death, resignation, or removal. One may not be an Officer and a Director at the same time.

Section 5.03 Election and Term of Office. Officers shall be elected by a majority vote of the Voting Members present at the Annual Meeting and shall serve for a term of one (1) year and until their successors are elected and qualified or until the earlier of his or her death, resignation, or removal. If a vacancy occurs during the term, a successor shall be chosen by the procedure described in Section 7.05 to serve until the next Annual Meeting. No Officer shall serve for more than two (2) successive terms. No former Officer shall be eligible for re-election earlier than one (1) year after the expiration of his or her second successive term.

Section 5.04 Duties. The duties of the Officers shall include the following:

(a) The President shall:

(i) be the chief executive officer of the Association;

(ii) have general and active management of the business of the Association;

- (iii) see that all orders and resolutions of the Board are carried out;
 - (iv) except as otherwise provided in these by-laws, appoint and/or remove the Committee Chair(s) of each Committee. All such appointments shall end upon the expiration of the President's term;
 - (v) have the power to create, and appoint members of, one or more ad hoc committees as needed to fulfill specific functions. All such ad hoc committees and appointments thereto shall end upon the expiration of the President's term; and
 - (vi) shall succeed to the office of the Immediate Past President upon the expiration of the President's term.
- (b) The Immediate Past President shall:
- (i) assist the President in the transition of administrations;
 - (ii) continue the goodwill of the Association; and
 - (iii) assist in the Association's relations with other organizations.
- (c) The Vice President/President-Elect shall:
- (i) succeed to the office of President upon the expiration of the President's term;
 - (ii) assist the President in the performance of his or her duties;
 - (iii) assist in relations with the general public;
 - (iv) exercise the powers of the President in the absence of the President.
 - (v) plan, develop, implement and manage the financial resources and efforts of the Association to fundraise and obtain sponsorships;
 - (vi) make recommendations to the President regarding the Association's financial resources and efforts to fundraise and obtain sponsorships;
 - (vii) seek opportunities to increase the Association's financial resources;
 - (viii) oversee, coordinate, develop, manage and assist in sponsored programs and events of the Association; and
 - (ix) assist the other Officers in the performance of their respective duties and shall perform such other duties as may be prescribed by the Board or by the President.

- (d) The Recording Secretary shall:
- (i) be the recording secretary of the Board, act as clerk, record all votes and prepare the minutes of all Board, Special and Annual Meetings;
 - (ii) prepare all correspondence to inform the Members and the Board as to the status of all orders, votes and resolutions that call for some action or steps to be taken, give any required notice of all meetings, and inform the Board of all correspondence;
 - (iii) safeguard the indemnity insurance of the Association (*see* Section 4.18); and
 - (iv) assist the other Officers in the performance of their respective duties and shall perform such other duties as may be prescribed by the Board or by the President.

In the absence of the Recording Secretary, the President (in the absence of both the President and the Recording Secretary, the Vice President/President-Elect) shall appoint a Board Member to assume the duties of the Recording Secretary.

- (e) The Membership Secretary shall:
- (i) receive and process applications or renewals of membership and promptly notify acceptance or non-acceptance of the same;
 - (ii) create and maintain accurate and up-to-date records of the membership of the Association, including categorizing the Members into their respective Membership Categories;
 - (iii) maintain mailing addresses for each Member and person or organization doing business with the Association;
 - (iv) advise Members when their membership will expire and request renewal of the same;
 - (v) at the request of the President or the Board, prepare a list of Members; and
 - (vi) assist the other Officers in the performance of their respective duties and shall perform such other duties as may be prescribed by the Board or by the President.
- (f) The Treasurer shall:
- (i) keep current and accurate accounts of receipts and disbursements of the Association;

- (ii) collect all funds due to the Association and disburse funds as required to meet the obligations of the Association;
- (iii) keep the funds of the Association in a separate account to the credit of the Association, unless the Board directs otherwise;
- (iv) render to the President and the Board, as requested by them, but not less than once a year, regular accountings and reports of all transactions and of the financial condition of the Association;
- (v) ensure that the Association files the appropriate tax returns;
- (vi) purchase on behalf of the Association and keep current directors' and officers' indemnification insurance as required under Section 4.18 and provide said insurance policy documents to the Recording Secretary for safekeeping;
- (vii) supervise the Association's accountant and bookkeeper, if applicable; and
- (viii) assist the other Officers in the performance of their respective duties and shall perform such other duties as may be prescribed by the Board or by the President.

Section 5.05 Removal of Officers.

(a) Any Officer may be removed, with cause, by a two-thirds (2/3) vote of the Board at a Regular Meeting of the Board or Special Meeting of the Board, but the Board by a majority vote may suspend the authority of any Officer to act on behalf of the Association, for good cause shown, whenever the Board determines that the interests of the Association will be served thereby (such removed or suspended Officer, a "**Suspended Officer**"). Written notice of the intention to remove or suspend and reasons therefor shall be provided to the Officer at least ten (10) days prior to the meeting date. Mailing, by ordinary first-class mail, to the last known address as it appears on the membership rolls, as well as by electronic mail to the electronic mail address on file shall constitute such notice. In the event of an allegation of conversion of funds, the Officer may be removed prior to written notice; however, the opportunity to be heard shall be provided within fourteen (14) days. *See* Section 5.05(b).

(b) No Officer shall be removed or suspended without having the opportunity to be heard, with counsel if desired, at such Board Meeting mentioned in subsection (a) above, but no formal hearing procedure need be followed. A Suspended Officer may present an appeal to the Board of its decision to remove or suspend him or her as an Officer. Following such appeal, the Board may decide to reinstate such Suspended Director by a two-thirds (2/3) vote.

Article VI.
COMMITTEES

Section 6.01 Power to Appoint Committees. Except as otherwise provided by these by-laws, the Board or the President may establish one or more committees to consist of one or more Members (each, a “**Committee**”). Except as otherwise provided by these by-laws or in any resolution of the Board establishing a Committee, the President shall annually appoint the members of each Committee, appoint one or more Voting Members as chairs (each, a “**Committee Chair**”) to lead each Committee established under this Section 6.01, and fill vacancies for each Committee. Any Committee may be abolished by resolution of the Board.

Section 6.02 Powers of Committees. Any such Committee established under Section 6.01, to the extent provided in a resolution of the Board, shall have all of the powers and authority of the Board, except that no Committee shall have the power or authority as to the following:

- (a) Fulfill vacancies on the Board;
- (b) Adopt, amend or repeal the by-laws;
- (c) Adopt, amend or repeal any resolution of the Board; or
- (d) Act on matters specifically addressed by the by-laws or by resolution of the Board.

Each Committee shall have the specific powers and duties set forth in these by-laws or by resolution of the Board and such general powers and duties as may be prescribed for Committees generally. When a Committee is organized, it shall be the Committee Chair’s duty to submit to its members such matters for the consideration of the Committee as any of its members may desire or that the Committee Chair may deem germane to the objectives for which the Committee was appointed.

Article VII.
ELECTIONS AND VACANCIES

Section 7.01 Nominations.

(a) Upon fifteen (15) days’ prior notice (by mail or electronic mail) to the Members as to the meeting date, the Officers shall meet (1) not less than thirty-five (35) days prior to the date of the Annual Meeting for the purpose of conducting an open meeting for receiving nomination recommendations and statements for candidates for Officers and Directors to be elected at the Annual Meeting and (2) not less than five (5) days prior to the date of the Board Meeting for the purpose of conducting an open meeting for receiving nomination recommendations and statements to fill any vacancies pursuant to Section 7.05.

(b) Any Voting Member may submit one (1) nomination for consideration for each open position. Only eligible Members pursuant to Section 2.01 hereof are eligible for nomination. Nomination recommendations shall include, at minimum, the full name of the

nominee, the nominee's credentials and applicable qualifications. Each nominee must also signify a willingness to serve by a written statement.

(c) The Officers shall review all nomination applications to ensure their compliance with eligibility requirements and to ensure that the nominees meet the qualifications, qualities, skills and other expertise required to be a Director or Officer. The Officers shall then recommend to the entire Board for its approval a list of nominees for all the Officers and Directors required by Articles IV and V that will be vacated at the Annual Meeting to serve until the next Annual Meeting or to fill any vacancies pursuant to Section 7.05. The Board shall retain the discretion to withhold nominee approval for good cause.

Section 7.02 Membership List. If a Voting Member in good standing seeks to run for office and has been qualified by the Board, upon a written request to the Membership Secretary, he or she may be provided with a copy of the list of the Members with addresses within five (5) days of receipt of the request. The candidate for office must certify in his or her request that the list of the Members will be used only for campaign purposes.

Section 7.03 General Election Procedure.

(a) At least thirty (30) days prior to the date of the Annual Meeting, the Recording Secretary shall provide a ballot, proxy and (if notice is sent by postal service) a return envelope that shall be clearly marked "ELECTION MATERIALS ENCLOSED" along with the notice of the Annual Meeting to every Voting Member (collectively, "**Election Materials**"). Election Materials will otherwise comply with the procedures set forth in Section 3.01(b). Voting Members shall also be entitled to write in on their ballots votes for candidates not otherwise nominated.

(b) Elections shall be held at the Annual Meeting. Any proxy sent or ballot cast by mail or electronic mail must be received by the Association no later than five (5) days before the Annual Meeting. Any ballot returned by hand must be received by the Association no later than the Annual Meeting. Ballots shall include appropriate space for write-in candidates. If a write-in candidate does not consent to election after the vote, the write-in votes are voided and no re-vote will be granted. Envelopes containing voting materials (ballots or proxies) shall be opened at the beginning of the Annual Meeting by the Recording Secretary.

Section 7.04 Special Election.

(a) In the event of a candidate being elected to more than one Board position, that candidate must notify the Board of his or her preferred Board position within one (1) week of notification of his or her election to Board positions. Upon such notification the candidate will assume the Board position that he or she selects upon such time as the rest of the elected Directors and Officers begin their term.

(b) In the event of a tied vote for more than one candidate for a Board position, or a tied vote resulting in the selection of more than the available Board Member positions,

such a tie will be decided upon a majority vote of the current Board, which shall be held within one (1) week of the Annual Meeting.

Section 7.04 Resignations. Any Director or Officer may resign such position at any time. Such resignation shall be made in writing and take effect from the time of its receipt by the Association, unless some other date is fixed in the resignation. The acceptance of the resignation by the Board shall not be required to make it effective.

Section 7.05 Vacancies. To fill any Director or Officer vacancy, the Officers shall submit proposed candidates to the Board. A quorum of the remaining Board Members must be present in order to select the successor(s) to fill the vacancy. A majority vote of the quorum of the remaining Board Members is necessary to appoint the successor. The successor shall serve out the remaining term of the Director or Officer to which he or she succeeded. Such remaining term served by any such successor shall not count as a “term” for purposes of the term limits set forth in Sections 4.04 or 5.03.

Article VIII. CONFLICTS OF INTEREST

Section 8.01 Adoption of Policy. The Association shall adopt a conflicts of interest policy, as required by § 715-a of the New York Not-For-Profit Corporation Law, to ensure that its Board Members act in the Association’s best interest and comply with applicable legal requirements regarding any potential conflict of interest, potential “related party transaction” or potential “excess benefit transaction” involving a “disqualified person,” as those terms are defined in § 102(a) of the New York Not-For-Profit Corporation Act and Section 4958 of the Internal Revenue Code. Any such transaction shall only be undertaken after the requisite disclosure, determinations and voting by the Board Members, as provided in §§ 715 and 715-a of the New York Not-For-Profit Corporation Act and relevant regulations of the Internal Revenue Service.

Section 8.02 Annual Review of Policy; Disclosure Statements. The conflicts of interest policy shall be reviewed by the Board at least annually. Prior to his/her election or appointment and annually thereafter, each Board Member shall be required to complete a disclosure statement identifying, to the best of the Board Member’s knowledge, any entity of which such Board Member is an officer, director, trustee, member, employee or owner (either as sole proprietor or a partner) and with which the Association has a relationship and any transaction in which the Association is a participant and in which the Board Member might have a conflicting interest. These disclosure statements shall be collected and delivered by the Recording Secretary or Membership Secretary to the Board to be kept on file with the Association. Any additions or other changes to a disclosure statement shall be made by the applicable Board Member in writing as such changes occur.

Article IX. MISCELLANEOUS

Section 9.01 Amendment of By-laws. These by-laws may be amended (or amended and restated) or repealed either by (a) a majority vote of all Voting Members present at any duly convened Annual Meeting or Special Meeting, (b) the affirmative vote of two-thirds (2/3) of the Board at

any Board Meeting or (c) a written consent executed by all of the Board Members in accordance with Section 4.09.

Section 9.02 Fiscal Year. The fiscal year of the Association (the “**Fiscal Year**”) shall begin on January 1 and end on December 31 of each year.

Section 9.03 Dates Falling on Weekends. Throughout these by-laws, if a date is selected and that date falls on a weekend or holiday, then the date shall be the next business day.

Section 9.04 Signatory Powers. The President, the Vice President/President-Elect and the Treasurer each shall have the power to singly execute any check drawn on the Association’s account for the purpose of paying authorized disbursements less than the sum of \$500.00 (Five Hundred Dollars). For any authorized disbursement equal to or greater than the sum of \$500.00 (Five Hundred Dollars), such check shall require at least two signatures of the aforesaid Officers. Promptly after each Annual Meeting, the outgoing President, Vice President/President-Elect and Treasurer shall cooperate with the incoming President, Vice President/President-Elect and Treasurer to ensure the proper changes to the signatory authority of the Association’s accounts.

Date of Adoption: September 10, 2018