

**By-Laws
of
Friends of Forsyth Nature Center**

Article I – Name, Authority, and Location

- A. The name of the organization governed by these By-Laws shall be Friends of Forsyth Nature Center.
- B. Friends of Forsyth Nature Center is incorporated under Section 402 of the Not-For-Profit Corporation Law in the State of New York. The organization is exempt from Federal income tax under Internal Revenue Code section 501(c)(3) and classified as a public charity under section 509(a)(2).
- C. The principal office of the Corporation shall be in the City of Kingston, County of Ulster, New York.

Article II Purpose

The mission of Friends of Forsyth Nature Center shall be to maintain and expand the Forsyth Nature Center and its programs to foster and inspire the exploration and conservation of the natural world in and around our urban community.

Article III Membership Requirements

- A. Commitment to the stated purposes of the Corporation.
- B. Filing an application for Membership that will become effective upon payment of dues.
 - 1. The amount of Membership dues, and any proposed amendments, shall be recommended by the Board of Directors and approved by majority vote of all members in attendance at the Annual Membership Meeting.

Article IV Board of Directors

- A. The Board of Directors, herein after referred to as the Board, is the governing body of Friends of Forsyth Nature Center, herein after referred to as Friends. It shall oversee the actions of the Corporation and is charged with carrying out the mission

of this organization.

- B. The “Entire Board” is defined per Appendix A as the number of Directors most recently elected for a three (3) year term of service, as well as any Directors whose terms have not yet expired.
- C. The Board has a fiduciary obligation to ensure that By-Law and policy statements are properly and consistently carried out on behalf of the Corporation.
- D. The Corporation shall be managed by the Board of Directors and will be comprised of not less than seven (7) but not more than eleven (11) Directors including the Caretaker for the Forsyth Nature Center and a representative from City of Kingston Parks and Recreation Department who shall serve as ex-officio voting members on the Board.

E. Election and Terms of Board of Directors

- 1. The Board of Directors will recommend to the Membership candidates for positions on the Board who shall be elected by majority vote of all Members in attendance at the annual Membership meeting.
- 2. Each Director shall hold office for a term of three (3) years.
- 3. In the event that a Board member is unable to fulfill their term as a member of the Board, the Board will, by majority vote, appoint a replacement to serve on the Board until an election to formally fill that seat can occur at the next annual Membership meeting.
- 4. A Director may be removed for cause by a two-thirds (2/3) vote of the entire Board. Failure to carry out the fiduciary responsibilities as cited in the Code of Ethical Conduct, Appendix C, shall constitute such cause.

F. Committees

Committee Types & General Authority & Responsibilities. The Board of Directors may permissibly charge committees to perform various functions on behalf of The Corporation in either of the two (2) available types: Committees

of the Board and Committees of the Corporation. Each Committee of the Board and Committee of the Corporation, and every member thereof, shall serve at the pleasure of the Board. All Committees shall keep minutes of all proceedings, to be regularly submitted to the Secretary for subsequent distribution to the Entire Board, and report to the Board, at its next scheduled Regular Meeting, all activities and determinations.

1. Committees of the Board. Committees of the Board are comprised solely of, at least, three voting Directors who are appointed and approved by a majority of the Entire Board. These Committees may either have standing authority and/or may be designated specific authority by the Board to take action that would legally bind the Board and/or The Corporation. Such a Committee would have no authority to act on any action requiring Members approval, filling Board or Committee vacancies, fixing compensation for the Board or members of its Committees, amending the By-Laws, the Certificate of Incorporation or any resolution adopted by the Board, the election or removal of Officers and Directors, the approval of a merger or plan of dissolution, the adoption of a resolution recommending to the Members any action involving the sale, lease, exchange or other disposition of the assets of The Corporation **or** the approval of amendments to the Certificate of Incorporation.

2. Committees of the Corporation. Comprised of, at least, three (3) individuals appointed by the Board and shall either have standing authority or may be designated specific authority from time-to-time by the Board. Committees of the Corporation are advisory in nature and cannot under any circumstances take actions that bind the Board and/or The Corporation.

Article V – Meetings of the Board of Directors, Committees and Membership Bodies

A. Rules Governing Meetings

1. At the first meeting of the Board in January, the Board will, by majority vote of those voting and present, determine the procedures by which its meetings of the Corporation will be conducted.
2. The Board or Committees may elect to meet by audio or video conference.
3. Written Unanimous Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if the Entire Board submits to the Secretary of the Corporation or his/her designee, a written consent, deliver by regular mail and/or electronic mail, authorizing a resolution to permit the action. A copy of the resolution, and all written consents thereto, shall be filed with the minutes of the proceedings of the Board.
4. Any, or all, Director(s) or committee member(s), may participate in any meetings of the Board of Directors, by means of a conference telephone, electronic video screen communication or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting of the Board.

B. Membership Meetings

1. The annual Membership meeting of the Corporation will be held in the summer on a date determined by the Board. The Recording Secretary shall communicate with every member in good standing at their address as it appears on the Membership roll book of the Corporation a notice stating the time and place of the annual meeting. Notice of this meeting will take place using mail or email no less than ten (10) calendar days or greater than fifty (50) calendar days prior to the meeting date.
2. A Membership roll showing the list of members as of the record date,

- certified by the Membership committee and the Recording Secretary of the Corporation, shall be produced at any meeting of members upon the request thereof, or of any member who has given written notice to the Corporation that such request will be made at least ten days prior to such meeting. If the Board is unable to deliver two (2) consecutive notices, the contact information for that individual shall be considered invalid.
3. Ten percent (10%) of Membership shall constitute a quorum at the annual Membership meeting of the Corporation.
 4. Proxy Voting. Every member who is entitled to vote at the annual Membership meeting or to express consent to dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) 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 law.

C. Board of Directors Meetings

1. The Board will, at its first meeting of the calendar year, establish its schedule of meetings and events for the ensuing year, including relevant dates, times, and locations. Board meetings will be held on a monthly basis unless otherwise notified.
2. A majority of the Entire Board shall constitute a quorum for the transaction of business or of any specified item of business unless otherwise stated in these By-Laws. Ex-officio voting members on the Board shall be included in the establishment of a quorum.
3. To conduct the general business of the Corporation, the Chairperson or Immediate Past Chairperson conducting the meeting shall call for a vote with a majority of the Board of Directors present at the meeting being

- needed to pass the resolution or meeting business.
4. The Board may choose to create Standing Committees, each consisting of three or more Directors. Each such committee shall serve at the pleasure of the Board.
 5. In the event that the Corporation employs individuals, those employees cannot serve the functions of “Chairperson” of the Board. Employees can, however, serve on the Board or in another Officer position. The function of the position, not the title (“Chairperson”), is relevant.

D. Committee Meetings

1. Meetings of Committees, of which no formal notice shall be necessary, shall be held at such time and place as may be fixed by the Chairperson of the Board of Directors or Chair of the applicable Committee or by majority vote of the members of the Committee.
2. A majority of all the members of a Committee shall constitute a quorum for transaction of business. Any action taken by the Committee shall require a majority vote of that Committee’s membership.

E. Special Meetings.

1. The Board of Directors may call special meetings of the Corporation. The Recording Secretary shall cause a notice of such meeting to be mailed to all members at their addresses or e-mail addresses as they appear in the Membership roll book at least ten (10) days but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.
2. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of the entire Board.
3. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment

shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

Article VI – Officers

A. Officers, Elections, Terms

Unless otherwise provided for in the Certificate of Incorporation, the Board may appoint a Chairperson, an Immediate Past Chairperson, a Recording Secretary, a Corresponding Secretary, a Treasurer, an Assistant Treasurer and such other Officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All Officers shall be appointed by majority vote of the Board to hold office for a one (1) year term. The election of Officers shall be held at the first meeting of the Board following the annual Membership meeting. Elected Officers will assume their positions on January 1st of the ensuing year.

B. Removal and Resignation

1. Any Officer may be removed by a two-thirds (2/3) majority of the Board.
Failure to carry out the fiduciary responsibilities as cited in the Code of Ethical Conduct in Appendix C shall constitute such cause.
2. In the event of the death, resignation or removal of an Officer, the Board, in its discretion, may appoint a successor from the existing Board of Directors to fill the unexpired term.
3. Two (2) or more offices may be held by the same person except for the offices of Chairperson and Treasurer or Chairperson and Recording Secretary.

C. Chairperson

The Chairperson shall be the Chief Executive Officer of the Corporation, he or she shall:

- preside at all meetings of the Board and the Membership;

- have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect;
- serve as an ex-officio member on all committees created by the Board.

D. Immediate Past Chairperson

- an advisory role to provide advice and leadership regarding past practices to the Board of Directors;
- In the absence or disability of the Chairperson, the Immediate Past Chairperson shall have all the powers and functions of the Chairperson.

E. Treasurer

The Treasurer shall have the care and custody of all the funds and the securities of the Corporation, and shall, at the direction of the Board, carry out the following tasks:

- deposit said funds in the name of the Corporation in such financial institution as the Directors may elect;
- sign and execute all contracts in the name of the Corporation as well as all checks, drafts, notes, and orders for the payment of money;
- provide a financial report at every regularly scheduled monthly meeting of the Board which specifies all income, expenditures, and performance of investments;
- provide an end of the fiscal (calendar) year financial report to the Board for its review;
- make all financial records available to the Board for review upon the Board's request;
- submit all filings to government agencies as required by law in a timely manner.

F. Assistant Treasurer

The Assistant Treasurer shall, in conjunction with the Treasurer, perform specific financial procedures seeking to achieve the greatest segregation of duties, with an overall goal to reduce the likelihood that an error or fraud will occur. Such duties may include:

- general bookkeeping and monthly account reconciliation;
- writing and mailing checks;

- review of monthly financial reports;
- in the absence or disability of the Treasurer, assume the powers and functions of the Treasurer.

G. Recording Secretary

The Recording Secretary shall:

- keep the minutes of the Board and the Membership meetings;
- attend to the giving and serving of all notices of the Corporation;
- have charge of such books and papers as the Board of Directors may direct;
- keep a Membership roll containing the names of all persons who are members of the Corporation, showing their places of residence and other information required for communicating the business and affairs of the Corporation;
- see to it that all newly-received and annually-submitted Director Disclosure Statements and any case-specific Conflict of Interest and/or Related Party Transaction reports, together with the minutes of any related meetings, are promptly provided to the Board of Directors, or the Chairperson or an authorized committee thereof, as appropriate, in an effort to assure that they are properly considered for auditing purposes;
- in the absence of the Corresponding Secretary, will assume the functions of that office.

H. Corresponding Secretary

The Corresponding Secretary shall:

- be responsible for all official correspondence and other communications of the Board and Membership including the acknowledgment of gifts and services granted to the Corporation;
- in the absence of the Recording Secretary, assume the functions of that office.

Article VII – Governing Document

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

Article VIII - Amendments

- A. The Board of Directors will recommend to the Membership any and all changes to the By-Laws governing the Corporation for their consideration at the annual

meeting where a majority vote of those present will be required for a change in the By-Laws to occur.

- B. Members may propose amendments to the By-Laws by petitioning the Board to present such amendments at the annual meeting for vote by the Membership. In order for such a petition to be considered, ten percent (10%) of Membership appearing on the Membership roll would be the required to have signed that petition. Such a petition must be presented sixty (60) calendar days before the date of the annual Membership meeting with signatures certified by the Recording Secretary of the Corporation.

Article IX – Statutory Compliance

A. Definitions.

Should any term, phrase or understanding relative to any topic addressed in these By-Laws and/or the policies of Corporation be specifically defined in a document entitled “By-Law and Corporate Policy Definitions”, a copy of which is annexed hereto and made a part hereof of these By-Laws as Appendix A, the stipulated definition of such term in said document shall govern for purposes of interpreting the By-Laws and/or corporate policies.

B. Conflicts of Interest & Related Party Transaction Protocols.

The Board shall adopt, and at all times honor, the terms of a written Conflicts of Interest & Related Party Transaction Policy to assure that its Directors, Officers and Key Persons act in Corporation's best interest and comply with applicable statutory, regulatory, and ethical requirements. The Conflicts of Interest & Related Party Transaction Policy shall include, at a minimum, the following provisions:

1. Procedures. Procedures for disclosing, addressing and documenting by the Board of Directors, or an authorized committee thereof, as appropriate:
 - i. Conflicts of Interest,
 - ii. Possible Conflicts of Interest for a determination as to whether a

conflict exists, and

iii. Related Party Transactions.

2. Restrictions. Stipulations that when the Board of Directors, or an authorized committee, as appropriate, is considering a real/potential conflict of interest, the interested party shall not:

i. be present at, or participate in, any deliberations;

ii. attempt to influence deliberations; and/or,

iii. cast a vote on the matter.

3. Definitions. Definitions of circumstances that could constitute a Conflict of Interest and/or Related Party Transaction.

4. Documentation. Requirements that the existence and resolution of the conflict and/or transaction be documented in the records of the Corporation, including in the minutes of any meeting at which the conflict was discussed or voted upon; and,

5. Audit-Related Disclosure. Protocols to assure for the disclosures of all real or potential Conflicts of Interest and/or Related Party Transaction are properly forwarded to the Board of Directors, or another authorized committee, as appropriate, for purposes of audit-related consideration.

C. Conflicts of Interest & Related Party Transaction Conflicts Policy.

The Conflicts of Interest and Related Party Transaction Policy of the Corporation, required in order to comply with the mandates of Paragraph B of this Article, is annexed hereto and made a part hereof as Appendix B. This policy may only be amended, modified, or repealed by a two-thirds (2/3) majority vote of the Board of Directors present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose with the change in policy to not be applicable to any pending or currently being reviewed real or potential conflicts of interest or Related Party Transaction.

D. Potential Conflicts Disclosure Statement.

The Potential Conflicts Disclosure Statement of the Corporation, required in order to comply with the mandates of Paragraph B of this Article, is annexed hereto and made a part hereof as Appendix C.

Article X – Liabilities

No Director shall be personally liable for any liabilities or debts emanating from Friends of Forsyth Nature Center or from the Forsyth Nature Center as an entity of the City of Kingston, New York. The Directors and each individual Director shall not be liable for any error of judgment, or for any action taken upon advice of counsel, or for any loss arising out of an act or omission in the execution of their duties so long as they act in good faith and without willful misconduct or gross negligence; nor shall any Director, in the absence of his/her own willful misconduct, bad faith or gross negligence, be personally liable for the acts or omissions (whether performed at the request of the Directors or not) of any other Director or of any agent or attorney elected or appointed by or acting for the Director. The Directors shall be fully protected in acting upon any instrument, certificate, or paper believed by them to be genuine and to be signed or presented by the proper person or persons, and shall be under no duty to make any investigation or inquiry as to any statement contained in any such writing, but may accept the same as conclusive evidence of the truth and accuracy of the statements therein contained.

Article XI – Dissolution of the Corporation

Upon the dissolution of the Corporation, to the extent permissible by law, assets shall be distributed to the City of Kingston, New York for a public purpose within the meaning of section 501(c) 3 of the Internal Revenue code, or the corresponding section of any future federal tax code.

APPENDIX A

By-Law & Corporate Policy Definitions

1. Affiliate- means any entity controlled by, or in control of, Corporation.
2. Charitable Corporation- Any Not-for-Profit Corporation formed, or deemed to be formed, for charitable purposes. Friends of Forsyth Nature Center is a Type B corporation formed pursuant to Section 201 of the Not-for-Profit Corporation Law.
3. Director- means any member of the governing Board of Corporation, whether designated as director, or by any other title.
4. Entire Board - means the total number of Directors entitled to vote which the Corporation would have if there were no vacancies, within a range between the minimum and maximum number of Directors, and that were elected as of the most recently held election of Directors, as well as any Directors whose terms have not yet expired.
5. Independent Auditor- means any Certified Public Accountant performing the audit of the financial statements of Corporation who is not, nor is any member of their firm, an Officer, Director, Employee or Volunteer of Corporation or has a Relative who is such an individual.
6. Independent Director- means a Director who:
 - i. is not, and has not been within the last three (3) years, an Employee or Key Person of Corporation or an Affiliate of Corporation and does not have a Relative who is, or has been within the last three (3) years, a Key Person (as defined by these By- Laws) of Corporation or an Affiliate;
 - ii. has not received, and does not have a Relative who has received, in any of the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from Corporation or an Affiliate (other than reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director if permitted by statute and regulation; ,
 - iii. is not a current Employee of or 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 provided payments, property or services to, or received payments, property or services from, Corporation or an Affiliate of Corporation if the amount paid by Corporation or the entity, or received by Corporation from the entity for such property or services, in any of the last three (3) fiscal years, exceeded the lesser of ten thousand dollars (\$10,000) or two percent (2%) of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than:

- a. five hundred thousand dollars (\$500,000);
- b. twenty-five thousand dollars (\$25,000) if the entity's consolidated gross revenue was five hundred thousand dollars (\$500,000) or more but less than ten million dollars (\$10,000,000);
- c. one hundred thousand dollars (\$100,000) if the entity's consolidated gross revenue was ten million dollars (\$10,000,000) or more; or

iv. is not and does not have a Relative who is a current owner, whether wholly or partially, Director, Officer or Employee of Corporation's outside auditor or who has worked on Corporation's audit at any time during the past three (3) years.

For purposes of this definition, the term "compensation" does not include reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director;

For purposes of this definition, the term "payment" does not include charitable contributions, dues or fees paid to Corporation for services which Corporation performs as part of its nonprofit purposes, or payments made by Corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to Corporation are available to

individual members of the public on the same terms, and such services received by Corporation are not available from another source.

7. Key Person - means any person, other than a Director or Officer, whether or not an Employee of Corporation who:

- i. has responsibilities, or exercises powers or influence over Corporation as a whole similar to the responsibilities, powers, or influence of Directors and Officers;
- ii. manages Corporation, or a segment of Corporation that represents a substantial portion of the activities, assets, income or expenses of Corporation; or alone, or with others, controls or determines a substantial portion of Corporation's capital expenditures or operating budget.

8. Membership, or Member(s) - means any person(s) afforded rights, entitlements or obligations with respect to the governance and operations of Corporation, as identified in the By-Laws and/or the Certificate of Incorporation, as may be amended. For instance, if a Membership is authorized to elect Directors or approve By-Laws changes.

9. Officer- means any director or by any other title, any individual holding an office of Corporation identified in the Certificate of Incorporation and/or By-Laws.

10. 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 or domestic partners of brothers, sisters, children, grandchildren and/or great-grandchildren.

APPENDIX B

Board of Directors Conflicts of Interest Policy & Related Party Transactions Policy

1. Policy Requirements.

Any real or potential “Conflict of Interest” and/or “Related Party Transaction” (each as defined herein) and any other interested matter must be addressed in accordance with the terms of this Board of Directors Conflicts of Interest and Related Party Transactions Policy. Any Conflict of Interest and/or Related Party Transaction, or any other interested matter, authorized in a manner that is materially inconsistent with the terms of this policy may be subsequently rendered void or voidable by a vote of a majority of the Board of Directors, excluding any Directors with an interest in the subject transaction or matter.

2. Definitions.

a. Conflict of Interest. Unless otherwise specifically excluded herein, a “Conflict of Interest” means any transaction, agreement or any other arrangement, including, but not limited to a “Related Party Transaction,” as defined herein, between this Corporation and another individual or entity that confers a direct, substantial benefit to any Related Party, as defined herein. The following circumstances shall not be considered a Conflict of Interest for purposes of interpretation of this definition or consideration of a Conflict of Interest by the Board of Directors:

- i. the current, or prior, service of an Officer, Director or Key Person of this Corporation, or a Relative thereof, all as defined herein, as an Officer, director, trustee, key employee or partner, or the equivalent thereof, of any corporate entity that is: considered to be an Affiliate, as defined herein; otherwise controlled by, or controls, this Corporation, and/or; an Affiliate of any corporate entity controlled by, or that controls, this Corporation, or;

- ii. the current, or prior, receipt by an Officer, Director or Key Person of this Corporation, or a Relative thereof, of goods or services offered by this Corporation that are generally made available to other similarly-situated individuals, provided that the recipient does, has not, received any form of preferential treatment as a consequence of his/her relationship with this Corporation.

The assessment of, and any determination concerning any Conflict of Interest must be considered in strict compliance with the adopted policies and procedures of Corporation.

b. Related Party Transaction. Unless otherwise specifically excluded herein, a “Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which Corporation, or any Affiliate, is a participant. The following circumstances shall not be considered a Related Party Transaction for purposes of interpretation of this definition or consideration of a Related Party Transaction by the Board of Directors:

- i. the transaction, or the Related Party’s financial interest in the transaction is de minimis;
- ii. the transaction would not customarily be reviewed by the Board, or Boards of similar organizations, in the ordinary course of business and is available to others on the same or similar terms; or
- iii. the transaction constitutes a benefit provided to a Related Party solely as a member of a class of the beneficiaries that Corporation intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.

The assessment of, and any determination concerning, any Related Party Transaction, must be considered in strict compliance with the adopted policies and procedures of Corporation.

c. Related Party. A “Related Party” means any:

- i. Officer (of Corporation or any Affiliate), as defined by statute;
- ii. Director (of Corporation or any Affiliate), as defined by statute;
- iii. Key Person (of Corporation or any Affiliate), as defined by statute;
- iv. founder of Corporation;
- v. individual who has made substantial monetary contributions to Corporation;
- vi. Relative, as defined by statute, of an Officer, Director, Key Person, founder or substantial contributor;
- vii. partnership or professional corporation where an Officer, Director or Key Person, or a Relative thereof, directly or indirectly, has an ownership interest in excess of five percent (5%);
- viii. entity where an Officer, Director or Key Person, or a Relative thereof, directly or indirectly, holds a thirty-five percent (35%), or greater, ownership or beneficial interest; or,
- ix. corporate entity where an Officer, Director or Key Person, or a Relative thereof, serves as an Officer, director, trustee, key employee or partner, or the equivalent thereof.

3. General Disclosure.

Prior to initial election, and annually thereafter, each Director shall be required to complete, sign and submit to the Recording Secretary, or an authorized designee, as appropriate, a written statement identifying, to the best of the Director's knowledge, any entity of which such Director is an officer, director, trustee, owner (either as a sole proprietor, partner or member) or employee and with which Corporation has a

relationship, and any transaction in which Corporation is a participant and in which the Director might have a real or potential interest. The Recording Secretary shall provide a copy of all completed disclosure statements to the Board of Directors, or another authorized committee thereof, as appropriate. A copy of each disclosure statement shall be available to any Director on request.

4. Specific Disclosure.

If at any time during his or her term of service, a Director, Officer or Key Person (each as defined by Appendix A) acquires an interest, or circumstances otherwise arise, which could give rise to a real or potential Conflict of Interest and Related Party Transaction, or any other interested matter, he or she shall promptly disclose, in good-faith, to the Board of Directors, or an authorized committee thereof, as appropriate, the material facts concerning such interest.

5. Process of Review.

Unless the Board of Directors elects to directly assume such responsibility, the Audit & Finance Committee, or another designated Committee of the Board, shall thoroughly review any real, or potential, Conflict of Interest or Related Party Transaction, or any other interested matter and submit to the Board a recommendation as whether or not it should be approved.

6. Affiliate Transactions.

The current, or prior, service of an Officer, Director or Key Person of this Corporation, or a Relative thereof, all as defined by statute, as an Officer, Director, Trustee, Key Person or partner, or the equivalent thereof, of any corporate entity that is, i) considered to be an Affiliate, as defined by statute; ii) otherwise, controlled by, or controls, this Corporation, and/or; iii) is an Affiliate of any corporate entity controlled by, or that controls, this Corporation, shall not, standing alone, be considered a Conflict of Interest or a Related Party Transaction for purposes of interpretation of the definition of

either term or consideration of any such matter by the Board of Directors.

7. Standard of Review.

For purposes of this policy, amongst the considerations of the Board of Directors, the Audit & Finance Committee, or another authorized Committee of the Board, as appropriate, relative to assessment of any real or potential Conflict of Interest and/or Related Party Transaction, shall be the determination as to whether any financial interest, amounts to a Conflict of Interest and/or a Related Party Transaction, each as defined herein. Should any such financial interest be considered a Conflict of Interest and/or a Related Party Transaction, the terms of this “Conflict of Interest and/or Related Party Transaction Policy” shall apply with regard to proper consideration of the matter. Should the financial interest not amount to a Conflict of Interest and/or Related Party Transaction, as defined herein, the transaction shall be considered an ordinary business matter unworthy of additional non-customary review and/or documentation.

8. Authorization of Conflicts of Interest & Related Party Transactions.

Corporation shall not enter into any matter considered to be a Conflict of Interest and/or a Related Party Transaction, or any other interested matter, unless such a financial transaction, or other matter, is determined by the Board, or an authorized committee thereof, to be fair, reasonable and in Corporation's best interest at the time of such determination.

9. Authorization of Transactions Concerning Substantial Financial Interest.

With respect to any Conflict of Interest and/or Related Party Transaction, or other interested matter, in which a Related Party, or otherwise conflicted individual, has a substantial financial interest, the Board of Directors, the Audit & Finance Committee, or another authorized designated Committee of the Board, as appropriate shall:

- i. prior to entering into any such transaction, or matter, to the extent practicable, consider alternative transactions and/or a review of information compiled

- from, at least, two (2) independent appraisals of other comparable transactions;
- ii. approve the transaction by not less than a two-thirds (2/3s) majority vote of the Directors and/or committee members, as appropriate, present at the meeting; and,
 - iii. contemporaneously document the basis for approval by the Board, or authorized committee, as appropriate, which shall include the preparation of a written report, to be attached to the minutes of any meeting where the transaction or matter was deliberated or authorized, identifying the details of the transaction or matter; alternate transactions considered; materials or other information reviewed, Directors, or committee members, present at times of deliberations; names of those who voted in favor, opposed, abstained or were absent; and, the specific action authorized.

10. Restrictions.

With respect to any Conflict of Interest and/or Related Party Transaction, or any other conflicted matter, considered by the Board, the Audit & Finance Committee, or another authorized designated Committee of the Board, as appropriate, no Related Party, or otherwise conflicted individual, shall:

- i. be present at, or participate in, any deliberations;
- ii. attempt to influence deliberations; and/or,
- iii. cast a vote on the matter.

Nothing herein shall prohibit the Board, or authorized committee, as appropriate, from requesting that a Related Party, or otherwise conflicted individual, present information concerning a Conflict of Interest and/or Related Party Transaction, or any other interested matter, at a Board meeting, or authorized committee thereof, prior to the commencement of deliberations or related voting.

11. Audit-Related Disclosure

It shall be the duty of the Recording Secretary to see to it that all newly-received and annually-submitted Director Disclosure Statements and any case-specific Conflict of Interest and/or Related Party Transaction reports, together with the minutes of any related meetings, are promptly provided to the Recording Secretary of the Board of Directors, or the chair of an authorized committee thereof, as appropriate, in an effort to assure that they are properly considered for auditing purposes.

12. Nepotism

If a “Relative” (as defined by Appendix A), or a household member, of an employee or Director is considered for employment or retention by Corporation as an employee or contractor, a presumption of a Conflict of Interest and Related Party Transaction is created. The terms of this Conflicts of Interest and Related Party Transaction Policy will govern the consideration of such a matter. In cases where a Related Party, or household member of a conflicted individual, is found to be the best candidate for a given position and is hired as an employee or retained as a contractor, Corporation shall document that the employee/contractor is qualified and paid a reasonable salary/rate in accordance with other corporate employees and contractors. In addition, such employee or contractor shall not be supervised by, or be in the line of supervision of, the Related Party or conflicted household member.

APPENDIX C

Code of Ethical Conduct & Annual Potential Conflicts Disclosure Statement

Code of Ethical Conduct

This Corporation is committed to maintaining the highest standard of conduct in carrying out our fiduciary obligations in pursuit of our tax-exempt mission and purposes. As such, each and every Director, Officer and Key Person (to the extent applicable) shall adhere to the following code of conduct:

By-Laws & Policies.

- be aware of and fully abide by the By-Laws, policies and procedures of Corporation
- assure compliance of Corporation with respect to all applicable statutes, regulations and contractual requirements
- respect and fully support the duly-made decisions of the Board of Directors in accordance with all applicable fiduciary duties, including those related to care, loyalty and obedience
- respect the work and recommendations of committees, which are duly charged and have convened and deliberated accordingly
- work diligently to ensure that the Board fully assumes its role as a policy-making, governing body
- understand that the Chairperson as Corporation's Officer, has the sole responsibility for the day-to-day management of Corporation – specifically, including the supervision of personnel and for implementation of Board policies and directives.

Informed Participation.

- attend most, if not all, meetings of the Board of Directors and assigned committees
- remain informed of all matters, including financial, that come before the Board and/or assigned committees
- respect and follow the “chain of command” of the Board and administration

- constructively and appropriately bring to the attention of the Board, Officers, committee chairs and/or appropriate staff any questions, personal views, opinions and comments of significance on relevant matters of governance, policymaking and corporate constituencies
- oppose, on the record, actions of the Board with which one disagrees or is in serious doubt
- appropriately challenge, within the structure and By-Laws of Corporation, those binding decisions that violate the legal, fiduciary or contractual obligations of Corporation
- do not fully commit to vote a particular way on an issue before participating in a deliberation session in which the matter is discussed and action taken.
- act in ways that do not interfere with the duties or authority of staff

Conflict of Interest, Representation & Confidentiality

- represent the best interests of Corporation at all times and to declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith, on behalf of the best interests of Corporation
- conform to the procedures for such disclosure and actions as stated in the By-Laws or otherwise established by the Board of Directors
- not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because, or as a result, of the Director's affiliation with Corporation.
- publicly support and represent the duly made decisions of the Board
- always speak positively of Corporation when communicating with current and potential stakeholders and constituencies
- not take any public position representing Corporation on any issue that is not in

conformity with the official position of Corporation

- not use or otherwise relate one's affiliation with the Board to independently promote or endorse political candidates or parties for the purpose of election
- maintain full confidentiality and proper use of information obtained as a result of Board service in accordance with Board policy or direction

Interpersonal.

- speak clearly, listen carefully to and respect the opinions of fellow Directors and Key Persons
- promote collaboration and partnership among all Directors
- maintain open communication and an effective partnership with Corporation's Officers and various committees, if any
- remain "solution focused," offering criticism only in a constructive manner
- not filibuster or engage in activities during meetings that are intended to impede or delay the progress and work of the Board because of differences in opinion or other personal reasons
- always work to develop and improve one's knowledge and skills that enhances one's abilities as a Director

ANNUAL POTENTIAL CONFLICTS DISCLOSURE STATEMENT

As a Director or Officer or Key Person of Corporation, prior to your being seated on the Board of Directors or commencing employment with Corporation, as appropriate, and annually thereafter, you are required to truthfully, completely and accurately disclose all information requested herein and to promptly update all such information as factual circumstances may change from time-to-time. With regard to this Conflicts Disclosure Statement, be advised, all material terms identified by quotation marks are defined by Appendix A of the By-Laws of Corporation, which is entitled “By-Law & Corporate Policy Definitions”.

Please mark “Yes” or “No” & provide additional information when requested

Responses to the following questions are required in order to complete financial information returns annually submitted to the Internal Revenue Service and the Office of the Attorney General.

1. Have you served as an Officer, Director, Trustee, Key Person, partner or member of, or hold a thirty-five percent (35%) 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 (5%), in an entity, which during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with Corporation?

 No Yes (If Yes, attach a detailed explanation of the circumstances.)

2. Have you, individually, or through an entity where you hold a thirty-five percent (35%) 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 (5%), during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with any individual who is a current or former “Officer,” “Director” or “Key Person” of Corporation?

 No Yes (If Yes, attach a detailed explanation of the circumstances.)

3. Do you have a “Relative” who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, a direct, or indirect, business relationship with Corporation?

 No Yes (If Yes, attach a detailed explanation of the circumstances.)

4. Have you, or did you have a “Relative” who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, any transaction with Corporation that might reasonably be considered a real or potential conflict of interest pursuant to Corporation’s Board of Directors Conflicts of Interest Policy, which has not been otherwise disclosed herein?

 No Yes (If Yes, attach a detailed explanation of the circumstances.)

5. Have you been provided with, properly reviewed and reasonably understand the terms of Corporation’s current written Board of Directors Conflicts of Interest Policy?

 No Yes (If no, attach a detailed explanation of the circumstances.)

INDEPENDENT DIRECTOR ASSESSMENT DISCLOSURE

In order to qualify as an “Independent Director,” as defined by the New York Not-for-Profit Corporation Law, an Officer or Director must respond in the NEGATIVE to each of the following questions, although failure to respond to all questions in the NEGATIVE shall not necessarily preclude such an Officer or Director from serving on the Board of Directors.

Please mark “Yes” or “No” & provide additional information when requested

1. Are you currently, or have you been within the last three (3) fiscal years, an Employee or a Key Person of Corporation, or an “Affiliate” (as defined by statute) of Corporation?

 No Yes (If Yes, attach a detailed explanation of the circumstances.)

2. Do you have a “Relative” (as defined by statute) who is, or has been within the last three (3) years, a “Key Person” (as defined by statute) of Corporation or an “Affiliate” of Corporation?

 No Yes (If Yes, attach a detailed explanation of the circumstances.)

3. Have you received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from Corporation, or an “Affiliate” of Corporation, other than reimbursement for out-of-pocket expenses or compensation as a Director?

 No Yes (If Yes, attach a detailed explanation of the circumstances.)

4. Do you have a “Relative” who has received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from Corporation, or an “Affiliate” of Corporation, other than reimbursement for out-of-pocket expenses or compensation as a Director?

 No Yes (If Yes, attach a detailed explanation of the circumstances.)

5. Are you, or a Relative, a current Officer or employee of, or have a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, Corporation or an "Affiliate" of Corporation, if the amount paid by Corporation to the entity or received by Corporation from the entity for property or services, within the last three (3) fiscal years, exceeded the lesser of ten thousand dollars (\$10,000) or two percent (2%) of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than five hundred thousand dollars (\$500,000); twenty-five thousand dollars (\$25,000) if the entity's consolidate gross revenue was five hundred thousand dollars (\$500,000) or more but less than ten million dollars (\$10,000,000); one hundred thousand dollars (\$100,000) if the entity's consolidate gross revenue was ten million dollars (\$10,000,000) or more?

- Note: for purposes of this question, the definition the term "payments" does not include charitable contributions, dues or fees paid to Corporation for services which Corporation performs as part of its nonprofit purposes, or payments made by Corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to Corporation are available to individual members of the public on the same terms, and such services received by Corporation are not available from another source.

 No Yes (If Yes, attach a detailed explanation of the circumstances.)

6. Are you, or a Relative, a current owner (wholly or partially), Director, Officer or Employee of Corporation's outside auditor, or have otherwise worked on Corporation's outside audit at any time during the past three (3) fiscal years?

 No Yes (If Yes, attach a detailed explanation of the circumstances.)

ANNUAL POTENTIAL CONFLICTS DISCLOSURE STATEMENT
&
INDEPENDENT DIRECTOR ASSESSMENT DISCLOSURE

-CERTIFICATION-

I, the undersigned, certify that I have read and understand this Annual Potential Conflicts Disclosure Statement and Independent Director Assessment Disclosure. I agree that my actions will comply with the disclosures found in this document. I further affirm that neither I, as a Related Party nor any Relative have, or had, an interest, or has taken any action, that contravenes, or is likely to contravene, the Conflicts of Interests and Related Party Transaction Policy of Corporation or, otherwise impedes my ability to act as a fiduciary and in the best interests of Corporation, except those that may have been disclosed herein.

Director Signature

Date