

## **BYLAWS OF JUDGES AND LAWYERS BREAST CANCER ALERT**

**Amended as of April 7, 2025**

### **ARTICLE I**

#### **Purposes**

**Section 1.1. Purpose.** The mission of Judges and Lawyers Breast Cancer Alert (“JALBCA” or the “Corporation”) is as follows:

Focusing on the intersection of the law and breast cancer, to leverage the legal community’s strength, passion, resources and expertise to promote awareness, early detection, treatment and support for all those affected by breast cancer; to provide programs that educate members of the profession about critical medical, legal and personal issues around breast cancer; to support the breast cancer community at large by supporting and funding major, well-integrated legal and legally-related counseling support programs, as well as state-of-the-art early detection initiatives.

### **ARTICLE II**

#### **Offices**

**Section 2.1. Principal Office.** The principal office of the Corporation shall be located in the State of New York. The Corporation may establish and maintain offices at any other place or places, in or out of the State of New York, as the Board of Directors may from time to time determine, including such branches or local chapters as the Board of Directors may from time to time approve.

### **ARTICLE III**

#### **Members**

**Section 3.1. Number, Qualification.** Judges and lawyers and other legal professionals who are interested in furthering the mission of the corporation shall be eligible to become Members (“Members”) of the Corporation and shall become Members upon executing a membership application and paying the membership dues. All others who do not fit into the above categories may join as non-voting Members (the “Lay Members”). The Board of Directors of the Corporation may establish different classes of membership and shall from time to time fix the amount of the dues payable by the different classes of the membership.

**Section 3.2. Quorum, Proxies.** At all meetings of the membership, the presence in person or by proxy of a minimum of thirty (30) Members or one-tenth (1/10<sup>th</sup>) of the total number of Members entitled to vote at such meeting, whichever is greater, shall be necessary to constitute a quorum. Every Member shall have the right to vote at such meetings by proxy in writing, and every call for such a meeting addressed to the membership shall so state.

**Section 3.3. Annual Meeting of Members.** There shall be at least one meeting of the Members of the Corporation each Year, which shall be held on a date to be fixed by the Board of Directors, usually to coincide with [the Annual Meeting] of the Board of Directors, at which the Members present (in person or by proxy) shall elect by a majority vote a Board of Directors and Officers and transact such other business as may properly be brought before the meeting.

**Section 3.4. Special Meetings of the Members.** There may also be special meetings of the Members of the Corporation at such times and places as the Board of Directors or a request in writing by thirty (30) Members entitled to vote may direct. Such requests shall state the purpose or purposes of said meeting. The business transacted at a special meeting of Members shall be limited to the purpose stated in the request.

**Section 3.5. In Person Meetings.** Absent extraordinary circumstances to be determined by the Co-Presidents in consultation with the Executive Committee, Meetings of Members shall be held in person.

**Section 3.6. Notice of Meeting.** Written or printed notice of each meeting of the Members, whether annual or special, stating the place, date and hour of meeting shall be given either personally or by regular mail or electronic mail, to each Member of record entitled to vote at such meeting at the address of such Member as it appears on the record of Members of the Corporation, not less than ten (10) days nor more than fifty (50) days before the date of the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called and shall indicate that it is being issued by or at the direction of the person or persons calling the meeting.

**Section 3.7. Waiver of Notice.** Any Member who attends a meeting without protesting the lack of notice will be deemed to have waived such notice. A Member may deliver a waiver notice in writing, including electronically. If written, the waiver must be executed by the Member 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 consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member.

**Section 3.8. Termination.** The membership of a Member may be terminated for cause by a majority vote of the Board. Failure to pay annual dues shall constitute good cause and result in automatic termination without the need for a Board vote.

## **ARTICLE IV** **Board of Directors**

**Section 4.1. Powers and Duties.** The Corporation shall be managed by its Board of Directors, which shall have complete and exclusive discretion, except as specifically delegated, to determine all investments and reinvestment of assets and all expenditures, disbursements, contracts, grants, distributions made in carrying out the purposes of the Corporation.

**Section 4.2. Number of Directors.** The number of directors constituting the Board of Directors shall consist of not less than twenty (20) and not more than forty-five (45), with the specific number range of directors determined by the Executive Committee before the annual nomination and election of Directors and communicated to the Chair of Nominating Committee sufficiently in advance of the Annual Meeting to allow for the Nominating Committee to call for recommendations for nominees to an appropriate number of vacant Board seats.

**Section 4.3. Qualifications/ Responsibilities/Termination of Directors.** Each Director is expected:

- (a) to be an active Member of the Corporation;
- (b) to be an active Member of at least one Committee; and
- (c) to attend, in person (and not electronically) at least two (2) of the four (4) meetings of the Board of Directors per Year. A Director who fails to meet these requirements may be removed for dereliction of duty pursuant to Section 4.13 by a two-thirds (2/3<sup>rd</sup>) vote by the Board.

**Section 4.4. Election.** The directors shall be nominated by the Nominating Committee, the slate of nominees to be submitted to the Board for approval, and thereafter, elected at the Annual Meeting of Members. In accordance with Section 6.9.

**Section 4.5. Term.**

(a) Each director shall hold office for a term of two (2) years. Upon confirmation of commitment to the responsibilities of directorship, a Director may be re-elected for three (3) additional two (2) year terms, for a total of eight (8) years of successive service. Any person who has previously served as a Director for a total of eight (8) consecutive Years may be re-elected to the Board after a one year hiatus from Board service. These limitations on term of service shall not be applied to shorten the term of any officer.

(b) **Extended Term for Special Circumstances.** In special circumstances, a Director who has served four (4) terms may be re-nominated and re-elected for an additional term if approved by a majority of the Board of Directors.

**Section 4.6. Quorum, Adjournment of Meeting.** At any meeting of the Directors, except as otherwise required by law or these Bylaws, a quorum for the transaction of business shall consist of a majority of the entire Board. The Directors present may adjourn a meeting despite the absence of a quorum, without notice other than by announcement at the meeting by a majority vote of the Directors present and entitled to vote thereat. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting, subject to like requirements with respect to a quorum.

**Section 4.7. Voting.** At any meeting, each Director shall be entitled to one vote. Unless otherwise required by law or these Bylaws, all questions shall be decided by a majority vote of the directors present.

**Section 4.8. Written Consents.** Any action required or permitted to be taken by the Board or by any of its Committees may be taken without a meeting if all Members of the Board or the Committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means, including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail or facsimile and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board or Committee.

**Section 4.9. Meetings.** The Board of Directors shall meet four (4) times each year. Meetings may be held by teleconference, videoconference or other similar means, as long as the requirements for participation by electronic means set forth in Section 4.10 are met. If a Board meeting is held entirely by electronic means, the last sentence of Section 4.10 shall not apply and attendance by electronic means will be considered "in-person" attendance and will count toward fulfilling the two (2) meeting requirement of Section 4.3(c).

(a) **Annual or Regular Meetings.** An annual meeting of the Board of Directors shall be held for the purpose of designating such standing or special Committees as the Board of Directors may determine. Such meeting shall be held as soon as practicable after the annual meeting of Members, on notice pursuant to Section 4.11. In addition to the Annual Meeting, regular meetings of the Board of Directors shall be held at least three (3) times per Year, at such times and places as may be fixed by the Executive Committee, or if not so fixed, by the notice provided in Section 4.11.

(b) **Special Meetings.** Special meetings of the Board of Directors may be called by either Co-President or by a request signed by twenty-five percent (25%) of the entire Board.

**Section 4.10. Electronic Participation.** Participation of a Director by teleconference, videoconference or other similar electronic means shall be permitted, and shall constitute presence at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board. Notwithstanding the

foregoing, attendance through such electronic means is not "in-person" attendance and will not count toward fulfilling the two (2) meeting requirement of Section 4.3(c).

**Section 4.11. Notice of Meetings.** Reasonable notice of the time and place of each regular meeting (if not previously fixed by the Board of Directors at its annual meeting) and special meeting of the Board of Directors, and of each annual meeting not held immediately following the Annual Meeting of Members at the same place, shall be given to directors at least ten (10) days before the meeting by, e-mailing.

**Section 4.12. Waiver of Notice.** Notice need not be given to any Director who submits a signed Waiver of Notice in writing or electronically (as in Section 3.7 above with the substitution of Director for Member) before or after the meeting or who attends the meeting without protesting the lack of notice to them, prior thereto or at its commencement. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which such an adjournment shall be taken.

**Section 4.13. Resignation and Removal of Directors.** Any Director may resign at any time. A Director may be removed at any time, either with or without cause, by a two-thirds (2/3<sup>rd</sup>) vote of the Members. A Director may be removed for dereliction of duty or malfeasance by a two-thirds (2/3<sup>rd</sup>) vote of the Board of Directors.

**Section 4.14. Advisory Board and Honorary President.** There shall be an Advisory Board, Members of which shall serve until such time as they resign or are removed by a majority vote of the Board, provided not less than a majority of the entire Board is present at the meeting of directors at which such action is taken. Advisory Board Members must be Members of JALBCA, except that Advisory Board Members including an honorary president may be invited to membership by the Executive Committee in its discretion.

Advisory Board Members shall not be counted in determining the presence of a quorum at meetings of the Board and shall not be entitled to vote at meetings, but otherwise shall have all of the rights and privileges of a Member of the Board.

## **ARTICLE V**

### **Officers**

**Section 5.1. Number and Qualification of Officers.** The Officers of the Corporation shall be two Co-Presidents, one judicial and one lawyer, whose terms will be staggered, one or more Vice Presidents, a Treasurer, Assistant Treasurer, Secretary, and Assistant Secretary.

Officers shall be Directors of the Corporation who have made meaningful contributions to the work of the Corporation.

**Section 5.2. Election of Officers; Filling of Vacancies.** The Officers of the Corporation shall be elected by a majority vote of the Members present at the Annual Meeting of the Members from a slate proposed by the Nominating Committee and approved by the Board pursuant to Section 6.9.

Any vacancy in any office caused by any reason whatsoever, including the resignation of an officer pursuant to Section 5.4 or creation of a new office, may be filled by the Executive Committee, to serve out the remainder of the term vacated or created.

**Section 5.3. Term of Office.** Except as otherwise provided herein, the term of each Co-President shall be two (2) Years, and such terms shall be staggered. In exceptional circumstances, a Co-President may be re-elected for no more than two (2) additional successive one-Year terms.

The terms of all other Officers shall be two (2) Years, also staggered, to the extent possible, so that at no

time is an entirely new slate of Officers in office. The term of any Officer shall not be shortened pursuant to Section 4.5(a), provided that the person was qualified to serve at the time of his or her election to office. The term of any Officer other than the President may be renewed provided that the Officer is not prohibited under Section 4.5 from continued service as a Director.

**Section 5.4. Resignation and Removal of Officers.** Any Officer may resign at any time. An Officer may be removed at any time, either with or without cause, by a two-thirds (2/3<sup>rd</sup>) vote of the Members. An Officer may be removed for dereliction of duty or malfeasance by a two-thirds (2/3<sup>rd</sup>) vote of the Board of Directors.

**Section 5.5. Other Officers and Agents.** The Board of Directors may appoint such other Officers and agents as it may deem advisable, including Honorary Officers, who shall hold their respective offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**Section 5.6. Co-Presidents.** The Co-Presidents are the senior officers and chief policy and operating officers of the Corporation. One Co-President shall be a present or retired member of the judiciary and the other Co-President shall be an individual duly admitted to practice law in New York. The Co-Presidents shall preside over meetings of the Executive Committee, the Board of Directors and the Members. To the extent permitted by law, the Co-Presidents shall be ex officio (non-voting) members of all Committees.

**Section 5.7. Vice Presidents.** Each Vice President shall have such powers and duties as may from time to time be delegated to them by the Co-presidents or the Board of Directors.

**Section 5.8. Treasurer.** The Treasurer shall be responsible for managing, together with the Corporation's management staff, and reporting to the Executive Committee, the Board of Directors, and the Members on the financial affairs of the Corporation. The Treasurer will be a Member of the Audit Committee, and, in general, shall coordinate the financial activities of the Corporation and shall perform all duties incident to the office of Treasurer, and have such powers and duties as may from time to time be delegated by the Executive Committee and/or Board of Directors. The Treasurer shall not be a current member of the Judiciary.

**Section 5.9. Assistant Treasurer.** The Assistant Treasurer shall have such powers and duties as may from time to time be delegated by the Executive Committee and/or the Board of Directors. In the absence or disability of the Treasurer, the Assistant Treasurer shall be vested with all the powers and perform all the duties of the Treasurer. The Assistant Treasurer shall not be a current member of the Judiciary.

**Section 5.10. Secretary.** The Secretary shall be Secretary of the Board of Directors and shall also act as Secretary at all meetings of the Members of the Corporation; shall give or cause to be given all required notices of meeting of Directors and Members; shall prepare or caused to be prepared a record of all meetings of the Board of Directors and Members, which record shall be maintained with the official records of the Corporation; and, in general, shall perform all duties incident to the office of Secretary, and have such other powers and duties as may from time to time be delegated by the Executive Committee and/or Board of Directors.

**Section 5.11. Assistant Secretary.** The Assistant Secretary shall have such powers and duties as may from time to time be delegated by the Secretary, the Executive Committee and/or the Board of Directors. In the absence or disability of the Secretary, the Assistant Secretary shall be vested with all the powers and perform all the duties of the Secretary.

**Section 5.12. Executive Management and/or Director and Staff.** The Executive Committee and/or the Co-Presidents, with the approval of a Board, may employ an Association Management Company [AMC] and/or Executive Director of the Corporation, as well as such additional permanent or temporary staff as they deem necessary or advisable to assist in the performance of assigned duties,

none of who shall be a Director or Officer of the Corporation. The Board is authorized to cause such AMC and/or Executive Director and staff to be paid for their services from the funds of the Corporation.

The AMC, Executive Director and staff, acting under the supervision of the Board, shall perform such duties and responsibilities as are assigned by the Executive Committee, including without limitation the specific tasks delineated in the Engagement Contract.

**Section 5.13. Compensation.** No Officers or Directors shall receive compensation from the Corporation for their services to the Corporation. This provision does not prohibit reimbursement for expenses incurred on behalf of the Corporation by an Officer or Director.

## ARTICLE VI Committees

### **Section 6.1. Committees.**

(a) **Standing Committees.** There will be the following standing Committees of the Board of Directors: Executive, Audit, Nominating, Programs, Dinner & Development, and Grants.

(b) **Ad Hoc Committees.** The Executive Committee may, from time to time, and only as consistent with applicable law, the Certificate of Incorporation and these Bylaws, establish ad hoc Committees that further the purposes of the Corporation, whose Members shall serve at the pleasure of the Executive Committee.

**Section 6.2. Committee Membership.** Committee members shall be Directors in good standing, appointed annually by the Executive Committee. Each Committee shall have at least one member who is also a member of the Executive Committee. No Corporation employee shall be a voting member of any standing Committee or of any other Committee established hereunder.

**Section 6.3. Quorum and Voting.** With the exception of the Nominating Committee, for each Committee established hereunder, fifty-five (55%) of the voting members of each such Committee shall constitute a quorum, and the Committee may act at any Committee meeting at which a quorum is present by the vote of a majority of the Committee Members present.

**Section 6.4. Electronic Participation.** Participation by teleconference, videoconference or other similar means shall be permitted at any Committee meeting, and such participation shall constitute presence at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Committee.

**Section 6.5. Reports.** All Committees shall regularly report to the Executive Committee and, at the request of the Executive Committee, shall report to the full Board of Directors.

**Section 6.6. Committee Goals and Activities.** The Executive Committee may, from time to time, provide each Committee with a written description (or charter) of its mission, responsibilities and goals.

### **Section 6.7. Executive Committee.**

(a) **Composition and Duties.** The Executive Committee shall be comprised of at least eight (8) and no more than fourteen (14) Directors, and shall include the then-current Officers of the Corporation, the immediately outgoing Co-President, and such other members of the Board as the Co-Presidents may designate from time to time. The Executive Committee shall transact the business of the Corporation, and have such authority to act for the Board of Directors in the periods between meetings of the Board as is consistent with the Not-for-Profit Corporation Law.

(b) **Meetings.** The Executive Committee shall meet six (6) times per Year and, in addition,

when called by either of the Co-Presidents or by a majority of the Executive Committee, upon written or electronic notice to every Member.

#### **Section 6.8. Audit Committee.**

(a) The Audit Committee shall be comprised solely of Directors who are “independent directors,” as defined in subsection (c), below. The Audit Committee shall consist of not less than three (3) directors all of whom are independent directors.

(b) **Duties and Powers.** The responsibilities of the Audit Committee shall include:

- i. Overseeing the accounting and financial reporting processes of the Corporation and the audit of the Corporation’s financial statements;
- ii. Annually retaining or renewing the retention of an independent auditor that is a certified public accountant to conduct the audit, and annually considering the performance and independence of the independent auditor;
- iii. Upon completion of the audit, reviewing and discussing with the independent auditor the results of the audit and any related management letter, including, without limitation, any material risks and weaknesses in internal controls identified by the auditor, any restrictions on the scope of the auditor’s activities or access to requested information, any significant disagreements between the auditor and management, and the adequacy of the Corporation’s accounting and financial reporting;
- iv. Establishing audit guidelines, reviewing with the independent auditor the scope and planning of the audit prior to the audit’s commencement, and overseeing the implementation of the auditor’s recommendations;
- v. Overseeing the adoption, implementation of and compliance with any conflict-of-interest policy or whistleblower policy, and/or adopted by the Corporation;
- vi. Monitoring and reporting to the Board regarding the Corporation’s compliance program, and the Corporation’s compliance with all applicable laws, regulations and standards;
- vii. Reporting on the Audit Committee activities, including the annual audit of the corporation, to the Executive Committee and the Board; and
- viii. Performing such related functions as may be assigned to it by the Board.

(c) **Independent Director.** For purposes of this Section, “independent director” means a director who:

- ix. is not, and has not been within the last three (3) Years, an employee or Key Person of the Corporation, and does not have a Relative (as such terms are defined in Article VII, below) who is, or has been within the last three (3) Years, a Key Person (as such terms are defined in Article VII, below) of the Corporation;
- x. has not received, and does not have a Relative who has received, in any of the last three (3) fiscal Years, more than \$10,000 in direct compensation from the Corporation (other than reimbursement for expenses reasonably incurred on behalf of the Corporation); and
- xi. is not a current employee of and 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 for property or services in an amount which, in any of the last three (3) fiscal Years, exceeds the lesser of \$25,000 or two percent (2%) of such entity’s consolidated gross revenues.

For purposes of this subsection (c), “payment” does not include charitable contributions.

#### **Section 6.9. Nominating Committee.**

(a) The Nominating Committee shall be composed of at least seven (7) voting Members who shall be appointed annually by the co-presidents, with the approval of the Executive Committee. No Director interested in being nominated as an Officer or Director may serve on the Nominating Committee.

(b) Upon appointment, the Chair of the Nominating Committee shall ascertain the number of Director seats and which Offices will be vacant at the end of the Year. Promptly thereafter, the Nominating Committee will solicit from the Members recommendations for nominees to fill such positions. Thereafter the Nominating Committee shall propose a slate of nominees to fill Board positions (including renewals of current positions if eligible) and Offices of the Corporation, which shall be distributed to the Board for approval prior to the Annual Meeting of Members. The slate of nominees approved by the Board shall be distributed to the Membership for election at the Annual Meeting of Members.

(c) **Quorum/Confidentiality.** Seventy-five percent (75%) of the Members of the Nominating Committee shall constitute a quorum necessary for the Committee to conduct business. Any action of the Committee requires an eighty percent (80%) super-majority vote of the Members present. All work of the Nominating Committee, including particularly voting, shall be confidential.

**Section 6.10. Grants Committee.** This Committee shall solicit applications for grants, review and due diligence grant requests submitted to the Corporation, and make specific recommendations to the Executive Committee for discussion and approval. The recommendations of the Committee and the Executive Committee with respect to the making of grants is subject to ultimate approval by the Board, after full opportunity for review, discussion and revision as the Board may deem appropriate. In addition, the Committee shall from time to time review and make recommendations on grant policy and procedures, which shall be subject to approval by the Board.

(a) **Grants and Contributions Procedure.** The procedure to be followed by the Board in making grants and contributions and rendering assistance in accordance with the purposes of the Corporation shall include:

- i. determination by the Executive Committee of the total amount of funds available each Year for distribution to grantees;
- ii. annual solicitation by the Corporation of application for grants
- iii. review by the Grants Committee of all applications/requests for funds and all suggestions for proposed projects, which requests and suggestions shall specify in detail the use or uses to which the requested funds are to be put and the nature of the proposed projects;
- iv. report and recommendation by the Grants Committee to the Executive Committee and thereafter to the Board of Directors of those requests to be approved or rejected, in part or in whole; and
- v. approval or rejection by the Board of all requests for grants, projects and/or contributions to be made by the Corporation and
- vi. the inclusion in all grants of a condition that the Grantee shall furnish a periodic accounting to the Board of Directors of the expenditure of the funds transmitted by the Corporation and a condition that the representatives of the Corporation may at reasonable times inspect the project in order to determine whether the terms of the project or grant are being met. At the option of the Board, each recipient of a grant from the Corporation may be required to make a presentation to the Board regarding the use of the funds received from the Corporation during that grant Year.

## ARTICLE VII Related Party Transactions

**Section 7.1. Certain Definitions.** For purposes of this Article VII and Section 6.8:

(a) **"Key Person"** means any person other than a Director or Officer, whether or not an employee of the Corporation, who (i) has responsibilities, or exercises powers or influence over the Corporation as a whole, similar to the responsibilities, powers, or influence of Directors and Officers; (ii) manages the Corporation, or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expenses of the Corporation; or (iii) alone or with others controls or determines a substantial portion of the Corporation's capital expenditures or operating budget.

(b) **"Related Party"** means:

- i. any Director, Officer or Key Person of the Corporation;
- ii. any Relative of any Director, Officer or Key Person of the Corporation; or;
- iii. any entity in which any individual described in clauses (i) and (ii) of this subsection (b) has a thirty-five percent 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.

(c) **"Related Party Transaction"** means any transaction, agreement or any other arrangement in which a Related Party has a financial interest (defined as payments, property or revenue in excess of two percent (2%) of the Corporation's gross revenue but not less than \$25,000) and in which the Corporation is a participant.

(d) “**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 of brothers, sisters, children, grandchildren, and great-grandchildren.

**Section 7.2.** The Corporation shall not enter into any Related Party Transaction unless the transaction is determined by the Board to be fair, reasonable and in the Corporation’s best interest at the time of such determination. Any Director, Officer or Key Person who has an interest in a Related Party Transaction shall disclose in good faith to the Board, or an authorized Committee thereof, the material facts concerning such interest.

**Section 7.3.** With respect to any Related Party Transaction in which a Related Party has a substantial financial interest, the Board or an authorized Committee thereof, shall:

- (a) Prior to entering into the transaction, consider alternative transactions to the extent available;
- (b) Approve the transaction by not less than a majority vote of the Board or Committee Members present at the meeting; and
- (c) Contemporaneously document in writing the basis for the Board or authorized Committee's approval, including its consideration of any alternative transactions.

**Section 7.4.** No Related Party may participate in deliberations or voting relating to matters set forth in this Article VII; provided that nothing in this Article VII shall prohibit the Board or authorized Committee from requesting that a Related Party present information concerning a Related Party Transaction at a Board or Committee meeting prior to the commencement of deliberations or voting relating thereto.

**Section 7.5.** Members of the Board and all Officers will complete a Conflict-of-Interest Questionnaire upon joining the Board and annually thereafter.

## **ARTICLE VIII** **Indemnification**

**Section 8.1. Indemnification.** To the full extent permitted by law, the Directors and Officers of the Corporation, when acting as such, shall be indemnified and held harmless against all cost, obligation judgments, fines, amounts paid in settlement and expense actually and personally incurred by or imposed upon them in connection with the defense of any action, suit or proceeding, including any appeal therein, or any other matter having to do with their acts or conduct in such capacity. The provisions of this section shall be deemed to constitute a contract between the Corporation and any such person

**Section 8.2. Advancement.** To the full extent permitted by law, reasonable expenses incurred by a Director or Officer of the Corporation in defending a civil or criminal action or proceeding referenced in Section 8.1., including any appeal therein, shall be paid by the Corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such Director or Officer to repay such amount as, and to the extent, required by paragraph (a) of Section 725 of the N.Y. Not-For-Profit Corporation Law.

## **ARTICLE IX** **Fiscal Year**

**Section 9.1.** The fiscal Year of the Corporation is July 1<sup>st</sup> – June 30<sup>th</sup> [Year].

## **ARTICLE X** **Amendments**

**Section 10.1. By Members.** By-Laws may be amended, repealed or adopted by the vote of a majority of the Members present in person or by proxy at any meeting of the Members, if a quorum is present at such meeting and if the Members have received at least twenty (20) days' notice of the proposed amendments.

**Section 10.2. By the Board of Directors.** The Board of Directors, by the vote of two-thirds (2/3<sup>rd</sup>) of the Directors present at any meeting of the Directors shall have received at least twenty (20) days' notice of the proposed changes, may amend, repeal or adopt By-Laws of the corporation, but any By-Law adopted by the Board of Directors may be amended or repealed by the Members.