

BY-LAWS
OF
ASSOCIATION OF LAW SECRETARIES* TO THE JUSTICES
OF THE SUPREME AND SURROGATES' COURTS
IN THE CITY OF NEW YORK

(A New York not-for-profit corporation)

ARTICLE I

MEMBERS

1. MEMBERS.

(a) CLASS. The membership of the Association shall consist of two classes: Member and Associate Member.

(b) CHAPTERS. Members shall be grouped into five “Chapter” divisions, each representing all the Supreme and Surrogates Courts located within one of the five boroughs of the City of New York. Membership in a Chapter shall have no effect on the rights of any member except as provided in Article II, Section 3 with respect to the election of Chapter Representatives to the Board of Directors. In each Chapter, the elected Chapter Representatives shall choose one Representative to serve as Senior Chapter Representative for the Chapter to oversee the function of the Chapter. The function of each Chapter shall, in addition to electing Representatives to the Board of Directors as detailed below, also include (i) organizing and administering the work of the Association in the area which the Chapter represents and (ii) cooperating with the Officers, Board of Directors and committees in any endeavor involving the interests of the members of the Association.

(c) ELIGIBILITY. All employees of the Supreme and Surrogates' Courts of the State of New York located within the City of New York who now or hereafter are classified by the Chief Administrator of the Courts of the State of New York under the series of principal "Law Clerk to Judge" (formerly known as “Law Secretary to Justice”) or under equivalent titles which may hereafter be classified shall be eligible for membership at any time. Equivalent titles shall include former Principal Law Clerks to Supreme or Surrogate’s Court Justices of the State of New York located within the City of New York who were, at the time of their employment, members of the Association. Associate Membership shall be available to employees of the Unified Court System in the position of Assistant Law Clerk within the City of New York. Associate Members shall not be entitled to vote, but shall enjoy the collegiality,

* The Chief Administrator of the Courts of the State of New York has reclassified the title of “Law Secretary to Justice” to “Law Clerk to Judge.”

mentorship and other privileges of membership as shall be determined by the Board. Each member in any class shall be at least 18 years of age. A member in any class need not be a citizen of the United States or a resident of the State of New York. Each member and Associate Member shall automatically be a member of the Chapter for the county in which they work. A member in any class shall be an attorney admitted to practice in the State of New York in good standing.

(d) APPLICATION FOR MEMBERSHIP. All applicants for membership shall subscribe to and submit an application for membership, accompanied by one year's dues, subject to such rules as may be adopted by the Board of Directors and comply with the requirements set out therein.

(e) TERMINATION OF MEMBERSHIP. Except as may herein otherwise be provided, membership shall be terminated by (i) the death, resignation or removal of a member; (ii) the dissolution or liquidation of the Association, or (iii) except as otherwise provided by resolution of the Board, the failure to continue to meet the requirements for membership prescribed by the second sentence of subsection (c) of this Section by reason of promotion or reclassification of his or her position, or by resignation or retirement or otherwise. Except as otherwise provided by resolution of the Board as described above, any right or interest of a member shall terminate upon the happening of any of the foregoing events.

(f) ANNUAL DUES. The annual dues shall be fixed by the Board of Directors. The annual fiscal year commences April 1 and ends on the subsequent March 31. Dues shall be paid at the Annual Meeting of Members for the new fiscal year. Should there be no Annual Meeting of Members, dues shall be payable on April 1 and cover until the subsequent March 31. Any member or associate member in default for two consecutive years shall be notified by the Treasurer or Assistant Treasurer(s) and such default shall be reported to the Board. If such member remains in default 30 days after such notice is given, the Board may thereupon suspend said member from membership.

2. MEMBERSHIP MEETINGS.

(a) TIME. The annual meeting of the members of the Association shall be held on the date fixed, from time to time, by the Board or the President, provided that each annual meeting shall be held on a date within thirteen months after the date of the preceding annual meeting. A special meeting of the members of the Association shall be held on the date fixed by the President or upon the written request of either one-half of the Board or of 10% of the total number of votes entitled to be cast at such meeting specifying the date and month thereof, which shall not be less than two or more than three months from the date of such written demand, or as otherwise required by the Not-for-Profit Corporation Law (the "N-PCL"). A Chapter meeting shall be held at least once a year on the date fixed by the Chapter Representative (as defined below) designated as Senior Chapter Representative for such Chapter or fixed by 20% of such Chapter's membership in good standing subscribed to by the proponents thereof.

(b) PLACE. Annual meetings and special meetings of the members of the Association shall be held at such place, within or without the State of New York, as the Board Members or the President may from time-to-time fix. Chapter meetings shall be held at such place, within or without the State of New York, as fixed by the Chapter Representative designated as Senior Chapter Representative for such Chapter. Whenever the Board Members or the

President shall fail to fix such place, or whenever members entitled to call or convene a special meeting shall convene the same, the meeting shall be held at the office of the Association's lawyers in the State of New York.

(c) NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER OF NOTICE. Written notice of all meetings shall be given, stating the place, date and hour of the meeting, and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. The notice of an annual meeting shall state that the meeting is called for the election of Board Members and for the transaction of other business which may properly come before the meeting. The notice of a special meeting or a Chapter meeting shall in all instances state the purpose or purposes for which the meeting is called, and, at any such meeting, only such business may be transacted which is related to the purpose or purposes set forth in the notice. A copy of the notice of any meeting shall be given to each member at his or her address as it appears on the record of members or, if he or she shall have filed with the Secretary of the Association a written request that notices be mailed to some other address, then directed to him or her at such other address. The notice shall be given not less than ten or more than fifty days before the date of the meeting by electronic mail, as such electronic mail address appears on the record of members or, if such member shall have filed with the Secretary of the Association a written request that notices be sent to some other address, then directed to such member at such other address. Notice shall not be deemed to have been given by electronic mail if the Association is unable to deliver two consecutive notices to the member by electronic mail or the Association otherwise becomes aware that notice cannot be delivered to the member by electronic mail. The Association must send notice of meetings by first class mail to any member who requests in writing that such notices be delivered by such method or to any member who cannot receive notice by email. If a meeting is adjourned to another time or place and if any announcement of the adjourned time or place is made at such meeting, it shall not be necessary to give notice of the adjourned meeting unless the Board, after adjournment, fixes a new record date for the adjourned meeting. Notice of a meeting and/or of the lapse of any prescribed period of time need not be given to any member who submits a signed waiver of notice and/or of the lapse of any prescribed period of time before or after the meeting. Such waiver may be written or by electronic mail. If provided in writing, the waiver must be executed by the member by signing such waiver or causing such member's signature to be affixed to such waiver by any reasonable means including, but not limited to, facsimile signature; if by electronic mail, the transmission of such waiver must set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. The attendance of a member at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by such member.

(d) QUALIFICATION OF VOTERS. Any member in good standing, otherwise eligible to vote, is entitled to vote at any meeting of the members.

(e) ANNUAL REPORT OF THE BOARD. The Board Members shall present at each annual meeting of members its report, which shall set forth the statements and shall be verified or certified in the manner prescribed by Section 519 of the N-PCL.¹ Such report shall

¹ Information set forth in footnotes to these By-Laws is not part of the By-Laws but is provided for explanatory purposes only. As of the date of the last amendment of these By-Laws, such report may include: (1) the assets and liabilities, including the trust funds, of the Association as of the end of a 12 month fiscal period terminating not more

be filed with the records of the Association and either a copy or an abstract thereof entered in the minutes of the proceedings of such annual meeting of members.

(f) CONDUCT OF MEETING. Meetings of the members shall be presided over by one of the following Officers in the order of seniority and if present and acting -- the President, a Vice President, the Treasurer or other executive Officer, or, with respect to a Chapter meeting, the Senior Chapter Representative or other Chapter Representative, or if none of the foregoing is in office and present and acting, by a chairperson to be chosen by the members. The Secretary of the Association, or in his or her absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present the chairperson of the meeting shall appoint a secretary of the meeting.

(g) PROXY REPRESENTATION. Every member entitled to vote at a meeting of members on any proposal or election or to express consent or dissent without a meeting may authorize another person or persons to act for such member by proxy. Each proxy must be in writing (including an electronic mail communication or a facsimile telecommunication) and signed by the member or by the member's attorney-in-fact and electronic and facsimile signatures shall be permitted. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by the N-PCL.

(h) QUORUM. Except for a special election of Directors pursuant to Section 604 of the N-PCL, and except as herein otherwise provided, not less than 10% of the members entitled to vote, present in person or by proxy, shall constitute a quorum at a meeting of members for the transaction of any business. A majority of the members present may adjourn the meeting despite the absence of a quorum. At such adjourned meeting, at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

(i) VOTING. Each membership shall entitle the holder thereof to one vote. In the election of Directors, a plurality of the votes cast shall be required for election. Any other action shall be authorized by a majority of the votes cast except where the N-PCL prescribes a different proportion of votes; provided that if the N-PCL requires action by "majority vote" or "two-thirds vote," such action shall be authorized by such proportion of the votes cast at the meeting, provided that the affirmative votes cast is at least equal to a quorum.²

(j) MEMBERS LIST. A list or record of members as of the record date, certified by the Secretary or other Officer responsible for its preparation, shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the Association that such request will be made at least ten days prior to such meeting. If the right

than six months prior to the meeting; (2) the principal changes in assets and liabilities, including trust funds, during such fiscal period; (3) the revenue or receipts of the Association, both unrestricted and restricted to particular purposes, during such fiscal period; (4) the expenses or disbursements of the Association, for both general and restricted purposes, during said fiscal period; and (5) the number of members of the Association as of the date of the report, together with a statement of increase or decrease in such number during such fiscal period, and a statement of the place where the names and places of resident of the current members may be found.

² Where members vote for more than two individuals for the same office, the individual with a plurality of the vote, i.e., the most votes, but not necessarily more than 50% of the votes cast, shall be selected.

to vote at any meeting is challenged, the person presiding thereat shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list or record to be members entitled to vote thereat may vote at such meeting.

3. MEMBERSHIP ACTION WITHOUT MEETINGS. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent (including electronic mail), setting forth the action so taken, signed by all the members entitled to vote. If provided via electronic mail, the transmission of such consent must set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member.

ARTICLE II

GOVERNING BOARD

1. FUNCTIONS AND DEFINITIONS. The Association shall be managed by a governing board, which is herein referred to as the "Board." The Board shall consist of the Board of Directors and the Executive Board, comprised of the Officers. Unless otherwise specified, the "Board" and the "Board Members" shall refer to both, Board of Directors and Executive Board/Officers, notwithstanding the designation of a different official title or titles. In addition to any powers granted to it by these By-Laws, the Board shall have the power to determine policy; direct and control the affairs and funds of the Association, including approving the annual budget of the Association and approving any financial statements; manage its property, both real and personal; make and amend its By-Laws and policies and regulations pertaining to the Association; fill vacancies on the Board; and appoint committees and assign duties to such committees; and have such other and further powers incidental to the foregoing and those which may be necessary and proper to enable the Board to carry out the mission of the Association. The use of the phrase "entire Board" herein refers to the total number of Board Members, which the Association would have if there were no vacancies excluding non-voting Board Members.

2. QUALIFICATIONS AND NUMBER. Each Board Member shall be at least eighteen years of age and shall have completed and submitted the conflicts questionnaire required by the Association's Conflict of Interest Policy prior to such person's initial election to the Board becoming effective. A director need not be a citizen of the United States or a resident of the State of New York. The number of Board Members constituting the entire Board shall be the number of Board Members elected as of the last election; *provided, however*, that such number shall not be less than three. No subsequent decrease by amendment of these By-Laws shall shorten the term of any incumbent Board Member.

3. ELECTION AND TERM. All Board Members shall have equal voting rights. Each Chapter shall elect up to three (3) Chapter Representatives. Ideally, an effort should be made to elect Chapter Representatives as follows: 1 from Civil Term, 1 from Criminal Term and 1 from Surrogate Court. Chapter Representatives shall be elected at an annual meeting of the Chapter to be held at least three days prior to the annual meeting of the members and presented to the members at the annual meeting of the members, at which time the Chapter Representatives shall be installed in office as Directors. Chapter Representatives shall be elected for a term of two years and may be re-elected by their respective Chapters without limitation. The Board may

appoint additional members to serve as honorary members of the Board without voting privileges; such honorary Board Members shall have the right to attend and speak at all Board meetings (except when the Board is in executive session) and receive notices and other material sent to the elected Board Members (except material which may pertain to any executive session). In the interim between annual meetings of members, any vacancies in any Officer position may be filled by the vote of the Board Members then in office; provided, however if a vacancy occurs with respect to a Chapter Representative, such vacancy shall be filled by the Chapter which had been represented by such Chapter Representative. A Chapter Representative who is elected to any position as an Officer shall be considered as having vacated his or her position as Chapter Representative, and such vacancy shall be filled in accordance with the preceding sentence.

4. MEETINGS.

(a) TIME. Meetings shall be held at such time and at such place as the Board shall fix or, as to special meetings, as shall be called by the President or by a group of directors constituting at least 50% of the total number of directors then in office except that the first meeting of a newly elected Board shall be held as soon after its election as the directors may conveniently assemble.

(b) PLACE. Meetings shall be held within or without the State of New York.

(c) NOTICE OR ACTUAL OR CONSTRUCTIVE WAIVER. No notice shall be required for regular or annual meetings for which the time and place have been fixed. Written, oral or any other mode of notice, including email, of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat unless the lack of such time has been waived. The notice of any meeting need not specify the purpose of the meeting. Notice of any adjournment of a meeting of the Board to another time or place because a quorum is not present shall be given to the Board Members who were not present at the time of adjournment and, unless such time and place are announced at the meeting, to the other Board Members. Any requirement of furnishing a notice shall be waived by any director who signs a waiver of notice 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.

(d) QUORUM AND ACTION; ATTENDANCE BY TELECOMMUNICATIONS. A quorum shall consist of at least one-third of the entire Board. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time; and participation by such means shall constitute presence in person at a meeting. A majority of the Board Members present whether or not a quorum is present may adjourn a meeting to another time and place. Except as otherwise provided by the N-PCL3 and except as in these

³ As of the date of the last amendment of these By-Laws, such provisions include, without limitation, Sections 509 (which requires that certain real estate related actions be approved by a majority or two-thirds of the entire Board), 705 (which requires that action to fill any vacancies on the Board be filled by vote of a majority of the directors then in office, regardless of their number), 712 (which requires that the members of any Executive Committee (or similar committee however denominated) be designated by a majority of the entire Board, unless the size of the Board is 30

By-Laws otherwise provided, the vote of a majority of the Board present at the time of the vote, if a quorum is present at such time, shall be the act of the Board; *provided, however*, directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or related party transaction shall be determined to be present for purposes of a quorum and not for voting.

(e) CHAIRPERSON OF THE MEETING. The President, if present, shall preside at all meetings of the Board. If the President is absent, or if there is no President, any other director chosen by the Board shall preside.

5. WRITTEN CONSENT. Notwithstanding any other provision contained herein, any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if the majority of the Members of the Board or the committee, as the case may be, consent in writing (including electronic mail or facsimile) to the adoption of a resolution authorizing such action. The consent must be executed by the Board Member or the committee member, as applicable, 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 or, if provided via electronic mail, the transmission of such consent must set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Board Member or the committee member, as applicable. In the event of such action without a meeting, the resolution and the written consents thereto by the majority of the Members of the Board or a committee thereof shall be filed with the minutes of the proceedings of the Board or the committee thereof, as the case may be.

6. REMOVAL OF DIRECTORS. Directors may be removed for cause by a two-thirds vote of the Board. Directors who serve as Senior Chapter Representatives may be removed and/or replaced as Senior Chapter Representatives for cause by a majority vote of the members of the Chapter. Cause shall be defined by resolution.

7. COMMITTEES.

(a) Board Committees. Whenever the Board shall consist of more than three members, the Board may establish an executive committee and other Board committees, each of which, to the extent provided in the resolution designating it, shall have the authority of the Board with the exception of any authority the delegation of which is prohibited by Section 712 of the N-PCL.⁴ The members of each Board committee, if the members of such committee are not named in these By-Laws or in a board resolution creating such committee as the holders of stated positions in the Association, shall be named by the Board ; *provided, however*, that the members of any executive committee (or any similar committee however denominated) shall be designated

or more), and 715 (which requires that the compensation of Officers be approved by a majority of the entire Board if not done in or pursuant to the By-Laws).

⁴ As of the date of the last amendment of these By-Laws, such provisions include, without limitation, (i) the submission to members of any action requiring members' approval under the N-PCL, (ii) filling vacancies on the Board or any committees, (iii) fixing compensation of the directors for serving on the Board or on any committee, (iv) amending or repealing these By-Laws or adopting new By-Laws, (v) amending or repealing any Board resolution which by its terms shall not be so amendable or repealable, (vi) electing or removing Officers or directors, (vii) approving any plan of merger or dissolution, (viii) recommending to the members action on the sale, lease, exchange or other dispositions of all or substantially all the assets of the Association, or (ix) approving amendments to the Certificate of Incorporation.

by action of a majority of the entire board. Any Board committee acting in the name of the Board shall prepare minutes of its meeting and notify the full Board of any actions it takes or decisions it made, other than those in the ordinary course of operations, within a reasonable time thereafter but in any event by the time of the next meeting of the Board. Persons who are not Board Members (and, with respect to committees which must be composed of independent directors, directors who are not independent) may be named as adjuncts to Board committees with the right to attend and speak at meetings but such adjuncts shall not have any voting rights or be counted for quorum purposes. In situations where the law or these By-Laws or a Board action creating the committee requires that the committee be composed solely of independent Board Members, such adjuncts shall also not participate in any deliberations. Such adjuncts shall leave a committee meeting if the committee is reviewing such person's work, or the committee goes into executive session but may otherwise remain during any deliberation or vote.

(b) Committees of the Association. Additionally, the Board may provide for committees of the Association, which shall have such powers as the Board may lawfully delegate. Members of such committees of the Association may be appointed by the Board or the President if so authorized by the Board. Such committees shall act in an advisory or administrative capacity or shall function to conduct events or activities of the Association; they shall have no authority to bind the Board Members except that any such committees established as required by state statute shall have such authority as granted by such statute.

(c) Committee Procedure. Each member of a committee shall serve at the pleasure of the Board or, if appointed by the President, at the pleasure of President, unless these By-Laws (or a resolution of the Board Members creating such committee) specify that a specific Officer shall serve on such committee, in which case such committee member may not be removed from such committee other than by removal from such office. The Board may appoint alternate members of any Board committee to act as substitutes for any absent member at meetings of such committee. If there shall be a vacancy in any committee, such vacancy may be filled by the Board or, if such committee member was appointed by the President, by the President. Unless otherwise chosen by the Board at the time of the appointment of committee members, the chair of each committee shall be selected by the President. Except as otherwise provided by these By-Laws or by the Board, each committee shall determine its own rules of procedure. A majority of the membership of a committee of the Board shall constitute a quorum for the transaction of business by such committee unless otherwise established pursuant to committee rules of procedure. Any committee of the Board taking action in lieu of action by the Board, including without limitation any executive committee and audit committee, shall keep minutes or other formal records of its meetings and each other committee shall keep records of its proceedings or prepare written [or oral] reports and each committee chair shall submit the same to the Board prior to [or at] the next Board meeting held more than two weeks after the committee meeting.

8. COMPENSATION. No member of the Board shall receive any compensation for the performance of his or her duties. Board Members may be reimbursed expenses incurred in the performance of their duties. Nothing in these By-Laws shall be construed to preclude any Board Member from serving the Association in any other capacity and receiving compensation for services performed in such capacity. No loans shall be made by the Association to any of its Board Members or to any entity in which one or more of its Directors is also a Board Member or holds a substantial financial interest, except for a loan to another charitable

Association.

ARTICLE III

OFFICERS

1. NUMBER AND QUALIFICATIONS. Nominations for Officers shall be made by a Committee on Nominations, which shall be a committee of the Association, the Chair and members of which shall be appointed by the President and approved by the Board Members at the annual meeting of the Board. The Committee on Nominations shall consist of up to five Board Members who are in good standing, preferably no more than one from the same county in New York City, and shall follow such procedures set by resolution of the Board. Additional nominations for office may be made by the members at an annual meeting of the members. All nominees shall be members in good standing. At each annual meeting of the Members, the Members may elect or appoint a President, one or more Vice Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers and such other Officers as they may determine. The same person may not hold more than one office. No more than three members of a particular Chapter may serve as Officers at the same time. Reappointment of a member to a position other than in the "Law Clerk" title shall not be an impediment to the holding of any office other than that of President and first Vice President, so long as the reappointed member remains in the Unified Court System and in the non-judicial personnel category.

2. ELECTION AND TERM. The term of each Officer shall commence immediately after the membership meeting where the Officer is elected or upon such person's satisfying any qualifications set forth in these By-Laws, if later, and shall continue until the conclusion of the annual meeting of the Board two years following such person's election by the members or his or her earlier death, resignation or removal. No Officer may serve in the same position for more than two consecutive years.

3. REMOVAL. An Officer shall be removed from office for cause by a two-thirds vote of the Board. Cause shall be defined by resolution. The President or first Vice President can also be removed from office upon such individual's reappointment to a position other than in the "Law Clerk" title.

4. FUNCTIONS, POWERS AND DUTIES OF OFFICERS.

(a) PRESIDENT. The President shall have such powers and perform such duties as shall from time to time be assigned to him or her by the Board and shall perform such other duties as are necessarily incident to the office of the President.

(b) VICE PRESIDENTS. The Vice Presidents, if any, shall have such powers and duties as may be assigned to them by the Board. In the absence of the President, the Vice Presidents, in the order designated by the Board, shall in general perform the duties of the President.

(c) SECRETARY. The Secretary shall act as secretary of all meetings of the Board and shall keep the minutes of all such meetings in the books proper for that purpose. The Secretary shall attend to the giving and serving of all notices of the Association. The

Secretary shall, working with the Treasurer keep a list of all members of the Association and their addresses and shall identify those members who are not in good standing. The Secretary shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned to him or her by the Board. The Secretary shall be the keeper of the Association's seal.

(d) ASSISTANT SECRETARIES. The Assistant Secretaries shall perform the duties of the Secretary in the Secretary's absence or at his or her request and shall perform such other duties as shall from time to time be assigned to them by the Board of Directors.

(e) TREASURER. The Treasurer shall have the custody of all funds and securities of the Association which may come into his or her hands. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Association and shall deposit all monies and other valuable effects of the Association in the name and to the credit of the Association in such banks or depositories as the Board may designate. The Treasurer shall, working with the Secretary, keep a list of all members of the Association and their addresses, and shall report to the Secretary any members who are not in good standing. Whenever required by the Board, the Treasurer shall render a statement of his or her account. The Treasurer shall at all reasonable times exhibit his or her books and accounts to any Officer or director of the Association and shall perform all duties incident to the position of the Treasurer subject to the control of the Board and shall, when required, give such security for the faithful performance of his or her duties as the Board may determine.

(f) ASSISTANT TREASURER(S). The Assistant Treasurer(s) shall perform the duties of the Treasurer in his or her absence or at his or her request and shall perform such other duties as shall from time to time be assigned to them by the Board.

5. COMPENSATION. No Officer shall receive any compensation for the performance of his or her duties.

6. OTHER AGENTS. The Board may appoint from time to time such other agents who need not be directors as shall be deemed necessary, each of whom shall hold office at the pleasure of the Board and shall have such authority and perform such duties, for such reasonable compensation, if any, as the Board may from time to time determine.

ARTICLE IV

BOOKS AND RECORDS

Records. The Association shall maintain a copy of the following records at its principal office: (i) the certificate of incorporation and all amendments to the certificate; (ii) these By-Laws as they may be amended; (iii) any Board-approved policies; (iv) minutes of all meetings of, and all unanimous written consents by, the members and the Board, any executive committee and any audit committee (and any other committee exercising the authority of an audit committee) and any other committees of the Board taking action in lieu of action by the Board,; (v) a list of the names and addresses of all members and directors; (vi) correct and adequate statements of accounts and finances; and (vi) copies of any application for recognition of tax exemption and all

annual filings with the Internal Revenue Service and the New York Department of Law. Any of the foregoing books, minutes and records may be in written form or in a digital format in the official computers capable of being converted into written form within a reasonable time.

Any person who shall have been a member of record of the Association for at least six months immediately preceding his or her demand, upon at least five days written demand, shall have the right to examine in person or by agent or attorney, during usual business hours, its minutes of the proceedings of its members and list or record of members. So far as permitted by law, the Board shall have power to determine from time to time whether and to what extent, and at which times and places and under what conditions and regulations, the books, records, documents and accounts of the Association, or any of them, shall be open to inspection by members. No non-member shall have any right to inspect any books, records, documents or accounts of the Association, except as conferred by statute or these By-Laws or authorized by resolution of the members or the Board. All Board Members shall have, at all reasonable times, the right to inspect any of such records.

ARTICLE V

CORPORATE SEAL

The corporate seal shall be in such form as the Board shall prescribe.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Association shall be April 1st through March 31st and shall be subject to change, by the Board.

ARTICLE VII

INDEMNIFICATION

The Association shall indemnify each present and former Director, Officer and key person, as such term is defined in the N-PCL (or, if deceased, his or her personal representatives), and the Association shall advance his or her expenses, who was or is made, or is threatened to be made, a party to any action or proceeding, whether civil or criminal (including without limitation any action brought by or in the right of the Association), or who is a subject of a government investigation, by reason of the fact that such person (or such person's testator or intestate) (i) is or was a director, Officer or committee member or (ii) in the case of a present or former director, Officer or key person, serves or served, at the request of the Association, as a trustee, director or Officer of any other Association, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against any and all liabilities, losses, judgments, fines (including excise taxes assessed with respect to an employee benefit plan pursuant to applicable law), amounts paid in settlement and expenses (including attorneys' fees, reasonably incurred) in connection with such action or proceeding, or any appeal from such action or proceeding, or government investigation in the manner. The Association shall not, however, indemnify any person if a judgment, or other final adjudication, adverse to any indemnified person establishes, or the Board

in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that such person personally garnered any financial profit or other advantage to which such person was not legally entitled. The Board may require receipt of a written undertaking by or on behalf of such person to repay amounts advanced if such person is ultimately found not to be entitled to indemnification under this Article VII, applicable law or otherwise and may require that such person shall cooperate in good faith with any request by the Association that common counsel be utilized by the parties to an action or proceeding who are similarly situated unless to do so would be inappropriate due to actual or potential differing interests between or among such parties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of members or disinterested Directors or otherwise provided that, as to Directors and Officers, such rights meet the requirements of N-PCL Section 721, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The right to be indemnified or to the advancement or reimbursement of expenses pursuant to these By-Laws is a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof or of any such resolution were set forth in a separate written contract between the Association and such person, and shall continue to exist after any rescission or restrictive modification hereof or of any such resolution with respect to events occurring prior thereto. This Article shall, in no event, be construed to authorize any act of self-dealing within the meaning of § 4941 of the Internal Revenue Code of 1986, as amended (the "Code"), or any other act expressly prohibited by the Code, the N-PCL, or any other applicable law.

ARTICLE VIII

POLICIES

The Board shall adopt a Conflict of Interest Policy in conformity with the requirements of Section 715-a of the N-PCL. All conflicts, including related party transactions (as defined in the Section 102(a)(24) of N-PCL), shall be approved only as set forth in the Association's Conflict of Interest Policy. The Board shall adopt a Conflict of Interest Policy in conformity with the requirements of New York Prudent Management of Institutional Funds Act, Article 5-A of the N-PCL. The funds of the Association shall be retained and invested in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board or its designees may deem desirable in accordance with such investment policy.

ARTICLE IX

CONTROL OVER BY-LAWS

The By-Laws may be amended or repealed, and new By-Laws adopted, upon compliance with any statutory requisite, by the members at the time entitled to vote in the election of Directors and by the Board. Any By-Law adopted by the Board may be amended or repealed by the members and any By-Law adopted by the members may be amended or repealed by the Board.

ARTICLE X

RESOLUTIONS

Resolutions as may have been referred to in these By-Laws can be obtained upon written request, to Associationlawsecretaries@gmail.com.