

**AMENDED AND RESTATED
BY-LAWS
OF
THE FOUNDATION OF THE ROCKLAND COUNTY
BAR ASSOCIATION, INC.**

ARTICLE I

Name, Purposes and Powers, Offices

- Section 1.1 **Name.** The name of the corporation is The Foundation of the Rockland County Bar Association, Inc. (hereinafter the “Corporation”).
- Section 1.2 **Purposes and Powers.** The purposes and powers of the Corporation shall be those set forth in the Corporation’s Certificate of Incorporation, as from time to time amended, restated, or otherwise modified.
- Section 1.3 **Offices.** The principal office of the Corporation shall be located at 337 North Main Street, Ste. 1, New City, Rockland County, New York. The Corporation may maintain additional offices at such other places within or without New York State as the Board of Directors may from time to time designate.

ARTICLE II

Membership

The Corporation shall have no members.

ARTICLE III

Board of Directors

- Section 3.1 **Powers of the Board of Directors.** The Board of Directors (hereinafter the “Board”) shall be responsible for managing the business, property, affairs and activities of the Corporation, subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and these By-Laws.
- Section 3.2 **Qualifications of Directors.** Each Director shall be at least 18 years old and an active member in good standing of the Rockland County Bar Association. A Director need not be a resident of New York State.

- Section 3.3 **Number of Directors.** The Board shall consist of eighteen (18) Directors.
- Section 3.4 **Election and Term of Directors.** The Directors of the Corporation shall be those persons who are currently serving as Directors of the Rockland County Bar Association (hereinafter the "RCBA" or the "Association"). The Directors shall be deemed to have been elected or appointed in the manner provided for in the By-Laws of the RCBA. The terms of the Directors shall be the same for each Director as his or her term as a Director of the Association. The limits on the terms of the directors shall be the same limits imposed upon each Director by the By-Laws of the Association.
- Section 3.5 **Vacancies in Directorships.** Vacancies occurring in the Board of Directors for any reason shall be filled by the person or persons selected by the Association to replace that person on the Board of the RCBA and whose departure has now created a vacancy on the Board of the Corporation.
- Section 3.6 **Resignation.** Any Director may resign at any time by delivering notice to the President or the Secretary in writing by certified mail, overnight mail, email or facsimile. The resignation shall take effect when such notice is so delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective. Any resignation by any Director from the Board of the Association in the form and manner permitted by the By-Laws of the Association shall constitute a valid and effective resignation from the Board of the Corporation.
- Section 3.7 **Removal.** Any one or more of the Directors may be removed for cause at any time by the affirmative vote of two-thirds (2/3) of the Directors present at a regular meeting or special meeting of the Board called for that purpose; provided that there is a quorum of the entire Board present at such meeting and that notice of the proposed action shall have been transmitted to all Directors in the same manner and in the same time frame as provided for in the By-Laws of the Association.
- Section 3.8 **Meetings.** An annual meeting of the Board shall be held each year at such time and place as shall be fixed by the Board, for the annual report of the Treasurer described in Section 5.9(G) of these By-Laws, and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board shall be held at such times and places as may be fixed by the Board. Special meetings of the board may be held at any time upon the call of the President at the time and place fixed by the notice calling the special meeting. Meetings of the Board of the Corporation may be deemed to have occurred simultaneously with meetings of the Board of the

Association, without the necessity for separate notices or calls. Except as may be called for by the President, regular and annual meetings of the Board of the Corporation shall be deemed to have occurred simultaneously with regular and annual meetings of the Board of the Association.

- Section 3.9 **Notice of Meetings.** Notice need not be given of regular meetings of the Board if such meetings are fixed by the Board. All notices of regular, special and/or annual meetings of the Board of the Association shall be deemed to be notices of meetings of the Board of the Corporation.
- Section 3.10 **Quorum.** Seven (7) members shall constitute a Quorum for the transaction of business at all meetings of the Board of Directors. A Quorum, once established, shall continue for the remainder of the meeting.
- Section 3.11 **Remote Participation in Meetings.** There shall be no remote participation by any Directors in any meetings of the Board or any Committee thereof.
- Section 3.12 **Action at a Meeting.** Directors may not vote by proxy. Except as otherwise provided by law, the Certificate of Incorporation, or these By-Laws, the affirmative vote of a majority of the Directors present at a meeting of the Board, if a Quorum has been established at said meeting, shall be the act of the Board; provided, however, that authorization of the following shall require the affirmative vote of at least two-thirds (2/3) of the entire Board:
- A. a sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation;
 - B. a plan of merger, consolidation, or dissolution;
 - C. revocation of a plan of voluntary dissolution; and
 - D. any alteration to these By-Laws or the Certificate of Incorporation.
- Section 3.13 **Action without a meeting.** Any action required or permitted to be taken by the Board or any Committee of the Board may be taken without a meeting if a majority of members of the Board or such Committee consent to the adoption of a resolution authorizing the action. Such consent shall be submitted in writing or via email or facsimile. The resolution and consents thereto shall be filed with the minutes of the proceedings of the Board or Committee.
- Section 3.14 **Organization of meetings.** At each meeting of the Board, the President, or in the President's absence, the Vice President, or in the Vice President's

absence, a person chosen by the Directors present, shall preside. The Secretary shall act as Secretary of each meeting of the Board, shall record the minutes of each meeting and, upon their adoption by the Board, shall retain such minutes with the permanent records of the Corporation. The Secretary may delegate any of his or her ministerial duties as herein above described to the Executive Director of the Association.

- Section 3.15 **Compensation of Directors.** The Corporation shall not pay any compensation to Directors for their services as Directors of the Corporation. Subject to the Corporation's conflict of interest policy and applicable law, Directors may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the Board.

ARTICLE IV

Officers

- Section 4.1 **Officers.** The officers of the Corporation shall be the officers of the Association, with the President, Vice President, Treasurer and Secretary of the Association serving in the same capacities as officers of the Corporation.
- Section 4.2 **Election, Term of Office, and Qualifications.** The officers of the Corporation, being the officers of the Association, shall be empowered with the same qualifications and terms of office as are provided for the officers of the Association in the RCBA By-Laws.
- Section 4.3 **Resignation.** Any officer of the Corporation will be deemed to have resigned when said officer has resigned from the same position with the Association.
- Section 4.4 **Removal.** Any officer may be removed by the Board at any time, with or without cause. Any officer will be deemed removed if he or she has been removed from the same office by the Board of the Association.
- Section 4.5 **Vacancies.** A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the person designated by the Board of the Association to fill that office for the Association.
- Section 4.6 **Powers and Duties of President.** The President shall preside at all meetings of the Board. The President shall have and exercise general charge and supervision of the affairs of the Corporation and shall perform such other duties as may be assigned to him or her by the Board, these By-Laws, the

Certificate of Incorporation or by operation of law.

Section 4.7 Powers and Duties of Vice President. At the request of the President, or in the event of the President's absence or inability to act, the Vice President shall perform the duties and possess and exercise the powers of the President. A Vice President shall have such other powers and perform such other duties as the President or the Board may assign to the Vice-President

Section 4.8 Powers and Duties of Secretary. The Secretary shall:

- A. Record and keep the minutes of all meetings of the Board;
- B. Insure that all notices and reports are duly given or filed in accordance with these By-Laws or as required by law;
- C. The custodian of the Corporation's records, other than financial; and
- D. In general, perform all duties incident to the office of Secretary and such other duties as the President or the Board may assign to the Secretary.

Section 4.9 Powers and Duties of Treasurer. The Treasurer shall:

- A. Have charge and custody of, and be responsible for, all financial records, funds, and securities of the Corporation;
- B. Deposit or oversee the deposit of all funds in the name of the Corporation in such depositories as shall be designated by the Board;
- C. Receive or oversee the receipt of amounts due and payable to the Corporation from any source whatsoever, and, subject to the direction of the Board, authorize or oversee the authorization of the disbursement of funds of the Corporation;
- D. Render a statement of the condition of the finances of the Corporation whenever required by the Board;
- E. Insure the preparation and filing of all legally required financial returns and reports, including, but not limited to, the Corporation's Form 990 and State Charitable Solicitation Registration;
- F. In general, perform all the duties incident to the office of Treasurer, and such other duties as the President of the Board may assign to the

Treasurer; and

G. At the annual meeting of the Board, or at such time as the Board may otherwise designate, render a report of the Corporation's accounts showing in appropriate detail:

1. The assets and liabilities of the Corporation as of a fiscal year terminating not more than **nine (9)** months prior to the meeting;
2. The principal changes in assets and liabilities during that fiscal year;
3. The revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal year; and
4. The expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal year.

Such report shall be filed with the minutes of the meeting where rendered, and may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York which includes the information specified herein and/or pursuant to New York Not-For-Profit-Corporation-Law §519.

ARTICLE V

Financial Matters and Records

Section 5.1 **Fiscal Year.** The fiscal year of the Corporation shall begin on July 1st and end on June 30th.

Section 5.2 **Execution of Instruments.** The Board shall select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time and in what manner on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidence of indebtedness; to enter into contracts; or to execute and delivery other documents and instruments.

Section 5.3 **Books and Records.** There shall be kept at the office of the Corporation correct and complete books and records of the accounts, activities, and transactions of the Corporation. The records shall include a current list of the Directors and Officers of the Corporation and their addresses, and a

minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Board and the Committees. Any of the books, records, minutes of the Corporation may be kept in written form or in an electronic form capable of being converted into written form within a reasonable time.

Section 5.4 **Prohibition Against Loans.** The Corporation is prohibited from making any loan to any Director or Officer of the Corporation.

ARTICLE VI

Personnel

Section 6.1 **Executive Director.** The Board may employ an Executive Director, who shall be charged with the administrative and executive management of the affairs of the Corporation and who shall hold office at the pleasure of the Board. The Board may delegate to the Executive Director any such powers and duties which are delegable as a matter of law, subject, in each case, to review by the Board.

Section 6.2 **Additional Personnel.** The Board may from time to time employ such other employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board and each of whom shall have such authority and perform such duties as the Board may from time to time determine.

Section 6.3 **Compensation.** The Board may from time to time establish compensation and benefits for personnel of the Corporation.

ARTICLE VII

Directors' Conflicting Interest Transactions

Section 7.1 **Conflicts of Interests; Adoption of Policy.** The Corporation shall adopt a Conflict of Interest Policy as required by Section 715-a of the New York Not-For-Profit-Corporation Law, to insure that its Directors, Officers and key employees act in the Corporation's best interest and comply with applicable legal requirements regarding any potential Conflict of Interest, potential "related party transaction," or potential "excess benefit transaction" involving a "disqualified person" as those terms are defined in Section 102(a) of the New York Not-For-Profit-Corporation Act and Section 4958 of the Internal Revenue Code. Any such transaction shall only be undertaken after the requisite disclosure, determinations, and voting by Directors as provided in

Sections 715 and 715-a of the New York Not-For-Profit-Corporation Act and relevant regulations of the Internal Revenue Service.

Section 7.2 **Annual Review of Policy; Disclosure Statements.** The Conflict of Interest Policy shall be reviewed by the Board at least annually. Prior to his/her election or appointment and annually thereafter, each Director shall be required to complete a Disclosure Statement identifying, to the best of the Director's knowledge, any entity of which such Director is an Officer, Director, Trustee, Member, Employee, or Owner (either as a sole proprietor or a partner) and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the Director might have a conflicting interest. These statements shall be collected and delivered by the Secretary to the President, to be kept on file at the Corporation's office. Any additions or other changes to these statements shall be made by the Director in writing as they occur.

ARTICLE VIII

Indemnification and Insurance

Section 8.1 **Indemnification.** To the fullest extent permitted by law, the Corporation may indemnify any person made, or threatened to be made, a party to, or is involved in (including as a witness), any action or proceeding by reason of the fact that he or she is or was a Director, Officer, Employee, or Agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if:

- A. His or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding; or
- B. He or she personally gained a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section 8.2 **Expenses.** The Corporation may pay expenses as incurred by any person described in Section 8.1 of this Article in connection with any action, suit, proceeding or inquiry described in Section 8.1.

Section 8.3 **Insurance.** The Corporation may purchase and maintain all insurance policies deemed to be in the best interest of the Corporation, including insurance to indemnify the Corporation for any obligation or expenses which

it incurs as a result of its indemnification of Directors, Officers, Employees and Agents pursuant to this Article, or to indemnify such persons in instances in which they may be indemnified pursuant to this Article.

Section 8.4 **Reservation of Rights.** Notwithstanding any provisions herein regarding indemnification or payment of expenses, any agreement or undertaking by The Corporation to indemnify or pay expenses under Sections 8.1 and/or 8.2 shall not constitute a waiver of any of The Corporation's rights to seek reimbursement or compensation, in whole or in part, from any person indemnified under Section 8.1, or for whom expenses are paid under Section 8.2.

ARTICLE IX

Amendments to By-Laws

Subject to the notice requirements of Section 3.9, these By-Laws may be adopted, amended or repealed in whole or in part at any meeting of the Board, if a quorum is present at the time of the vote, by the affirmative vote of a 2/3rds majority of the Directors present.