

Bylaws of DrupalNYC Incorporated

Article 1. Offices

- 1.1. **Principal Office** The principal office of the corporation is located in New York County, State of New York.
- 1.2. **Change of Address** The designation of the county of the corporation's principal office may be changed by amendment of these bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date within this section and such changes of address shall not be deemed, nor require, an amendment of these bylaws.
 - Effective with the date of incorporation:
220 E. 23rd Street, Suite 900
New York, NY 10010
 - Effective July 18, 2022:
82 Nassau Street, Suite 60076
New York, NY 10038
- 1.3. **Other Offices** The corporation may also have offices at such other places, within the City of New York, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Article 2. Nonprofit Purposes

- 2.1. **IRC Section 501(c)(3) Purposes**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
- 2.2. **Specific Objectives and Purposes** The specific objectives and purposes of this corporation, within the scope of purposes stated in the paragraph THIRD of its Certificate of Incorporation, shall be:
 - 2.2.1. Organize educational events open to the public within the City of New York that further knowledge of Drupal. Such events may include meetings, camps, workshops or other such educational events that the board shall approve.

- 2.2.2. Organize contribution sprints open to the public within the City of New York that further development of Drupal or other such scientific events that the board shall approve.

Article 3. Board of Directors

- 3.1. **Composition** The Board of Directors shall be composed of the Chair, Deputy Chair and Directors.
- 3.2. **Powers** Subject to the provisions of the laws of the State of New York and any limitations in the Certificate of Incorporation and these bylaws relating to action required or permitted to be taken, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.
- 3.3. **Duties** It shall be the duty of the members of the Board of Directors to:
 - 3.3.1. Perform any and all duties imposed on them collectively or individually by law, by the Certificate of Incorporation, or by these bylaws;
 - 3.3.2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
 - 3.3.3. Supervise all officers, agents, employees and key volunteers leaders of the corporation to assure that their duties are performed properly;
 - 3.3.4. Meet at such times and places as required by these bylaws;
 - 3.3.5. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.
- 3.4. **Place of Meetings.** Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.
- 3.5. **Regular Meetings.** Regular meetings of the Board of Directors shall be held in January, April, July and October on the day and time noted in this section unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day. The Board of Directors may change the day and time of regular meetings by noting the change and effective date within this section and such change shall not be deemed, nor require, an amendment of these bylaws.

- Effective with the date of incorporation:
Third Wednesday at 9:00 a.m.

- Effective April 25, 2023:
Third Tuesday at 5:00 p.m.

- 3.6. **Annual Meeting.** The regular meeting of the Board of Directors held in January will function as the Annual Meeting of the corporation. In addition to any regular business, Directors and officers shall be elected and the annual report shall be presented by the Chair and Treasurer. Voting in elections of Directors and officers shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to each office. The candidates receiving the highest number of votes up to the number of persons to be elected shall be elected. If an election is uncontested, the board may elect all the candidates in a single vote of all the directors present.
- 3.7. **Special Meetings** Special meetings of the Board of Directors may be called by the Chair, Deputy Chair, the Secretary, or by any director on the written demand of not less than one-fifth of the entire board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.
- 3.8. **Notice of Meetings** Unless otherwise provided by the Certificate of Incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:
- 3.8.1. **Regular Meeting.** No notice need be given of any regular meeting of the Board of Directors.
- 3.8.2. **Special Meetings** At least one week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be written or electronic. If electronic, the transmission must be sent by electronic mail and the director to be contacted shall acknowledge personal receipt of the notice with information so that it can reasonably be determined that the transmission was authorized by the director.
- 3.8.3. **Waiver of Notice** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Certificate of Incorporation, these bylaws, or the law of the State of New York, a waiver of notice executed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. Such waiver of notice may be written or electronic. If written, the waiver

must be executed by the director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail with information from which it can reasonably be determined that the transmission was authorized by the director.

- 3.9. **Quorum for Meetings** A quorum shall consist of majority of the members of the Board of Directors. Except as otherwise provided under the Certificate of Incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.
- 3.10. **Majority Action as Board Action** Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Certificate of Incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.
- 3.11. **Conduct of Meetings** Meetings of the Board of Directors shall be presided over by the Chair, or in his or her absence, by the Deputy Chair, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. Matters before the Board of Directors are discussed informally to formulate specific proposals to be put to a vote. Two directors may request formal process at any meeting of the board. Upon a request for formal process that meeting shall then be governed by Robert's Rules of Order.
- 3.12. **Vacancies**
- 3.12.1. Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized Directors is increased. Any director may resign effective upon giving written notice to the chairperson of the board, the Chair, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the State of New York.
- 3.12.2. Directors and officers may be removed from office, with or without cause, as permitted by and in accordance with the laws of the State of New York.
- 3.12.3. Unless otherwise prohibited by the Certificate of Incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by

approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall be appointed to hold office until the appropriate election of directors or officers to maintain the staggering of terms of office described in these bylaws, or until his or her death, resignation, or removal from office. The required term for a director or officer appointed under this bylaw shall be recorded in the minutes of the meeting by the secretary.

- 3.13. **Non Liability of Directors** The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
- 3.14. **Indemnification by Corporation of Directors and Officers** The Directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of New York.
- 3.15. **Insurance for Corporate Agents** Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the certificate of incorporation, these bylaws, or provisions of law.

Article 4. Directors

- 4.1. **Number** The corporation shall have three Directors.
- 4.2. **Qualifications** Directors shall be of the age of majority according to the laws of the State of New York. Other qualifications for Directors of this corporation shall be as follows:
 - 4.2.1. Directors shall have been active in the larger Drupal community for at least two years. A registered user account on drupal.org that belongs to a director shall be definitive evidence of active status for the purpose of this bylaw.
 - 4.2.2. The Board of Directors may review other evidence that a nominee for director has active status and certify the nominee as active in the larger Drupal community under this bylaw by a vote of two-thirds of the entire Board of Directors.
- 4.3. **Term of Office**

- 4.3.1. Each director shall hold office for a period of three years and until his or her successor is elected and qualifies.
- 4.3.2. Directors shall be divided into three classes for the purpose of staggering their terms of office.
- 4.3.3. The terms of office of the Directors elected at the organizational meeting of the corporation shall be as follows: that of the first class shall expire at the next annual meeting of the board, the second class at the second succeeding annual meeting, and the third class at the third succeeding annual meeting. After such initial classification, Directors to replace those whose terms expire at each annual meeting shall be elected hold office for a full term in accordance with such classification.
- 4.4. **Compensation** Directors shall serve without compensation. Directors shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties. Any payments to Directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 10 of these bylaws.

Article 5. Officers

- 5.1. **Designation of Officers** The officers of the corporation shall be a chair, a deputy chair, a secretary, and a treasurer. The corporation may also have assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.
- 5.2. **Qualifications** Officers shall be of the age of majority according to the laws of the State of New York. Other qualifications for officers of this corporation shall be as follows:
 - 5.2.1. Officers shall have been active in the larger Drupal community for at least two years. A registered user account on drupal.org that belongs to an officer shall be definitive evidence of active status for the purpose of this bylaw.
 - 5.2.2. The Board of Directors may review other evidence that a nominee for officer has active status and certify the nominee as active in the larger Drupal community under this bylaw by a vote of two-thirds of the entire Board of Directors.

- 5.3. **Election** The Chair, Deputy Chair, and Secretary shall be elected at the Annual Meeting. The Treasurer shall be elected at the regular meeting of the Board in July. Other officers may be elected by the Board of Directors, at any time.
- 5.4. **Term of Office**
- 5.4.1. The term of office of the Chair, Deputy Chair, and Treasurer shall be two years. The term of office of the Secretary shall be one year. Each officer shall hold office until his or her successor shall be elected and qualified.
- 5.4.2. The terms of office of the Deputy Chair elected at the organizational meeting of the corporation shall be one year so that the terms of office of the Chair and Deputy Chair shall be staggered.
- 5.4.3. The Board of Directors may set the term of office to be less than two years before any subsequent election of the Chair, Deputy Chair or Treasurer so that the terms of office of the Chair, Deputy Chair or Treasurer shall be appropriately staggered.
- 5.5. **Removal and Resignation** Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chair or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.
- 5.6. **Vacancies** Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as the board shall fill the vacancy. Vacancies occurring in offices of additional officers appointed at the discretion of the board may or may not be filled as the board shall determine.
- 5.7. **Duties of Chair** The Chair shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to her or his office and such other duties as may be required by law, by the Certificate of Incorporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. The Chair shall

preside at all meetings of the Board of Directors. The Chair is a director by virtue of his or her office. Except as otherwise expressly provided by law, by the certificate of incorporation, or by these bylaws, she or he shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

- 5.8. **Duties of Deputy Chair** In the absence of the Chair, or in the event of his or her inability or refusal to act, the Deputy Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Deputy Chair is a director by virtue of her or his office. The Deputy Chair shall have other powers and perform such other duties as may be prescribed by law, by the Certificate of Incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.
- 5.9. **Duties of Secretary** The secretary shall:
- 5.9.1. Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
 - 5.9.2. Keep at the principal office of the corporation or at such other place as the board may determine, a record of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
 - 5.9.3. Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.
 - 5.9.4. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
 - 5.9.5. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

- 5.9.6. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the Directors of the corporation.
- 5.9.7. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the certificate of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

5.10. Duties of Treasurer The treasurer shall:

- 5.10.1. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- 5.10.2. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- 5.10.3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- 5.10.4. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- 5.10.5. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
- 5.10.6. Render to the Board of Directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
- 5.10.7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- 5.10.8. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the certificate of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

- 5.11. **Compensation** Officers shall serve without compensation. Officers shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties. Any payments to officers shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 10 of these bylaws.

Article 6. Committees

- 6.1. **Executive Committee** Should The Board of Directors determine it advantageous to the purposes of the corporation it may, by a majority vote of its members, designate an Executive Committee consisting of three board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law. By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two the number of the members of the executive committee, and fill vacancies on the Executive Committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.
- 6.2. **Other Committees** The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board. The Board of Directors may authorize such committees to oversee activities of the corporation.

Article 7. Execution of Instruments, Deposits, and Funds

- 7.1. **Execution of Instruments** The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.
- 7.2. **Checks and Notes** Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the Chair of the corporation.

- 7.3. **Deposit** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- 7.4. **Gifts** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation. The Board of Directors shall, by resolution, establish a policy for the acceptance of gifts.

Article 8. Corporate Records, Reports, and Seal

- 8.1. **Maintenance of Corporate Records** The corporation shall keep at its principal office or via a digital service authorized by the Board of Directors:
- 8.1.1. Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
 - 8.1.2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
 - 8.1.3. A copy of the corporation's certificate of incorporation and bylaws as amended to date.
 - 8.1.4. Any of these books, minutes and records may be in written form or in any other form capable of being converted into written form within a reasonable time.
- 8.2. **Corporate Seal** The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.
- 8.3. **Directors' Inspection Rights** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the certificate of incorporation, other provisions of these bylaws, and provisions of law.

- 8.4. **Right to Copy and Make Extracts** Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.
- 8.5. **Periodic Report** The board shall cause any annual or periodic report required under law to be prepared and delivered to a government office or agency to be so prepared and delivered within the time limits set by law.

Article 9. IRC 501(c)(3) Tax Exemption Provisions

9.1. Limitations on Activities

- 9.1.1. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- 9.1.2. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- 9.2. **Prohibition Against Private Inurement** No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, Directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.
- 9.3. **Distribution of Assets** Upon the dissolution of the corporation, its assets shall be distributed to DrupalCon Inc., provided that DrupalCon Inc., at the time of such dissolution, qualifies as an exempt organization within the meaning of section 501(c)(3) of the Internal Revenue Code. If at such time DrupalCon Inc shall not qualify or be unable to accept the assets of the corporation, then the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code with preference given to purposes that support or develop open source software, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Such distribution shall be made in accordance with all applicable provisions of the Certificate of Incorporation and the laws of the State of New York.

- 9.4. **Private Foundation Requirements and Restrictions** In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation:
- (a) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
 - (b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
 - (c) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
 - (d) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code;
 - (e) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 10. Conflict of Interest and Compensation Approval Policies

- 10.1. **Purpose of Conflict of Interest Policy** The purpose of this conflict of interest bylaw is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This bylaw also complies with the requirement of Section 715a of the New York State Not-for-Profit Corporation Law for a Conflict of Interest policy. This bylaw is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

10.2. **Definitions**

- 10.2.1. **Interested Person** A director; principal officer; member of a committee with board delegated powers; person that has responsibilities, or exercises powers or influence over the corporation as a whole similar to the responsibilities, powers, or influence of Directors and officers; person that manages the corporation, or a segment of the corporation that represents a substantial portion of the activities, assets, income or expenses of the corporation; person that alone or with others controls or determines a substantial portion of the corporation's capital expenditures or operating budget; or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as

amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

- 10.2.2. **Financial Interest** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
- (a) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
 - (b) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
 - (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under 10.3.3, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

10.3. Conflict of Interest Avoidance Procedures

- 10.3.1. **Duty to Disclose** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.
- 10.3.2. **Duty to Stand Apart** In connection with any actual or possible conflict of interest, an interested person shall not attempt to influence the deliberation or voting on the matter giving rise to such conflict.
- 10.3.3. **Determining Whether a Conflict of Interest Exists** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, she/he shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists
- 10.3.4. **Procedures for Addressing the Conflict of Interest**
- (a) An interested person may make a presentation at the board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - (b) The person presiding at the meeting of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate

alternatives to the proposed.

(c) After exercising due diligence, the board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

10.3.5. **Violations of the Conflicts of Interest Policy** If the board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

10.4. **Records of Board and Board Committee Proceedings** The minutes of meetings of the board and all committees with board delegated powers shall contain:

10.4.1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

10.4.2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

10.5. **Initial and Annual Certification** Prior to the initial election of any director or officer, the nominee shall complete, sign and submit to the secretary of the corporation a written statement identifying or affirming the following:

(a) has received a copy of the conflicts of interest policy;

- (b) has read and understands the policy;
- (c) has agreed to comply with the policy;
- (d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes;
- (e) lists to the best of the nominee's knowledge, any entity of which such nominee 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;
- (f) lists any transaction in which the corporation is a participant and in which the nominee might have a conflicting interest.

Each director and officer shall re-submit such a statement annually to secretary of the corporation. The Secretary shall provide a copy of all completed statements to the chair of the audit committee or, if there is no audit committee, to the Chair.

10.6. Compensation Approval Policies The corporation has no compensated officers or employees at present. Should the Board of Directors ever determine that the purposes of the corporation would be furthered by compensating persons the following process will be followed.

- 10.6.1. A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- 10.6.2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- 10.6.3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- 10.6.4. When approving compensation for Directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

(a) the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;

(b) all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a “disqualified person” (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
4. has no material financial interest affected by the compensation arrangement; and
5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

(c) the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. “Similarly situated” organizations are those of a similar size, purpose, and with similar resources;
2. the availability of similar services in the geographic area of this organization;
3. current compensation surveys compiled by independent firms;
4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable

organizations in the same or similar communities for similar services.

(d) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

1. the terms of the compensation arrangement and the date it was approved;

2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;

3. the comparability data obtained and relied upon and how the data was obtained;

4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;

5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;

6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);

7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared contemporaneously as defined in bylaw 5.9.3

10.7. **Periodic Review** To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article 11. Amendment of Bylaws

- 11.1. **Amendment** These bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the Board of Directors except as may otherwise be specified under provisions of law
- 11.2. **Notice Required** At least one week prior notice shall be given by the secretary of the corporation to each director of any meeting to consider a proposed amendment to these bylaws. Such notice shall contain the full text of the proposed amendment. Such notice may be written or electronic. If electronic, the transmission must be sent by electronic mail and the director to be contacted shall acknowledge personal receipt of the notice with information so that it can reasonably be determined that the transmission was authorized by the director.
- 11.3. **Amendments Limited to the Scope of the Notice** Directors may alter or extend the proposed amendment during a meeting of the board after the notice given in bylaw 11.2. Such alterations or extensions must be germane to the proposed amendment contained in the notice.

Article 12. Construction and Terms

- 12.1. If there is any conflict between the provisions of these bylaws and the certificate of incorporation of this corporation, the provisions of the certificate of incorporation shall govern.
- 12.2. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.
- 12.3. All references in these bylaws to the certificate of incorporation shall be to the certificate of incorporation required by the Nonprofit Corporation Law of the State of New York filed with an office of the State of New York and used to establish the legal existence of this corporation.
- 12.4. All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Adoption of Bylaws

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 19 preceding pages, as the bylaws of this corporation.

Date: February 13, 2019

Kris Brandow

Shawn P. Duncan

Garvita Kapur

Alexander Ross

Scott Wolpow