

**BY-LAWS
OF
THE NEW YORK STATEWIDE BREASTFEEDING COALITION, INC.**

ARTICLE 1 – NAME, TERRITORY, OFFICE AND CORPORATE STATUS

Section 1. Name. The Corporation shall be known as the New York Statewide Breastfeeding Coalition (hereinafter “The Corporation”).

Section 2. Territory. The Corporation shall conduct activities primarily throughout the State of New York, unless otherwise stipulated in the Corporation’s Certificate of Incorporation, as may be amended.

Section 3. Office. The principal office of the Corporation shall be located in the County of Albany, State of New York. This office shall direct corporate activities and be the depository for all corporate records. The Corporation may also have offices at such other places within the state as the Board of Directors may, from time-to-time, determine and/or the business or operations of the Corporation may require.

Section 4. Corporate Status. The Corporation is a New York Not-for-Profit Corporation, a “Charitable Corporation” as defined by the Not-for-Profit Corporation Law, and exempt from income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II –CORPORATE PURPOSES AND DOCUMENT CONSTRUCTION

Section 1. Corporate Purposes. The purposes of the Corporation are set forth in the Certificate of Incorporation, as may be amended, and qualify the Corporation for exemption from income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended. The purposes as currently filed on record are “to improve the health of New Yorkers by working collaboratively to protect, promote and support breastfeeding as the norm in New York State.”

Section 2. Document Construction. Any amendment to the purposes of the Corporation must be rendered in accordance with the requirements of Article XIV herein. If there is any conflict between the provisions of the Certificate of Incorporation, as may be amended, and these By-Laws, provisions of the Certificate of Incorporation, as may be amended, shall govern.

ARTICLE III – MEMBERSHIP AND SUPPORTERS

Section 1. Voting Membership. The Corporation shall have no members with voting rights as permitted under the New York State Not-for-Profit Corporation Law.

Section 2. Supporters. Supporters are organizations or individuals who express an interest in supporting the mission and purposes of the New York Statewide Breastfeeding Coalition, Inc.

and satisfy criteria established by the Board of Directors. Supporters are not members of the corporation.

Section 3. Convening Supporters. The Board of Directors will endeavor to provide notice and convene Supporters who are in good standing, preferably at least annually at a date, time and location of its discretion in New York State.

Section 4. Artificial Infant Food Industry/Commercial Milk Formula Industry. No representative of the artificial infant food industry, or anyone who primarily profits directly from the artificial infant food industry, may join the Coalition or be present in any form at any meeting of the Coalition. No program, publication, or activity of the Coalition shall be underwritten by any artificial infant food company or affiliated entity. Employees of companies that sell products or services that support breastfeeding may join the Coalition as individual members but they may not use New York Statewide Breastfeeding Coalition to promote business nor imply New York Statewide Breastfeeding Coalition endorses their services or products.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. General Management. The Corporation shall be managed by a Board of Directors which shall have ultimate authority in governing the operations, finances and affairs of the Corporation. It shall be empowered to determine programs and priorities, employ necessary staff, retain necessary professional assistance, authorize and ensure compliance with contract and agreements, authorize expenditures and take all necessary and proper steps to advance the purposes and promote the best interests of the Corporation. The Board, with the advice of various committees, if so authorized, shall implement, monitor and modify, as may be needed, policies and procedures necessary for proper corporate management. Where state statute may allow the Board to appoint a committee to perform a mandatory function and the Board chooses not to appoint such a committee, the Board itself shall assume the responsibilities of fulfilling that mandatory function.

Section 2. Number and Qualifications. The Board of Directors will determine the number of Directors. The Board shall consist of no less than three (3) and not more than thirty (30) Directors. All Officers and Directors must be at least eighteen (18) years of age.

Section 3. Classes of Directors. There shall be two classes of Directors serving on the Board, they are Organizational Directors and At-Large Directors.

3.1. Organizational Directors represent organizations whose interests align with the New York Statewide Breastfeeding Coalition's purpose to “improve the health of New Yorkers by working collaboratively to protect, promote and support breastfeeding as the norm in New York State. They are nominated or appointed by their organization, are recommended to the Board by the Nominating Committee, and are elected by the Board of Directors. The Nominating Committee shall give special consideration to geographic representation to ensure appropriate diversity.

3.2. At-large. At-large Directors shall be identified by the Nominations Committee and will be elected by the Board of Directors. The Nominating Committee shall give special

consideration to socioeconomic, demographic, and geographic representation to ensure appropriate diversity.

Section 4. Vacancies. A vacancy in office shall arise upon the resignation, removal, prolonged absence, incapacitation or death of a Director. A vacancy on the Board of Directors occurring in the interim between Meetings may be filled by an interim successor appointed by the Board of Directors. The Corresponding Secretary shall notify the Board of such vacancy as soon as one exists. At the next Regular Meeting following the vacancy, the Board may elect, by majority vote, a permanent successor for the vacant position. Directors elected to fill vacancies shall hold office for the remainder of the term of the vacated position in accordance with the classification of said position and until their successors have been elected and qualified. No period of interim service shall be considered for purposes of establishing limitations on the terms of Directors.

Section 5. Resignation. A Director may resign, at any time, by giving written notice to the Board of Directors, the Chair or the Corresponding Secretary. Directors shall be considered as having resigned if the Director or the organization they represent notifies in writing the Board of Directors, the Chair or Secretary that they shall no longer serve. Unless otherwise specified in notice, the resignation shall take effect upon receipt thereof by the Board of Directors, the Chair or the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

Section 6. Removal. Any, or all, of the Director(s) may be permanently removed with or without cause, by a two-thirds majority vote of the Board of Directors at any Regular Meeting or Special Meeting of the Board called for that purpose, or with, or without, cause, by a majority vote. Absence from two consecutive Board Meetings within the fiscal year shall be among the calls for removal. At any Meeting where a vote is to be taken to remove a Director, the Director in question may attend and shall be given a reasonable opportunity to argue in their defense.

Section 7. Terms. Terms for Directors are two years.

Section 8. Quorum. A majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business, except that the certificate of incorporation or the by-laws may fix the quorum at less than a majority of the entire board, provided that in the case of a board of fifteen (15) members or less the quorum shall be at least one-third of the entire number of board members and in the case of a board of more than fifteen members the quorum shall be at least five (5) members plus one (1) additional member for every ten (10) members (or fraction thereof) in excess of fifteen (15). Once a quorum is established, it will be maintained for the entire meeting regardless of the number of members who leave or arrive. Therefore, all motions may be enacted. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the by-laws so provide, notice of any adjournment of a meeting of the board to another time or place shall be given to the Directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Section 9. Voting. Each Director is entitled to have one (1) vote when they are present for the purposes of conducting business at a duly convened meeting.

Section 10. Action by the Board of Directors.

10.1. Action Defined. Except as otherwise provided by statute and/or these By-Laws, an “act,” or “action,” of the Board of Directors shall mean an action at a Meeting of the Board authorized by vote of a majority of the Directors present at the time of the vote, provided a sufficient quorum is present.

10.2. Written Unanimous Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if the Entire Board submits to the Secretary of the Corporation, or their designee, a written consent, delivered by regular mail, facsimile and/or electronic mail, authorizing a resolution to permit the action. A copy of the resolution, and all written consents thereto, shall be filed with the minutes of the proceedings of the Board.

10.3. Electronic Communication. Any, or all, Director(s), or committee member(s), may participate in any meetings of the Board of Directors, 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 a meeting of the Board.

Section 11. Presumption of Concurrence.

11.1. Meeting Participation. A Director who participates in a meeting of the Board of Directors at which an act, or action, on any corporate matter is taken shall be presumed to have concurred to the action taken unless said Director:

- a. assures that their dissent is entered in the minutes of the meeting;
- b. files a written dissent to such act or action with the Secretary of the meeting before the adjournment thereof, or;
- c. forwards a written dissent, by regular mail, facsimile, electronic communication or personal delivery, to the Secretary, immediately after the adjournment of the meeting.

11.2. Meeting Absence. A Director who is absent from a meeting of the Board at which an act, or action, on any corporate matter is taken shall be presumed to have concurred to the action taken unless said Director:

- a. forwards a written dissent, by personal delivery and/or registered mail, to the Secretary; or, a personally delivers, or, sends by registered mail, his/her written dissent thereto to the Secretary; or,
- b. assures that their dissent is entered in the minutes of the meetings of the Board within a reasonable time after learning of such action.

Section 12. Attendance. A Director who has missed the majority (more than 50%) of the Meetings of the Board of Directors within the calendar year may be asked to resign. In the event it is determined that a given Director will not fulfill the majority meeting requirement if they are not present at the next scheduled Regular Meeting of the Board, the Secretary shall submit a notice, by regular mail, facsimile and/or electronic mail, to such a Director advising them that if they do not attend said Meeting, a motion to this effect will be made for their permanent removal.

Section 13. Meetings.

13.1. Annual Board Meetings. The Board of Directors shall convene an Annual Meeting for the purpose of electing Officers of the Corporation. Reasonable advance notice of the Annual Meeting, including time, date and location shall be given by means of electronic communication.

13.2. Regular Meetings. The Board of Directors, in accordance with a schedule to be determined by resolution to the Board, shall endeavor to annually convene, at least, four (4) Regular Meetings. Reasonable advance notice of the Regular Meetings, including time, date and location, shall be given by means of electronic communication.

13.3 Special Meetings. The Board of Directors, whenever called by the Chair, the Secretary, or any three (3) Directors, may convene Special Meetings in order to consider specific matters that may be confronted by the Corporation between Regular Meetings, provided the order of business is limited solely to purposes specified in the Meeting notice. Notice of Special Meetings, including purpose, time, date and location, shall be given by means of electronic communication; it shall be given not less than seven (7) days before the Meeting.

Section 14. Waivers of Notice. Notice of any meeting of the Board of Directors need not be given to any Director who submits a signed waiver of notice, by regular mail, electronic mail, facsimile or personal delivery, to the Board, the Chair or the Secretary, either before or after the meeting, or who attends the meeting without protesting prior to formal commencement, the lack of formal notice.

Section 15. Voting. Each Director shall have one (1) vote for purposes of the appointment of Officers and the transaction of any other business considered by the Board of Directors.

Section 16. Parliamentary Law. In all matters of parliamentary procedure not covered or contradicted by these By-Laws, or applicable statute, regulation or contractual obligation, Robert's Rules of Order, newly revised, shall be used as a guideline in answering all questions of proper parliamentary procedure.

ARTICLE V. OFFICERS

Section 1. Officers and Appointment. The Board of Directors shall elect from the Board of Directors at the Annual Board Meeting by majority vote of the entire Board a Chair, Vice-Chair, Recording Secretary, Corresponding Secretary and Treasurer, and such other Officers as it may determine are needed from time-to-time, who shall be given such duties, powers and functions as hereinafter provided.

Section 2. Term. Each officer will be elected to a two-year term and shall hold office for the term until their successor has been elected. The Vice Chair and Corresponding Secretary shall be elected in the odd years. The Chair, Recording Secretary and Treasurer will be elected in the even years. An interim officer will be elected to complete the remainder of a term of office that is vacated early.

Section 3. Suspension, Removal, Resignation. Officers serve at the discretion of the Board of Directors. Any Officer elected by the Board may be suspended or removed by a majority (50% +1) vote of the Board. In the event of the resignation, suspension, removal, incapacitation or death of an Officer, the Chair of the Board shall appoint an acting successor to fill the unexpired term. This appointment shall be confirmed by a majority vote of the Board within the next two (2) Regular Meetings.

Section 4. Duties.

4.1. Chair. The Chair shall be the principal volunteer executive officer of the Corporation and shall in general, monitor and supervise the business and affairs of the Corporation. They shall preside at all meetings of the Board of Directors and shall be a voting member of all Committees of the Board and Committees of the Corporation, unless otherwise precluded by statute, regulation and/or these By-Laws. The Chair is authorized to sign any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, these By-Laws and/or applicable regulation or statute to some other Officer or agent of the Corporation. The Chair is the sole Officer or Director authorized to speak on behalf of the Corporation, unless the Chair and/or the Board of Directors have otherwise delegated such authority to another Officer, Director and/or representative or otherwise directed by these By-Laws. The Chair shall perform such other duties as from time-to-time may be assigned to them by the Board.

4.2. Vice Chair. In the absence of the Chair, or in the event of their inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time-to-time may be assigned to them by the Chair and/or the Board.

4.3. Recording and Corresponding Secretaries. There shall be two Secretary positions whose specific duties will be determined by the Board of Directors in policy but who collectively will perform the obligations of the position as defined in state statute and as otherwise stated herein. The Secretaries shall generally be responsible for assuring that the records of the Corporation are properly recorded, documented and stored and that all informal or formal notices that may be issued by the Corporation are tendered in a manner in compliance with all applicable statutes, regulations, contracts, ethical obligations, the Certificate of Incorporation, as may be amended, and these By-Laws. The Secretaries shall assure that the minutes of the meetings of the Board of Directors, and Committees of the Board or Corporation, if any, are properly recorded, documented and stored; keep a record of the post office address, telephone number and, when possible electronic address of each Director, Officer and member of a committee who does not serve on the Board, if any; notify Directors of election and members of committees of appointment; and, generally serve as custodian of the records of the Corporation. They may delegate recording, documentation and storage and other duties, as deemed appropriate, to other Officers, excepting the Chair, Directors, or employees of the Corporation. The Secretaries shall perform such other duties as from time-to-time may be assigned to them by the Chair and/or the Board.

4.4 Treasurer. The Treasurer shall be responsible for the supervision and accounting of all funds received or expended by the Corporation and shall keep the Board of Directors informed on all pertinent financial matters. The Treasurer shall provide a financial report at all Regular Meetings of the Board in a format prescribed by the Board. The Treasurer shall perform other duties as from time-to-time may be assigned to them by the Chair and/or the Board.

4.5. Immediate Past Treasurer. The Immediate past Treasurer shall remain available for one year in an advisory and training capacity to their successor.

4.6. Immediate Past Chair. The Immediate Past Chair shall remain available for one year in an advisory and training capacity to assist their successor.

ARTICLE VI. COMMITTEES

Section 1. Committee Types & General Authority & Responsibilities. The Board of Directors may permissibly charge committees to perform various functions on behalf of the Corporation in either of the two (2) available types: Committees of the Board and Committees of the Corporation. Each Committee of the Board and Committee of the Corporation, and every member thereof, shall serve at the pleasure of the Board. All Committees shall keep minutes of all proceedings, to be regularly submitted to the Secretary for subsequent distribution to the Entire Board, and report to the Board, at its next scheduled Regular Meeting, all activities and determinations.

Section 2. Committees of the Board. Committees of the Board of Directors shall be comprised solely of at least three (3) voting Directors elected by majority vote of the Entire Board and shall have either standing authority and/or may be designated specific authority from time-to-time by the Board to take action within statutory limitations that would legally bind the Board and/or the Corporation. No Committee of the Board shall have such the authority in the following matters:

- a. submission to Members, if any, of any act, or action, requiring Members approval by statute and/or these By-Laws;
- b. filling of vacancies on the Board, or in any of its various Committees;
- c. fixing of compensation for Directors, or members of its various Committees;
- d. authorization of any form of Fundamental Corporate Change, as set forth in these By-Laws, including, but not limited amendment, or repeal, of these By-Laws or the adoption of new By-Laws; and/or,
- e. amendment, or repeal, of any resolutions of the Board, which by its terms, shall not be capable of amendment or repeal.

The Board shall appoint, at least, three (3) Directors to serve on the following standing Committees of the Board: Executive and Audit and Finance. The Board, by resolution adopted by the majority of the Entire Board, may designate additional standing Committees of the Board, with such authority as the applicable resolution shall provide.

Section 3. Committees of the Corporation. Committees of the Corporation shall be composed of, at least, three (3) individuals elected by majority vote of the Entire Board and shall either have standing authority or may be designated specific authority from time-to-time by the Board. Committees of the Corporation are advisory in nature and cannot under any circumstances take actions that bind the Board and/or the Corporation. The Corporation shall have one Standing Committee: – Governance Committee.

Section 4. Executive Committee. The Executive Committee shall be composed of the elected Officers of the Corporation – Chair, Vice Chair, Recording Secretary, Corresponding Secretary, Treasurer, Immediate Past Chair and Committee Chairs. The Chair shall serve as the Chair of the Executive Committee. The Executive Committee shall maintain surveillance of the operations and affairs of the Corporation and shall be empowered to transact only such business as may be necessary between Regular Meetings of the Board of Directors, unless otherwise authorized by the Board. The Executive Committee is authorized to formulate policy positions of the Corporation on issues within its scope. The Board of Directors may reverse those decisions by a vote of two-thirds of the Board of Directors at a duly convened meeting. Meetings of the Committee may be called by the Chair or by any three (3)-members of the Committee.

Section 5. Governance Committee. The Governance Committee is a Committee of the Corporation and shall consist of at least three persons who are Directors. It shall be chaired by the Corresponding Secretary. The Committee shall be responsible for recruiting and nominating Directors and Officer for election by the Board; preparing ballots for voting positions, coordinating orientation for new Directors and assuring the continued development and training of the Board; endeavoring to assure that the composition of the Board is properly diversified by any class or qualification deemed imperative by the Board; monitoring Director participation and attendance; and, overseeing Director compliance with all expressed and implied policies and procedures. The Governance Committee gathers nominations for vacant board officer and At-Large Board positions. The Governance Committee is responsible for Conflict of Interest statements and their management.

Section 6. Qualification. The Board of Directors may establish or waive qualifications for committee appointments at its discretion to the extent allowed under statute and within these bylaws.

Section 7. Meetings. Meetings of committees, of which no formal notice shall be necessary, shall be held at such time and place as may be fixed by the Chair or the Chair of the applicable Committee or by majority vote of the members of the committee.

Section 8. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of all committees shall be subject at all times to the direction of the Board.

Section 9. Ex-officio Committee Members. The Chair or Vice Chair shall be ex-officio members of the committee but will have no vote at the committee meetings.

Section 10. Role of Committee Chair. Each Committee Chair will coordinate the committee's activities and report back to the full Board. All Committee Chairs must submit a written report to the Recording Secretary of the Board prior to each board meeting.

ARTICLE VII. FISCAL YEAR AND INDEPENDENT FINANCIAL AUDIT

Section 1. Fiscal Year. The fiscal year of the Corporation shall commence on January 1st and conclude on the 31st of December.

Section 2. Independent Financial Audit. If required pursuant to stipulated statutory thresholds dictated by revenue annually received and/or other applicable regulation and/or contractual obligation, demanded by the Office of the Attorney General, requested by another regulatory agency or funder as a condition of funding, or otherwise recommended and authorized by the Board of Directors, the accounts of the Corporation shall be subject to an annual audit report or audit review report prepared by "Independent Auditor" (as defined by Attachment "A") to be overseen by the Audit and Finance Committee of the Board, comprised solely of "Independent Directors" (as defined by Attachment "A").

ARTICLE VIII. FIDUCIARY DUTIES

Section 1. Duty of Care. All Directors shall exercise the same standard of care that a reasonable person, with similar abilities, acumen and sensibilities, would exercise under similar circumstances at all times. Each Director shall endeavor to understand all, or substantially, all of the consequences of his/her actions and/or the omissions.

Section 2. Duty of Loyalty. No Director shall be permitted to engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No Director shall be permitted to take any action, or establish any interest, that compromises their ability to represent the Corporation's best interest. All Directors are expected to represent the interests of this Corporation at all times while serving on the Board.

Section 3. Duty of Obedience. No Director shall be permitted to disobey or publically contradict an authorized decision of the Board.

ARTICLE IX. CONFLICT OF INTEREST AND STATUTORY COMPLIANCE

Section 1. Definitions. Should any term, phrase or understanding relative to any topic addressed in these By-Laws and/or the policies of the Corporation be specifically defined in a document entitled, "By-Law and Corporate Policy Definitions," a copy of which is annexed hereto, and made a part hereof of these By-Laws as *Appendix "A,"* the stipulated definition of such term in said document shall govern for purposes of interpreting the By-Laws and/or corporate policies. In addition to statutory definitions, the Corporation considers a conflict may arise with those individuals who have interests with Artificial Infant Food Industry/Commercial Milk Formula Industry as stated in Article III, Section 5 in these Bylaws.

Section 2. Conflicts of Interest & Related Party Transaction Protocols. This Corporation shall adopt, and at all times honor, the terms of a written Conflicts of Interest & Related Party Transaction Policy to assure that its Directors, Officers and Key Employees act in the Corporation's best interest and comply with applicable statutory, regulatory and ethical requirements. The Conflicts of Interest & Related Party Transaction Policy shall include, at a minimum, the following provisions:

- i. *Procedures.* procedures for disclosing, addressing, and documenting Conflicts of Interest and Related Party Transactions to the Board of Directors, or an authorized committee, as appropriate.
- ii. *Restrictions.* stipulations that when the Board of Directors, or an authorized committee, as appropriate, is considering a real/potential conflict of interest, the interested party shall not:
 - (a) be present at, or participate in, any deliberations;
 - (b) attempt to influence deliberations; and/or,
 - (c) cast a vote on the matter.
- iii. *Definitions.* definitions of circumstances that could constitute a conflict of interest.
- iv. *Documentation.* requirements that the existence and resolution of the conflict be documented in the records of the Corporation, including in the minutes of any meeting at which the conflict was discussed or voted upon; and,

v. *Audit-Related Disclosure.* protocols to assure for the disclosures of all real or potential conflicts of interest are properly forwarded to the Audit Committee.

Section 3. Conflicts of Interest & Related Party Transaction Conflicts Policy. The Conflicts of Interest and Related Party Transaction Policy of the Corporation required in order to comply with the mandates of Section 2 of this Article is annexed hereto, and made a part hereof as **Appendix "B."** This policy may only be amended, modified or repealed by a two-thirds (2/3) majority vote of the Board of Directors present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose with the change in policy to not be applicable to any pending or currently being reviewed real or potential conflicts of interest or Related Party Transaction.

Section 4. Potential Conflicts Disclosure Statement. The Potential Conflicts Disclosure Statement of the Corporation required in order to comply with the mandates of Section 2 of this Article is annexed hereto, and made a part hereof as **Appendix "C."**

Section 5. Whistleblower Protection Protocols. The Corporation shall endeavor to protect any "Director," "Officer" (each as defined by Attachment "A") employee, including any "Key Employee" (as defined by Attachment "A") or volunteer who provides substantial services to the Corporation, from intimidation, bullying, harassment, discrimination or other forms of retaliation on the part of the Corporation, or any of its, Directors, Officers, employees, including Key Employees, or volunteers, as a consequence of the good-faith filing of a report relative to possible violations of any statute, regulation, applicable ethical standard or policy or procedure of the Corporation. Provided the Corporation has twenty (20) or more employees (full-time, part-time, or a combination thereof) and annual revenue exceeding one million dollars (\$1,000,000), and/or otherwise mandated by other applicable statute, regulation and/or

contractual obligation, the Corporation shall adhere to the terms of a written Whistleblower Protection Policy, which, in the absence of such considerations, shall be considered advisable, but not required.

Section 6. Audit Oversight Protocols. Provided the Corporation is required pursuant to stipulated statutory thresholds dictated by revenue annually received and/or other applicable regulation and/or contractual obligation, demanded by the Office of the Attorney General, requested by another regulatory agency or funder as a condition of funding, or otherwise recommended and authorized by the Board of Directors, the accounts of the Corporation shall be subject to an annual audit report or audit review report prepared by “Independent Auditor” (as defined by Attachment “A”) to be overseen by a designated Audit or combined Audit and Finance Committee of the Board (as appropriate), comprised solely of “Independent Directors” (as defined by Attachment “A”). If such an audit report or audit review is commissioned, the Corporation shall adhere to the terms of a written Audit Oversight Policy, which, in the absence of statutory obligation, shall be considered advisable, but not required.

ARTICLE X. PROHIBITED CONDUCT, OBLIGATION & RELATED POLICIES

Section 1. Prohibited Conduct. Neither bullying, harassment nor discrimination shall be tolerated by this Corporation. Any individual bound by these By-Laws who is subject to bullying, abusive behavior, harassment, inappropriate physical touching or suggestive language, unfair behavior or discrimination relating to race, ethnicity, national origin, gender, religion, age, disability, veteran status, marital status, sexual orientation, political or union affiliation, or records of arrests or convictions, or who experiences is encouraged to report it immediately to a member of the Audit & Finance Committee.

Section 2. Obligations. Any individual bound by these By-Laws who is aware of conduct that would reasonably violate the terms of Section 1 herein is required to report such activity immediately.

Section 3. Related Policies. Appropriate policies concerning workplace bullying, harassment or discrimination will be stipulated in the personnel policies and procedures promulgated by the Corporation. However, nothing in this Article will bind the staff of the Corporation, who will instead be covered by the procedures contained in their personnel policies and procedures.

ARTICLE XI. ELECTED OFFICER & DIRECTOR COMPENSATION, REIMBURSEMENT AND LOANS

Section 1. *Compensation*. No elected Director, Officer or member of a committee shall receive compensation for their services as a Director, Officer and/or member of a committee, but if properly authorized, may permissibly receive other compensation for services that may be rendered to the Corporation, provided any such compensation is awarded pursuant to all applicable policies and procedures required by statute, regulation and/or these By-Laws. The Board of Directors shall be empowered to provide reasonable compensation, together with reimbursement for reasonably incurred expenses, for offices or positions not afforded voting privileges for purposes, such as the position of Executive Director.

Section 2. Reimbursement. Notwithstanding the mandates of this Article, at the discretion of the Board of Directors, individual Directors, Officers, members of Committees and employees may be reimbursed in an amount determined by the Board for expenses reasonably incurred by them in the performance of their duties on behalf of the Corporation.

Section 3. Loans. No loans shall be made by the Corporation to its Directors, Officers, members of committees or to any other corporation, firm, association or other entity in which one or more of its Directors, Officers or committee members are directors or officers or hold a substantial financial interest, except as may be permitted by statute.

ARTICLE XII. FUNDAMENTAL CORPORATE CHANGES

Section 1. By-Law Amendment. These By-Laws may be amended, repealed or altered, by a two-thirds (2/3) majority vote of the Directors present at any Annual Meeting, Regular Meeting or Special Meeting of the Board called for that purpose, excepting that the Board shall have no authority to amend, repeal or alter Article III, this Article XIV or any other By-Law applicable to the rights, entitlements and/or obligations of the Members. Any amendment, repeal or alteration of the By-Laws authorized by the Board shall be presented to the Membership at the next Annual Meeting or Special Meeting of the Membership called for that purpose, and may be vetoed, in whole or in part, or otherwise modified by majority (50% +1) vote of the Members present. The Membership may by majority (50% +1) vote of the Members present at any Annual Meeting or Special Meeting of the Membership called for that purpose, amend, repeal or alter Article III, this Article XIV, any other By-Law applicable to the rights, entitlements and/or obligations of the Members or the By-Laws, in their entirety, with or without the consent of the Board,

Section 2. Certificate of Incorporation.

2.1. Amendment. The Certificate of Incorporation of the Corporation may be changed or amended, in whole or in part, by a two-thirds (2/3) majority vote of the Board of Directors provided all statutory approvals are subsequently secured and any Certificate of Amendment or Restated Certificate of Incorporation is accepted for filing by the New York Department of State.

2.2. Governing Effect. If there is any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

Section 3. Purchase, Lease, Sale, Mortgage or Disposition of Real Property or Other Assets. The purchase, lease (for five (5)-or more years), sale, mortgage or disposition of all, or substantially all, of the real property or other assets of the Corporation shall only be authorized by a two-thirds (2/3) majority vote of the Board of Directors.

Section 4. Creation of Corporate Affiliate Relationship. The Corporation may only enter into any affiliate arrangement, such as a parent/subsidiary relationship with another corporation, or form a new corporation for purposes of establishing an affiliate relationship, by a two-thirds (2/3) majority vote of each the Board of Directors.

Section 5. Merger or Consolidation. This Corporation may be merged or consolidated by a two-thirds (2/3) majority vote of each the Board of Directors provided all statutory approvals are subsequently secured and any Certificate of Merger or Consolidation is accepted for filing by the New York State Department of State.

Section 6. Dissolution.

6.1. Procedure. This Corporation may be dissolved by a two-thirds (2/3) majority vote of each the Board of Directors provided all statutory approvals are subsequently secured and a Certificate of Dissolution is accepted for filing by the New York Department of State.

6.2. Residual Assets. In seeking approvals necessary for Dissolution, the Corporation shall exercise its best efforts to assure that any residual assets shall be donated appropriately as determined by the executive committee.

Adopted and Accepted, March 1, 2016 by the NYSBC Board of Directors APPENDIX A—By-Law & Corporate Policy Definitions

1. Charitable Corporation.

Any Not-for-Profit Corporation formed, or deemed to be formed, for charitable purposes, including those formerly considered by the Not-for-Profit Corporation Law to be Type “B” or “C” Corporations, as well as former Type “D” with charitable purposes.

2. Non-Charitable Corporation.

Any Not-for-Profit Corporation formed, or deemed to be formed, for other than the purposes of a Charitable Corporation, including, but not limited to one formed for any one, or more of the following non-pecuniary purposes: civic, patriotic, political, social, fraternal, athletic, agricultural, horticultural, or animal husbandry, or for the purpose of operating a professional, commercial, industrial, trade or service association, including those formerly considered by the Not-for-Profit Corporation Law to be Type “A” Corporations, as well as former Type “D” with non-charitable purposes.

3. Related Party.

A “Related Party” means (i) any Director, Officer or Key Employee of the Corporation, or any Affiliate; (ii) any Relative of any Director, Officer or Key Employee of the Corporation, or any Affiliate; or (iii) any entity in which any individual described in clauses (i) and (ii) herein has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

4. Affiliate.

An “Affiliate” of the Corporation means any entity controlled by, in control of, or under common control with, the Corporation.

5. Director.

A “Director” means any member of the governing board of the Corporation, whether designated as director, trustee, manager, governor, or by any other title.

6. Officer.

An “Officer” means any director, trustee, manager, governor, or by any other title, any individual holding an office of the Corporation identified in the Certificate of Incorporation and/or By-Laws.

7. Key Employee.

A “Key Employee” means any person who is in a position to exercise substantial influence over the affairs of the Corporation.

8. Relative.

A “Relative” of an individual means his or her spouse, domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and/or great-grandchildren

9. Related Party Transaction.

A “Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Corporation, or any Affiliate, is a participant. The assessment of, and any determination concerning, any Related Party Transaction, must be considered in strict compliance with the adopted policies and procedures of the Corporation.

10. Entire Board. The “Entire Board” means the total number of Directors entitled to vote which the Corporation would have if there were no vacancies. If the By-Laws provide that the Board of Directors shall consist of a fixed number of Directors, then the “Entire Board” shall consist of that number of Directors. If the By-Laws provide that the Board may consist of a range between a minimum and maximum number of Directors, then the “Entire Board” shall consist of the number of Directors within such range that were elected as of the most recently held election of Directors.

11. Independent Director.

An “Independent Director” means a Director who:

- i. is not, and has not been within the last three (3) fiscal years, an employee of the Corporation or an Affiliate of the Corporation and does not have a Relative who is, or has been within the last three (3) fiscal years, a Key Employee (as defined by these By-Laws) of the Corporation or an Affiliate;
- ii. has not received, and does not have a Relative who has received, in any of the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation or an Affiliate (other than reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director if permitted by statute and regulation; and,
- iii. is not a current employee of or does not have a substantial financial interest in, and does not have a Relative who is a current Officer of or has a substantial financial interest in, any entity that has made “payments” to, or received “payments” from, the Corporation or an Affiliate of the Corporation for property or services in an amount which, in any of the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue. For purposes of this definition the term “payments” does not include charitable contributions.

12. Independent Auditor.

An “Independent Auditor” means any Certified Public Accountant performing the audit of the financial statements of the Corporation who is not, nor is any member of their firm, an Officer, Director, employee or volunteer of the Corporation or has a Relative who is such an individual.

APPENDIX B—Board of Directors Conflicts of Interest Policy & Related Party Transactions Policy

1. Policy Requirements.

All real or potential “Related Party Transactions” (as defined by Attachment “A”) and any other conflicted matter must be addressed in accordance with the terms of this Board of Directors Conflicts of Interest and Related Party Transactions Policy. Any Related Party Transaction, or any other conflicted matter, authorized in a manner that is materially inconsistent with the terms of this policy may be subsequently rendered void or voidable by a vote of the majority (50% +1) of the Board of Directors, excluding any Directors with an interest in the subject transaction or matter.

2. General Disclosure.

Prior to initial election, and annually thereafter, each Director shall be required to complete, sign and submit to the Secretary, or an authorized designee, as appropriate, a written statement identifying, to the best of the Director's knowledge, any entity of which such Director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the Director might have a conflicting interest. The Secretary shall provide a copy of all completed disclosure statements to the Chair of the Audit and Finance Committee. A copy of each disclosure statement shall be available to any Director on request.

3. Specific Disclosure.

If at any time during his or her term of service, a Director, Officer or Key Employee (all as defined by Attachment “A”) acquires an interest, or circumstances otherwise arise, which could give rise to a real or potential Related Party Transaction, or any other conflicted matter, he or she shall promptly disclose, in good-faith, to the Board of Directors, or an authorized committee thereof, as appropriate, the material facts concerning such interest.

4. Audit & Finance Committee Review.

Unless the Board of Directors elects to directly assume such responsibility, the Audit and Finance Committee, or a sub-committee thereof, shall review any real or potential Related Party Transaction, or matter which might be considered to constitute a conflict of interest for a particular Related Party (as defined by Attachment “A”).

5. Standard of Review.

In any instance where a Related Party Transaction, or other conflicted matter, is being reviewed, and is so material that it would customarily warrant formal approval by the Board of Directors, either the Audit and Finance Committee shall thoroughly review the transaction or matter and submit to the Board a recommendation as whether or not it should be approved, or the Board, itself, shall thoroughly review the transaction and render a binding determination.

6. Authorization of Related Party Transactions

The Corporation shall not enter into any Related Party Transaction, or any other conflicted matter, unless such a transaction, or matter, is determined by the Board to be fair, reasonable and in the Corporation's best interest at the time of such determination.

7. Authorization of Transactions Concerning Substantial Financial Interest.

With respect to any Related Party Transaction, or other conflicted matter, in which a Related Party has a substantial financial interest, the Board of Directors, or an authorized committee, as appropriate shall:

- i. prior to entering into such transaction, or matter, to the extent practicable, consider alternative transactions and/or a review of information compiled from, at least, two (2) independent appraisals of other comparable transactions;
- ii. approve the transaction by not less than a two-thirds (2/3s) majority vote of the Directors and/or committee members, as appropriate, present at the meeting; and,
- iii. contemporaneously document the basis for approval by the Board, or authorized committee, as appropriate, which shall include the preparation of a written report, to be attached to the minutes of any meeting where the transaction or matter was deliberated or authorized, identifying the details of the transaction or matter; alternate transactions considered; materials or other information reviewed, Directors, or committee members, present at times of deliberations; names of those who voted in favor, opposed, abstained or were absent; and, the specific action authorized.

8. Restrictions.

With respect to any Related Party Transaction, or any other conflicted matter, considered by the Board, or an authorized committee, as appropriate, No Related Party shall:

- i. be present at, or participate in, any deliberations;
- ii. attempt to influence deliberations; and/or,
- iii. cast a vote on the matter.

Nothing herein shall prohibit the Board, or authorized committee, as appropriate, from requesting that a Related Party present information concerning a Related Party Transaction, or any other conflicted matter, at a Board, or authorized committee, meeting prior to the commencement of deliberations or related voting.

9. Nepotism.

If a “Relative” (as defined by Attachment “A”), or a household member, of an employee or Director is considered for employment or retention by the Corporation as an employee or contractor, a presumption of a Related Party Transaction is created. The terms of this Conflicts of Interest and Related Party Transaction Policy will govern the consideration of such a matter. In cases where a Related Party, or household member, is found to be the best candidate for a given position and is hired as an employee or retained as a contractor, the Corporation shall document that the employee/contractor is qualified and paid a reasonable salary/rate in accordance with other corporate employees and contractors. In addition, such employee or contractor shall not be supervised by, or be in the line of supervision of, the Related Party or household member.

10. Audit-Related Disclosure of Conflicts.

It shall be the duty of the Secretary to see to it that all newly-received and annually-submitted Director Conflicts Disclosure Statements (as set forth in Attachment “C”) and any case-specific Related Party Transaction reports, together the minutes of any related meetings, are promptly provided to the Chair of the Audit and Finance Committee, if applicable, in an effort to assure that they are properly considered for auditing purposes.

APPENDIX C—Code of Ethical Conduct & Annual Potential Conflicts Disclosure
Statement
—Code of Ethical Conduct—

This Corporation is committed to maintaining the highest standard of conduct in carrying out our fiduciary obligations in pursuit of our tax-exempt mission and purposes. As such, each and every Director, Officer and Key Employee (to the extent applicable) shall adhere to the following code of conduct:

By-Laws & Policies.

- be aware of and fully abide by the By-Laws, policies and procedures of the Corporation
- assure compliance of the Corporation with respect to all applicable statutes, regulations and contractual requirements
- respect and fully support the duly-made decisions of the Board of Directors in accordance with all applicable fiduciary duties, including those related to care, loyalty and obedience
- respect the work and recommendations of committees, which are duly charged and have convened and deliberated accordingly
- work diligently to ensure that the Board fully assumes its role as a policy-making, governing body
- understand that the Executive Director, as the Corporation’s chief administrative officer, has the sole responsibility for the day-to-day management of the Corporation—specifically, including the supervision of personnel—and for implementation of Board policies and directives

Informed Participation.

- attend most, if not all, meetings of the Board of Directors and assigned committees
- remain informed of all matters, including financial, that come before the Board and/or assigned committees
- respect and follow the “chain of command” of the Board and administration
- constructively and appropriately bring to the attention of the Board, Officers, committee chairs and/or appropriate staff any questions, personal views, opinions and comments of significance on relevant matters of governance, policy making and corporate constituencies
- oppose, on the record, actions of the Board with which one disagrees or is in serious doubt
- appropriately challenge, within the structure and By-Laws of the Corporation, those binding decisions that violate the legal, fiduciary or contractual obligations of the Corporation
- do not fully commit to voting a particular way on an issue before participating in a deliberation session in which the matter is discussed and action taken.
- act in ways that do not interfere with the duties or authority of staff

Conflict of Interest, Representation & Confidentiality

- represent the best interests of the Corporation at all times and to declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith, on behalf of the best interests of the Corporation
- conform to the procedures for such disclosure and actions as stated in the By-Laws or otherwise established by the Board of Directors
- not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because, or as a result, of the Director’s affiliation with the Corporation.

- publicly support and represent the duly made decisions of the Board
- always speak positively of the Corporation when communicating with current and potential stakeholders and constituencies
- not take any public position representing the Corporation on any issue that is not in conformity with the official position of the Corporation
- not use or otherwise relate one's affiliation with the Board to independently promote or endorse political candidates or parties for the purpose of election
- maintain full confidentiality and proper use of information obtained as a result of Board service in accordance with Board policy or direction

Interpersonal.

- speak clearly, listen carefully to and respect the opinions of fellow Directors and Key Employees
- promote collaboration and partnership among all Directors
- maintain open communication and an effective partnership with the Corporation's Officers and various committees, if any
- remain "solution focused," offering criticism only in a constructive manner
- not filibuster or engage in activities during meetings that are intended to impede or delay the progress and work of the Board because of differences in opinion or other personal reasons
- always work to develop and improve one's knowledge and skills that enhances one's abilities as a Director

NYSBC—Annual Potential Conflicts Disclosure Statement—

As a Director or Officer or Key Employee of the Corporation, prior to your being seated on the Board of Directors or commencing employment with the Corporation, as appropriate, and annually thereafter, you are required to truthfully, completely and accurately disclose all information requested herein and to promptly update all such information as factual circumstances may change from time-to-time. With regard to this Conflicts Disclosure Statement, be advised, all material terms identified by quotation marks are defined by Appendix “A” of the By-Laws of the Corporation, which is entitled “By-Law & Corporate Policy Definitions.”

Please mark ‘Yes’ or ‘No’ & provide additional information when requested

Financial Information Return Disclosure

Responses to the following questions are required in order to complete financial information returns annually submitted to the Internal Revenue Service and the Office of the Attorney General.

1. Have you served as an officer, director, trustee, key employee, partner or member of, or hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%), in, an entity, which during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with the Corporation?

No Yes If Yes, briefly describe below & attach a detailed explanation

2. Have you, individually, or through an entity where you hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%), during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with any individual who is a current or former “Officer,” “Director” or “Key Employee” of the Corporation?

No Yes If Yes, briefly describe below & attach a detailed explanation

3. Do you have a “Relative” who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, a direct, or indirect, business relationship with the Corporation?

No Yes

If *Yes*, briefly describe below & attach a detailed explanation

4. Have you, or did you have a “Relative” who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, any transaction with the Corporation that might reasonably be considered a real or potential conflict of interest pursuant to the Corporation’s Board of Directors Conflicts of Interest Policy, which has not been otherwise disclosed herein?

No Yes

If *Yes*, briefly describe below & attach a detailed explanation

5. Have you been provided with, properly reviewed and reasonably understand the terms of the Corporation’s current written Board of Directors Conflicts of Interest Policy?

No Yes

If *No*, briefly describe below &/or attach a detailed explanation

Independent Director Assessment Disclosure.

In order to qualify as an “Independent Director,” as defined by the New York Not-for-Profit Corporation Law, an Officer or Director must respond in the *negative* to each of the following questions, although failure to respond to all questions in the *negative* shall not necessarily preclude such an Officer or Director from serving on the Board of Directors.

1. Are you currently, or have you been within the last three (3) fiscal years, an employee of the Corporation, or an “Affiliate” of the Corporation?

No Yes

If *Yes*, briefly describe below & attach a detailed explanation

Continued on the next page...

2. Do you have a “Relative” who is, or has been within the last three (3) years, a “Key Employee” of the Corporation or an Affiliate of the Corporation?

No Yes

If Yes, briefly describe below & attach a detailed explanation

3. Have you received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation, or an “Affiliate” of the Corporation, other than reimbursement for out-of-pocket expenses?

No Yes

If Yes, briefly describe below & attach a detailed explanation

4. Do you have a “Relative” who has received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation, or an “Affiliate” of the Corporation, other than reimbursement for out-of-pocket expenses?

No Yes

If Yes, briefly describe below & attach a detailed explanation

5. Are you a current officer or employee of, or do you have a substantial financial interest in, any entity that has made “payments” to, or received “payments” from, the Corporation or an “Affiliate” of the Corporation, for property or services in an amount which, within the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue. For purposes of this question, the definition of the term “payments” does not include charitable contributions.

No Yes

If Yes, briefly describe below & attach a detailed explanation

Continued on the next page...

6. Do you have a Relative who is a current officer or employee of, or has a substantial financial interest in, any entity that has made “payments” to, or received “payments” from, the Corporation or an “Affiliate,” for property or services in an amount which, within the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or two percent (2%) of such entity's consolidated gross revenue. For purposes of this question, the definition of the term “payments” does not include charitable contributions.

No Yes

If Yes, briefly describe below & attach a detailed explanation

—Certification—

I, the undersigned, certify that I have read and understand this Code of Ethical Conduct & Annual Conflicts Disclosure Statement. I agree that my actions will comply with the disclosures found in this document. I further affirm that neither I, as a Related Party nor any Relative have, or had, an interest, or has taken any action, that contravenes, or is likely to contravene, the Conflicts of Interests Policy of the Corporation or, otherwise impedes my ability to act as a fiduciary and in the best interests of the Corporation, except those that may have been disclosed herein.

Director Printed Name _____

Director Signature

Date _____

Mailing Address _____

Email address _____

Cell Phone _____