

# AMENDED AND RESTATED BY-LAWS of PURCHASE COMMUNITY, INC.

These amended and restated By-laws were adopted by the Members at a meeting of the Members on December 6, 2016.

## ARTICLE ONE

### Offices

Purchase Community, Inc. (the "Corporation") was duly incorporated under the Membership Corporation Law, as predecessor to the Not-for-Profit Law, of the State of New York. The principal office of the Corporation shall be located at the Purchase Community House, 3095 Purchase Street, Town of Harrison, County of Westchester, State of New York. The Corporation may have such other offices within the State of New York as the Board (as defined in Article Four) may determine from time to time.

## ARTICLE TWO

### Members

#### Section 1. Membership

Any resident of the area defined by the Purchase School District who is at least 21 years of age is a Member of the Corporation ("Member").

#### Section 2. Voting Rights

Each Member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

#### Section 3. Termination of Membership

The Board, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a Member for cause after an appropriate hearing. Membership shall also be automatically terminated when a Member ceases to be a resident of the area defined in Section 1 of this Article.

## ARTICLE THREE

### Meeting of Members

#### Section 1. Annual Meeting

An annual meeting of the Members shall be held at the principal office of the Corporation or such other place as the Board may designate, on the first Tuesday of the month of December in each year, at 7:00 p.m., or such other date and time as the Board may designate, for the purpose of electing Directors (as defined in Article Four) and for the transaction of such other business as may come before such meeting.

#### Section 2. Special Meetings

Special meetings of the Members may be called by the President of the Corporation upon his/her own motion, the Board, or upon the written request of ten (10) Members, for the purposes specified in said request. The place of such meeting shall be the principal office of the Corporation, or such other place as the Board may designate.

### Section 3. Notice of Meetings

Mailed or published notice stating the place, day and hour of any meeting of Members shall be given, in accordance with applicable law, to the Members entitled to vote at such meeting by, or at the direction of, the Board, the President, or the Members calling the meeting. In the case of a special meeting or when required by applicable law, or by these By-laws, the purpose for which such meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

### Section 4. Proxies

A Member in good standing shall be entitled to attend meetings of the Members in person or by written proxy appointing a person who meets the qualifications for membership in the Corporation to serve as his or her proxy, and specifying the date and time of such meeting and the business matters to be addressed at such meeting. Unless otherwise specified on the proxy or by applicable law, each proxy shall expire eleven (11) months after the date thereof.

### Section 5. Quorum

At all meetings of the Members, a quorum shall consist of not fewer than one hundred (100) Members in person or by proxy. In case there is no quorum, the meeting may be adjourned by those present to a future date, pursuant to notice as provided in Article Three, Section 3 of these By-laws.

## **ARTICLE FOUR**

### **Board of Directors**

#### Section 1. General Powers

The affairs of the Corporation shall be managed by its board of directors (each a "Director", and collectively, its "Board of Directors", or the "Board").

#### Section 2. Number, Tenure, Qualifications and Election

The number of Directors shall not be fewer than ten (10) nor more than twenty (20), as determined by the Board. Directors shall be elected at the annual meeting of the Members by an affirmative majority vote on the Slate (defined below) of candidates, and the term of office of each Director shall be until the next Board is elected at the annual meeting of the Members. Election shall be presided over by the then existing President or Vice-President and may be by oral or written ballot as designated by the Board. Any Member of the Corporation is qualified to be a Director on the Board. Directors must be Members of the Corporation, except that up to two Directors may be non-Members of the Corporation. Nominations of Directors will be in accordance with Article Seven below.

#### Section 3. Regular Meetings

A regular meeting of the Board shall be held immediately following the annual meeting of the Members, and this provision shall be deemed notice to all persons for all purposes. The President or Board may, in their discretion, convene and provide the time and place for, additional regular meetings which it deems necessary.

#### Section 4. Special Meetings

Special meetings of the Board may be called by or at the request of the President or any five (5) Directors, and shall be held at the principal office of the Corporation or at such other place as the Board may determine.

#### Section 5. Notice

Notice of any regular or special meeting of the Board shall be given at least 10 days prior thereto by written notice delivered personally or sent by mail or e-mail to each Director at his/her address, or e-mail address, as shown by the records of the Corporation.

Section 6. Quorum

Unless otherwise required by applicable law, if there are fifteen (15) or fewer Directors on the Board, one-third (1/3<sup>rd</sup>) of the number of Directors on the Board will constitute a quorum for the transaction of business at any meeting of the Board. If there are more than fifteen (15) Directors on the Board, then five (5) Directors plus one (1) additional Director for every ten (10) Directors (or fraction thereof) over fifteen (15) will constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. Action by the Board

The act of a majority of the Directors present at a meeting of the Board at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by applicable law or by these By-Laws.

Section 8. Vacancies

All vacancies occurring on the Board may be filled for the unexpired term by majority vote of those Directors present at a duly called meeting of the Board. The Nominating Committee must recommend to the Board qualified candidates, if any, to fill any vacancy.

Section 9. Removal

A Director on the Board may be removed for cause by two-thirds vote of the Directors present at a duly constituted meeting provided written notice is given to such Director at least fifteen days prior to the date of such meeting.

**ARTICLE FIVE**

**Officers**

Section 1. Officers

The officers of the Corporation shall consist of a President, one or more Vice Presidents (the number to be determined by the Board), a Secretary, a Treasurer and the Chairperson of the Finance Committee (collectively the "Officers"). The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for the term of the Board who appointed them and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. No person shall be elected or serve as an Officer of the Corporation unless he/she is a Member of the Corporation and any Officer shall resign his/her office upon ceasing to be a Member.

Section 2. Election and Term

The Officers shall be elected by the Directors at the first meeting after each annual meeting of the Members and their term of office shall, unless he/she has theretofore resigned or ceased to be a Member, be from the time of their election until the next Annual Meeting of the Board, or until such time as their successors are elected.

Section 3. The President and Vice Presidents

The President or in his/her absence one of the Vice Presidents, shall preside at every meeting of the Members and of the Board. The President shall be the chief executive and shall be charged with overseeing that all orders and resolutions of the Board be carried into effect, and shall work with the Directors of the Corporation in carrying out of all programs and other activities, including administrative matters relating thereto. The President shall work with and be an ex-officio member of all Committees.

In the event of the death, permanent or temporary disability of the President or in the event the President is otherwise incapable of carrying out the duties of the office, a Vice President shall be appointed by the Board to fill the vacancy for the unexpired term.

Section 4. The Secretary

The Secretary shall give notice of all meetings of the Members and of the Board. He/She shall keep the minutes of such meetings. He/She shall be the custodian of or be responsible for the safeguarding of all the records of the Corporation, shall be the custodian of the seal of the Corporation; and shall perform such other duties as the Board may from time to time assign.

Section 5. The Treasurer

The Treasurer shall have responsibility for and custody of corporate funds and shall keep records of the assets and indebtedness of the Corporation. In addition, he/she shall perform such other duties as the Board may from time to time assign.

Section 6. The Chairperson of the Finance Committee

The Chairperson of the Finance Committee or a Committee member designated by the Chairperson shall preside at all meetings of the Finance Committee and shall perform such other duties as the Board may from time to time assign.

Section 7. Vacancies

A vacancy in any office other than the office of the President because of the death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

**ARTICLE SIX**

Standing and Other Committees

Section 1. Standing Committees

At the first Board meeting following the annual meeting of the Members, the Directors shall elect from the Board a Finance Committee of not less than three (3) persons. A quorum for the Finance Committee shall not be less than fifty percent of the total number of persons elected to the committee. At the same meeting, or at a regular or special meeting of the Board, the President shall appoint Directors and/or Members to the Program Committee, the House & Maintenance Committee and the Fund Raising Committee (collectively, the "Standing Committees").

Section 2. Powers of the Executive Committee

When the Board is not in session, an Executive Committee (comprised of the Officers, the Chairperson of the Finance Committee and the immediate past president) shall be vested with all the powers of the Board so far as the same may lawfully be delegated. It shall be the duty of the Executive Committee to exercise such powers whenever immediate action is required.

Section 3. Duties of the Finance Committee

It shall be the duty of the Finance Committee, subject to the control of the Board, to supervise the finances and investments of the Corporation; to supervise and cooperate with the Treasurer in the performance of his/her duties; to provide for the proper equipment and maintenance of the house and grounds of the Corporation and to supervise and review the employment of necessary personnel; and generally to perform such other duties as may from time to time be assigned to it by the Board.

The Committee shall work with the President and the Board in developing budgets and in controlling expenditures under budgets approved by the Board. The Committee shall approve all expenditures and major repairs, whether or not budgeted.

Section 4. Special Committees

The Board may from time to time establish Special Committees (comprised of not less than one (1) Director and, to the extent the Board determines, Members or non-Members) for such purposes and with such powers as to them seem wise, and the members of said Special Committees when so established shall be appointed by the President, who shall designate a Chairperson thereof.

## **ARTICLE SEVEN**

### **Nominating Committee**

#### **Section 1.** Appointment of Nominating Committee

At least ninety (90) days prior to the annual meeting of the Members in each year, the President shall appoint, with the approval of the Board, a Nominating Committee comprised of not less than three (3) Directors.

#### **Section 2.** Procedure by Nominating Committee

- (a) The Nominating Committee shall nominate candidates for election to the Board to carry on and further the purposes and objectives of the Corporation.
- (b) In addition to those candidates it identifies, the Nominating Committee shall receive and consider other nominations from the Members provided such are received in writing not less than forty five (45) days prior to each annual meeting of the Members. Any candidate whose nomination is submitted as aforesaid and is supported in writing by not less than twenty five (25) Members shall be included on the final list of candidates (the "Slate") put forth by the Nominating Committee
- (c) For avoidance of doubt, nominations of candidates for election to the Board presented for the first time at the annual meeting of the Members will not be considered.
- (d) The Nominating Committee shall consider all candidates nominated in accordance with this Article Seven and post, at least seven (7) days before the annual meeting of the Members, on the webpage of the Corporation, the Slate of candidates nominated for election to the Board.

At the annual meeting of the Members: (a) in the event that the Slate consists of the same number of candidates as there are openings on the Board, the members shall vote "yea" or "nay" on the Slate in its entirety; and (b) in the event that the Slate consists of more candidates than there are openings on the Board, voting by the Members shall be by plurality. For the avoidance of doubt, in the event that the Slate consists of more candidates than there are vacancies on the Board, the then-current Board shall have no obligation to increase the number of Directors to serve on the new Board in order to accommodate the number of candidates on the Slate.

## **ARTICLE EIGHT**

### **Seal**

The Board shall provide a corporate seal, which shall state "Purchase Community, Inc. corporate seal, 1926, New York."

## **ARTICLE NINE**

### **Rentals**

The Board shall have the power to fix and to collect rent for the use of the Corporation's property. This power may be delegated from time to time to the Finance Committee and may be exercised by the Executive Committee when the Board is not in session. Reasonable rent for the use of the Corporation's property shall be generally charged to persons, organizations and corporations utilizing the property. A schedule of charges shall be fixed by the Finance Committee subject to the approval of the Board. Such charges shall be revised from time-to-time by the Finance Committee subject to the approval of the Board.

## **ARTICLE TEN**

### Amendment of By-laws

These By-laws may be altered, amended, or repealed, and new By-laws may be adopted by the vote of two-thirds of the Directors present at any regular meeting or special meeting, provided the Members are given a notice of said meeting in accordance with applicable law. The notice shall contain the text of the proposed new By-laws, or the proposed amendment to the By-laws or shall explain the nature and content of the proposed By-laws or amendment, and state that the complete text will be posted on the webpage of the corporation for at least ten days immediately preceding such meeting.

## **ARTICLE ELEVEN**

### Indemnification

#### Section 1. Indemnification of Director or Officer

If a Director or Officer of the Corporation is made a party to any civil or criminal action or proceeding in any manner arising from the performance by such Director or Officer of his/her duties for or on behalf of the Corporation, then to the full extent permitted by applicable law, the Corporation, upon affirmative vote of a majority of the Board, a quorum of Directors as specified in Article Four, Section 6 herein being present at the time of the vote, shall:

- (a) Advance to such Director or Officer all sums found by the Board, so voting, to be necessary and appropriate to enable the Director or Officer to conduct his/her defense, or appeal, in the action or proceeding; and
- (b) Indemnify such Director or Officer for all sums paid by him/her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit for any sums advanced to the Director or Officer pursuant to paragraph (a) of this section.

## **ARTICLE TWELVE**

### Conflict of Interest and Whistle-Blower Policies

#### Section 1. Conflict of Interest

The Board shall adopt a policy on conflicts of interest that is in conformity with applicable law. The Board shall review that policy from time to time to ensure it provides guidance and protections.

#### Section 2. Whistleblower Protection

The Board shall adopt a policy that encourages individuals to come forward with credible information on illegal practices or violations of policies of the Corporation. The Board will ensure that the policy is in conformity with applicable law and shall review that policy from time to time to ensure that it provides appropriate guidance and protections.

## ARTICLE THIRTEEN

### By-law Adopted by the Members of the Corporation Regarding the Purchase Free Library.

Notwithstanding any other provision of the Corporation's By-laws, the Corporation shall continue to provide a home at the Purchase Community House (the "House") for the Purchase Free Library (the "Library") under such reasonable terms as may be mutually agreed in good faith by the Corporation and the Library, including:

- (i) The Library's payment of a reasonable amount of money per year for use of its space in the House
- (ii) The Library's compliance with the laws of government authorities with jurisdiction over the space occupied by the Library at the House that are applicable to the Library's use of such space except that the Library shall not be required to incur capital expenses or make improvements to the space to ensure such compliance
- (iii) The Corporation giving the Library reasonable notice and opportunity to cure any breach of the terms of an agreement between the Library and the Corporation.

In the event that the Library shall be in material breach of the terms of an agreement between the Library and the Corporation, then nothing in this By-law shall preclude the Corporation from taking any action to enforce the agreement against the Library, including actions that, subject to the next sentence, could lead to the removal of the Library from the House. Notwithstanding the foregoing, the Corporation cannot implement any steps, by court order or otherwise, that will actually remove the Library from the House, and end the Library's occupancy of its space in the House, unless and until such steps are authorized by a majority of the votes cast at a meeting of the Members, provided that the affirmative votes cast in favor of any such authorization shall be at least equal to the quorum. Notwithstanding any other provision of the Corporation's By-laws, this member adopted By-law cannot be repealed, amended, modified or limited in any manner by the Board of Directors, and may only be repealed, amended, modified or limited by a majority of the votes cast at a meeting of the Members in support thereof, provided that the affirmative votes cast in favor of any such action shall be at least equal to the quorum.

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