

RESOLUTION NO. 1 OF 2021

RE: ADOPTING THE BYLAWS OF THE DUTCHESS COUNTY-POUGHKEEPSIE LAND BANK

Members NELSON and WRAFTER offer the following and move its adoption:

WHEREAS, the inter-municipal agreement for the creation of the Corporation by and between the County of Dutchess and the City of Poughkeepsie which was fully executed on July 16, 2020 which (hereinafter referred to as the "IMA") requires the Dutchess County-Poughkeepsie Land Bank (hereinafter referred to as "the Corporation") to adopt Bylaws consistent with the IMA and Article 16 of the New York Not-For Profit Corporation Law (hereinafter the Land Bank Act); and

WHEREAS, the Directors of the Corporation have received the proposed Bylaws, have had opportunity to review them, and said Bylaws are attached to this Resolution as Appendix "A"; and

WHEREAS, the proposed bylaws are consistent with the IMA and the Land Bank Act.

NOW, THEREFORE, BE IT RESOLVED by the Corporation that: The proposed Bylaws of the Corporation as attached to this Resolution as Appendix "A" are hereby adopted and shall be effective immediately.

The question of the adoption of the foregoing Resolution was duly put to vote on a roll call, which resulted as follows:

	Aye	Nay	Other (Absent/Abstain)
Angela DeFelice	<u>X</u>	_____	_____
Brian Engles	<u>X</u>	_____	_____
Susan Fortunato	_____	_____	<u>X</u>
Erica Lane	<u>X</u>	_____	_____
Brian Martinez	<u>X</u>	_____	_____
Marc Nelson	<u>X</u>	_____	_____
Jacob Reckess	<u>X</u>	_____	_____
Heidi Seelbach	<u>X</u>	_____	_____
Eoin Wrafter	<u>X</u>	_____	_____
Total	<u>8</u>	<u>0</u>	<u>1</u>

Present: 8

Absent: 1

The foregoing Resolution was thereupon declared duly adopted meeting the requirements of the Dutchess County-Poughkeepsie Land Bank (DCPLB) bylaws requiring a majority of the Board approving this resolution.

STATE OF NEW YORK

SS:

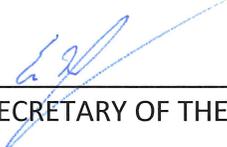
COUNTY OF DUTCHESS

This is to certify that I, the undersigned Secretary of the Dutchess County-Poughkeepsie Land Bank (DCPLB) have compared the foregoing resolution with the original resolution now on file in the office of said secretary, and which was adopted by said Land Bank on the 26th day of August 2021, and that the same is a true and correct transcript of said original resolution and of the whole thereof.

I FURTHER CERTIFY that (A) all members of the Board had due notice of said meeting; (B) said meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public, and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; (D) there was a quorum of the members of the Board present throughout said meeting; and (E) Pursuant to the Bylaws, a majority of the Board has voted to approve this resolution.

I FURTHER CERTIFY that, as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed, or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand this 31st day of August 2021.



SECRETARY OF THE CORPORATION

DUTCHESS COUNTY-POUGHKEEPSIE LAND BANK

DRAFT BYLAWS

ARTICLE I: THE CORPORATION

SECTION 1. Name: The name of the Corporation shall be as provided in its Certificate of Incorporation and is currently the "Dutchess County-Poughkeepsie Land Bank".

SECTION 2. Primary Purpose: The Corporation shall have such purposes as are now or hereafter set forth in its Certificate of Incorporation. The primary purpose for which it is formed is to acquire title to county and city-owned distressed properties in Dutchess County and the City of Poughkeepsie and restore those properties to productive use.

SECTION 3. Seal: The Corporation's seal shall be in the form of a circle and shall bear the name of the Corporation and the year of its organization, and the words "Corporate Seal, New York." The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or otherwise reproduced.

SECTION 4. Office: The office of the Corporation shall be in the City of Poughkeepsie, Dutchess County, New York, or such other address as the Corporation may designate, from time to time, by resolution.

SECTION 5. Compliance with Law: The Corporation shall comply with all Federal, State, and local laws, ordinances, rules, regulations, and orders applicable, including the Inter-Municipal Agreement executed by the Corporation.

ARTICLE II: BOARD OF DIRECTORS

SECTION 1. Power of Board and Qualification of Directors: The Corporation shall be managed by its Board of Directors. The Board of Directors shall have complete discretion, power, and authority in the management and control of the business of the Corporation, shall make all decisions affecting the business of the Corporation, and shall manage and control the affairs of the Corporation to carry out the business and purposes of the Corporation. The Board shall have all powers conferred on Boards of not-for-profit corporations pursuant to New York State law, or any other law that is applicable to the Corporation. Each Director shall be at least eighteen (18) years of age.

SECTION 2. Number, Election, and Term of Directors:

- a) The number of Directors shall initially consist of nine members (each, a "Director"), but never more than eleven (11) directors if the corporation is expanded in accordance with the Articles of Incorporation and appointed as follows:
 - 1) two (2) Directors shall be appointed by the Mayor of the City of Poughkeepsie
 - 2) two (2) Directors shall be appointed by the City of Poughkeepsie Common Council
 - 3) two (2) Directors shall be appointed by the County Executive of Dutchess County
 - 4) two (2) Directors shall be appointed by the Dutchess County Legislature
 - 5) one (1) director shall be appointed jointly by the County Executive of Dutchess County and the Mayor of the City of Poughkeepsie, subject to confirmation by the Dutchess County Legislature

and the City of Poughkeepsie Common Council

- 6) if there are eleven (11) Directors, two (2) shall be appointed by the additional foreclosing governmental unit's legislative body subject to confirmation by their Chief Elected Official
- b) The Directors shall serve for a term of three (3) years except for the original appointed Directors which shall serve a term as follows:
 - 1) two (2) Directors appointed by the Mayor shall hold office for a term of three (3) years
 - 2) two (2) Directors appointed by the Common Council of the City of Poughkeepsie shall hold office for a term of two (2) years
 - 3) two (2) Directors appointed by the County Executive of Dutchess County shall hold office for a term of three (3) years
 - 4) two (2) Directors appointed by the Dutchess County Legislature shall hold office for a term of two (2) years
 - 5) one (1) Director appointed jointly by the Mayor of the City of Poughkeepsie and the County Executive of Dutchess County shall hold office for a term of two (2) years
- c) Directors shall be eligible to serve a maximum of three full terms, in addition to any partial term for which such director was appointed to fill a vacancy or any initial term that is less than a full three-year term
- d) No Director shall be an elected representative of any foreclosing governmental unit
- e) Directors appointed by the County Executive or the County Legislature shall be a resident of Dutchess County, Directors appointed by the Mayor of the City of Poughkeepsie or the Common Council of the City of Poughkeepsie shall be a resident of the City of Poughkeepsie. A Director appointed jointly by the Mayor of the City of Poughkeepsie and the County Executive of Dutchess County shall be a resident of Dutchess County

SECTION 3. Organization: At each meeting of the Board of Directors, the Chairperson shall preside. The Secretary shall act as Secretary of the Board of Directors. In the event the Chairperson shall be absent from any meeting of the Board of Directors, the Vice-Chairperson shall preside. In the event the Secretary shall be absent from any meeting of the Board of Directors, the Directors at the meeting shall select its Secretary.

SECTION 4. Resignation and Removal of Directors:

- a) Any Director of the Corporation may resign at any time by giving written notice to the Chairperson or the Secretary. Such resignation shall take effect at the time specified therein or, if no time is specified, then on delivery. Acceptance of the resignation shall not be necessary to make it effective
- b) Any Director elected by the Board of Directors may be removed, with cause, by a vote of a majority of the entire Board of Directors. Removal shall follow procedures Pursuant to Not for Profit Corporation Law Section 1605

SECTION 5. Vacancies: A vacancy among the Directors of the Board appointed under section 2(b), whether caused by death, resignation, or removal of a Director, shall be filled in the same manner as the original appointment for the balance of the unexpired term. Such vacancy shall be filled as soon as practicable.

SECTION 6. Action by the Board of Directors: Except as otherwise provided by law or by these Bylaws, the act of the Board means action taken at a meeting of the Board by a vote of a majority of the Directors present at such time of the vote, if a quorum is present at such time, except as provided in section 1605 (l) of the NPCL.

SECTION 7. Independence:

- a) No Director, including the Chair, shall serve as the Corporation's Executive Director, Chief Operating Officer, Chief Financial Officer, Comptroller, or hold any other equivalent executive position of office while also serving as a director.
- b) As soon as practicable and in compliance with Section 2825 of the New York Public Authorities Law, the majority of the Directors of the Board shall be Independent Directors, as such term is defined in paragraph (c) below.
- c) Independence. For the purpose of these bylaws, an Independent Director is one who:
 - 1) Is not, and in the past two years has not been, employed by the Corporation or any other corporate body having the same ownership and control of the Corporation in an executive capacity
 - 2) Is not, and in the past two (2) years has not been employed by an entity that received remuneration valued at more than fifteen thousand dollars (\$15,000.00) for goods and services provided to the Corporation or received any other form of financial assistance valued at more than fifteen thousand dollars (\$15,000.00) from the Corporation
 - 3) Is not a relative of an executive officer or employee in an executive position of the Corporation or any other corporate body having the same ownership and control of the Corporation
 - 4) Is not, and in the past two (2) years has not been a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations, or any other similar actions of the Corporation or another corporate body having the same ownership and control of the Corporation
 - 5) No director of the Board shall acquire any interest, direct or indirect, in real property of the Corporation, in any real property to be acquired by the Corporation, or in any real property to be acquired from the Corporation. No director of the Board shall have any interest, direct or indirect, in any contract or proposed contract for materials or services to be furnished or used by the Corporation.
- d) Each Director shall have one vote.

SECTION 8. Place of Meetings: The Board of Directors may hold its meetings in Dutchess County, New York, or at such place or places within the State of New York. Said meetings shall be open to the public as dictated in New York Not for Profit Corporation Law §1612. The Board may go into executive session as permitted by New York Public Officers Law §105.

SECTION 9. Annual Meetings: The Annual Meeting of the Board of Directors shall be held in March or such other month as the Board of Directors determines, at which time the Directors elect directors and officers and transact such other business as may properly come before the meeting.

SECTION 10. Regular Meetings of Directors: Regular meetings of the Board of Directors may be held at such times as may be fixed from time to time by resolution of the Board of Directors.

SECTION 11. Special Meetings: Special meetings of the Board shall be held whenever called by the Chair or in the absence of the Chair by the Vice-Chair, or by any two (2) of the Directors. Notice shall be given orally, by e-mail, or by mail and shall state the purposes, time, and place of the meeting. If notice is given orally, in person, or by phone it shall be given not less than two (2) days before the meeting; if it is given by email, or by mail, it shall be given not less than three (3) days before the meeting. At such a special meeting no business shall be considered other than that designated in the notice.

SECTION 12. Waivers of Notice: Notice of a meeting need not be given to any Director who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

SECTION 13. Quorum:

- a) A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at meetings of the Board. When a quorum is once present to organize a meeting, it shall not be broken by a subsequent withdrawal of any Director(s)
- b) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 14. Attendance at Meetings: Attendance at each meeting of the Board shall be recorded by the Secretary in the minutes thereof. The Clerk of the appointing authority shall receive notification of the failure of a director of the Board of Directors to attend three (3) consecutive regular meetings of the Board unless such absence is for good cause and is excused by the Chairperson.

SECTION 15. Compensation: The Board of Directors shall receive no compensation for their services as Directors but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

SECTION 16. Annual Independent Audit: The Board of Directors shall present to the Executive Director the annual independent audit report performed in accordance with the requirements of the Public Authorities Accountability Act (hereinafter "PAAA") and generally accepted government auditing standards certified by a firm of independent public accountants selected by the Board. The certified independent public accounting firm that performs the annual independent audit shall report the following:

- a) The assets and liabilities, including any trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report
- b) The principal changes in assets and liabilities, including any trust funds, during the fiscal year immediately preceding the date of the report
- c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report
- d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report
- e) A schedule of the bonds and notes of the Corporation outstanding during the fiscal period, including all

refinancings, calls, refundings, defeasments, and interest rate exchange or other such agreements, and for any debt issued during such fiscal period as a part of a schedule of debt issuance that includes the date of issuance, term, amount, interest rate, means of repayment and cost of issuance.

- f) Furthermore, the certified independent public accounting firm that performs the annual independent audit shall report to the Board or designated Board committee the following:
- i. all critical accounting policies and practices to be used
 - ii. all alternative treatments of financial information within generally accepted accounting principles that have been discussed with the management of the Corporation, ramifications of the use of such alternative disclosures and treatments, and the treatments preferred by the certified independent public accounting firm
 - iii. other material written communications between the certified independent public accounting firm and the management of the Corporation, such as the management letter along with management's response or plan of corrective action, material corrections identified, or schedule of unadjusted differences, where applicable.

SECTION 17. Annual Report to Municipal Authority: The Chairperson shall prepare and present a report, in oral and written form, to the Dutchess County Executive, Chair of the Dutchess County Legislature, Mayor of Poughkeepsie, and Chair of the Poughkeepsie Common Council by March 15th of each year. The report shall describe in detail the projects undertaken by the Corporation during the past year, the monies expended by the Corporation, and the administrative activities of the Corporation, in accordance with Article 16 of NPCL.

SECTION 18. Training: All directors shall participate in training approved by the State of New York regarding their legal, fiduciary, financial, and ethical responsibilities as directors within one (1) year of appointment to the Board, all Directors of the Board shall participate in such continuing training as may be required to remain informed to best practices, regulatory and statutory changes relating to the effective oversight of the management and financial activities of the Corporation and adhere to the highest standards of responsible governance.

SECTION 19. EX-Officio Members: The Board of Directors by majority vote may appoint two non-voting individuals to participate in Board meetings for the purpose of representing certain segments of the community as determined by the Board and/or for gaining experience for possible future service on the Board.

ARTICLE III: COMMITTEES

SECTION 1. STANDING COMMITTEES: The Standing Committees of the Corporation are Audit, Finance, and Governance.

- a) Members of standing committees shall be appointed by not less than a majority vote of the Board, for a one (1) year term or, in the case of appointments due to vacancy(ies), from the time of appointment, and ending at the close of the fiscal year
- b) Except as otherwise provided by the Bylaws, such Standing Committee shall consist of at least three (3) Directors
- c) The Chair of the Finance Committee shall be the Treasurer
- d) The Chairs of all other standing committees shall be appointed by the Chairperson from the Directors of the Board for a term beginning at the time of the appointment and ending at the close of the subsequent fiscal year
- e) Standing Committees may include members of the Board of Directors and non-Board members
- f) No Standing Committee shall have authority as to the following matters:
 - 1) The submission to the Directors of any action requiring its approval

- 2) The amendment or repeal of these Bylaws or adoption of new Bylaws; or
- 3) The amendment or repeal of any resolution of the Board which by its terms is not so amendable or repealable.

SECTION 2. Audit Committee: There shall be an Audit Committee consisting entirely of Independent Directors, who shall be elected by the Directors at each Annual Meeting and shall serve until the next Annual Meeting. To the extent practicable, members of the Audit Committee should be familiar with corporate financial and accounting practices. The Audit Committee shall recommend to the Board the hiring of a certified independent accounting firm in compliance with the Public Authorities Law of New York State to conduct the annual independent audit, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the annual independent audit.

SECTION 3. Finance Committee: The Finance Committee shall provide financial oversight for the organization, including budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies.

SECTION 4. Governance Committee: There shall be a Governance Committee consisting of Independent Directors, who shall be elected by the directors at each Annual Meeting and shall serve until the next Annual Meeting. The Governance Committee shall keep the Board informed of current best governance practices, review corporate trends, update the Corporation's governance principles, and advise the Board on the skills and experience required of potential directors.

SECTION 5. Other Committees: The Directors of the Board, by resolution adopted by a majority of the entire Board, may designate from among its members other standing committees consisting of three (3) or more Directors, which can make recommendations to the entire Board. The standing committees shall have authority as the Board shall by resolution provide, except that no such committee shall have authority as to the following matters:

- a) the submission to the Directors on any action requiring Director approval under the law
- b) fill vacancies in the Board or any committee
- c) the amendment or repeal of the Bylaws, or the adoption of new Bylaws; or
- d) the amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable.

SECTION 6. Special Committees: The Directors of the Board may designate advisory and ad hoc committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee. The Chairperson shall appoint the members of the committees. Members of advisory committees may include directors and non-Board members.

SECTION 7. Meetings: Meetings of committees shall be held at such times and places as shall be fixed by the chair of such committee or by a vote of a majority of all the members of the committee. Written notice shall be mailed (via regular mail or electronic mail) or delivered to all members of the committee before each meeting. Written minutes of the proceedings shall be kept at all committee meetings and shall be submitted at the next meeting of the Board.

SECTION 8. Quorum and Manner of Acting: Unless otherwise provided by resolution of the Board, a majority of all the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all the members of the committee shall be the act of the committee. The procedures and manner of

acting of the committees of the Board shall be subject at all times to the direction of the Board.

SECTION 9. Tenure of Members of the Committees of the Board: Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

SECTION 10. Alternate Members: The Board may designate one (1) or more members as alternate members of any standing committee of the Board. who may replace any absent member or members at any meeting of such committee.

ARTICLE IV: OFFICERS

SECTION 1. Number: The officers of the Corporation shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer, and such other officers as the Board of Directors, may, in its discretion, elect. Any two or more officers may be held by the same person, except the officers of Chairperson and Secretary.

SECTION 2. Election: All officers of the Corporation shall be elected by a majority vote at the annual meeting of the Board of Directors.

SECTION 3. Term of Office: Unless a shorter term is provided in the resolution of the Board electing such officer, the term of office of each officer shall extend for one year after his or her election and until a successor is elected or appointed and qualified. Officers shall be eligible to serve an unlimited number of consecutive terms.

SECTION 4: Duties

- a) **Chairperson:** The Chairperson/President of the Board will preside at all regular, annual, and special meetings of the Board of Directors. The Chairperson/President is charged with the general responsibility of carrying out the policies of the Board between meetings of said Board. In general, he/she/they shall supervise the business and affairs of the Corporation, and in general, shall perform all duties incident to the office of Chairperson/President and such other duties as may be prescribed by the Board of Directors from time to time.

The Chairperson/President shall sign, as authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in those instances where approval of others or the signature of others is expressly required or designated by these Bylaws, authorized by a resolution adopted by the Board, or by any law of the State of New York.

- b) **Vice Chairperson:** In the absence of the Chairperson/President or the event of his/her/their inability, removal, or refusal to act, the Vice-Chairperson/Vice-President shall perform the duties of the Chairperson/President, and when so acting, shall have all the powers of and be subject to all restrictions placed upon the Chairperson/President. The Vice-Chairperson/Vice-President shall perform such duties as from time to time may be assigned to him/her/them by the Chairperson/President or by the Board of Directors.
- c) **Treasurer:** The Treasurer or his/her/their Board-approved designee shall receive, hold and be responsible for all financial matters and funds of the Corporation and shall deposit said funds in the name of the Corporation in such banks or banking institutions as directed to by the Board of Directors and Land Bank staff. The Treasurer shall keep a true and accurate account of all receipts and disbursements and said books of account shall be open to the inspection of any Director at the office of the Corporation upon request. The Treasurer shall also perform all other duties customarily incident to the office of the

Treasurer and such other duties as from time to time may be assigned to the Board.

- d) **Secretary:** The Secretary or his/her/their Board-approved designee shall keep an accurate record of all proceedings of the meetings of the Board of Directors. The Secretary shall also be responsible for the proper safekeeping of the papers and correspondence of the Corporation and as custodian of the corporate records, shall ensure that the Corporation remains in good standing under the laws of the State of New York, reporting on that subject to the Chairperson. Further, the Secretary shall with the Chairperson execute any formal documents requiring the presence of the corporate seal. The Secretary shall give notice to the Directors of their respective meetings and shall generally perform all duties usually appertaining to the office of Secretary. The Board of Directors may designate an assistant secretary.

SECTION 5. Vacancies: Vacancies occurring in any office shall be filled by a majority vote of the Board of Directors at any regular or special meeting.

SECTION 6. Removal of Officers: Officers may be removed by a majority vote of the remaining Directors of the Board for neglect of duty or misconduct in office, pursuant to rules and requirements adopted by the Board pursuant to section 1605 (2)(e) of the Not For Profit Corporation Law, or pursuant to any other provision of New York law.

SECTION 7. Additional Officers: Additional officers may be elected for such period, have such authority, and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine.

SECTION 8. Resignation: Any officer may resign at any time by giving written notice to the Chairperson or the Secretary. Any such resignation shall take effect at the time specified therein or, if no time is specified, then upon delivery.

ARTICLE V: EXECUTIVE OFFICERS AND OTHER PERSONNEL

SECTION 1. Staff: The corporation may employ a secretary, an executive director, its own counsel and legal staff, and such technical experts, and such other agents and employees, permanent or temporary, as it may require, and may determine the qualifications and fix the compensation and benefits of such persons. The corporation may also enter into contracts and agreements with municipalities for staffing services to be provided to the land bank by municipalities or agencies or departments thereof, or for a land bank to provide such staffing services to municipalities or agencies or departments thereof.

SECTION 2. Executive Director: The Corporation may select and retain an Executive Director by resolution. All terms and conditions of the Executive Director's length of service shall be specified in a written contract between the Executive Director and the Land Bank.

- a) **Duties and Responsibilities of Executive Director:** The Executive Director shall report to the Chairperson of the Board of the Corporation. The Executive Director shall have general supervision and management of the Corporation and all Corporation staff and employees shall report directly to the Executive Director. The Executive Director may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed or as assigned by the chairperson. Except as may otherwise be authorized by a resolution adopted by the Board, the Executive Director shall:
- 1) cosign all purchase orders and instruments and checks over certain dollar thresholds as may be established from time to time by the Board (said instruments may be countersigned by the Chief Financial Officer, or other officer or Director as shall be designated by the Board).

- 2) prepare the annual budget of the Corporation with the consultation and cooperation of the Audit Committee, the Chief Financial Officer and Deputy Financial Officer for submission to the Board for approval; and
- 3) sign all purchase orders, under the direction of the Board by resolution and the Chief Financial Officer. Furthermore, the Executive Director shall assist the Chair, or the Board may request in furtherance of the Corporation's public purchases. The Executive Director shall also perform all other duties customarily incident to the office of the Executive Director of a land bank corporation and local public authority of the State of New York and such other duties as from time to time may be assigned by the Board.

ARTICLE VI: CONTRACTS, CHECKS, DRAFTS, AND BANK ACCOUNTS

SECTION 1. Execution of Contracts: The Board of Directors, except as otherwise provided in these Bylaws and Article 16 of the N-PCL otherwise provided, may authorize any officer or officers, agent or agents in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument and such authority may be general or confined to specific instances but, unless so authorized by the Board of Directors or expressly authorized by these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniary in any amount for any purpose.

SECTION 2. Loans: No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

SECTION 3. Checks, Drafts, etc.: All checks, drafts, and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidence of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such a manner as shall from time to time be determined by these Bylaws or by resolution of the Board.

SECTION 4. Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories or in such other investments as the Board of Directors may select or in the absence of such selection by the Board, as the Executive Director.

SECTION 5. Investments: The Board of Directors may authorize the Corporation to contract with an investment advisor and custodian to manage its investments in accordance with an investment policy established by the Board.

ARTICLE VII – GENERAL

SECTION 1. Books and Records: These shall be kept at the office of the Corporation:

- a) correct and complete books and records of accounts
- b) minutes and statements of written action by the Directors, minutes of the proceedings of the Board and the standing and special committees of the Corporation
- c) a current list of the Directors and the officers of the Corporation and their residence address
- d) a copy of these Bylaws
- e) a copy of the Certificate of Incorporation
- f) a copy of these Bylaws

- g) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service (if applicable)
- h) any copies of the past three years returns to the Internal Revenue Service (if applicable)
- i) any other books and records required by law to be kept by the Corporation.

SECTION 2. Indemnification of Directors and officers: To the fullest extent authorized or permitted by law, the Corporation shall indemnify any person made, or threatened to be made, a party in any civil or criminal action or proceeding by reason of the fact that he/she/they is or was a Director or officer of the Corporation. The foregoing shall not obligate the Corporation to purchase Directors' and officers' liability insurance but, should applicable law permit, the Corporation may purchase such insurance if authorized and approved by the Board of Directors.

SECTION 3. Loans to Directors and Officers: No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, shall be made by the Corporation to its Directors or officers, or to any other corporation, firm, association or other entity in which one or more of its Directors or officers are Directors or officers or hold a substantial financial interest.

SECTION 4. Rules of Order: Meetings of the Board of Directors and its committees shall be governed by Robert's Rules of Order, except in cases otherwise provided by the Bylaws.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Corporation shall commence on the first day of January of each calendar year and end on the last day of December.

ARTICLE X: AMENDMENTS

Section 1. Bylaw Changes: The Bylaws of the Corporation or the Certificate of Incorporation may be adopted, amended or repealed only upon thirty (30) days' notice to all directors at any regular meeting of the Board of Directors upon affirmative vote of two-thirds of the Board present and voting, provided a quorum is present.

Notwithstanding any other provision of these Bylaws, only such powers shall be exercised as are in furtherance of the purposes of the Corporation and as may be exercised by an organization organized pursuant to Article XVI of the New York State Not-For-Profit Corporation Law.

Bylaws adopted by the Board of Directors of the Corporation on XXXXX XX, 2021