**NEW YORK PLANNING FEDERATION NYPF, INC.  
BY-LAWS**

**ARTICLE I—PURPOSES**

**Section 1  
Purpose.**The purposes for which this Corporation is organized are those set forth in the Certificate of Incorporation and any amendments to said articles.

**Section 2  
Mission.**The New York Planning **Federation** NYPF, Inc. (NYPF) is a New York Not-for-Profit corporation. The objectives of this Association are as a membership corporation duly organized to do the following:

* Provide education and information, thereby encouraging sound practices and effective administration in the planning and zoning fields;
* Provide a clearinghouse for such education and information on the purposes and techniques of planning, including zoning, land use, subdivision control and other related interests;
* Promote communication and cooperation among planning and zoning board members, municipal and public agencies, professionals and professional associations, academic institutions and others involved directly or indirectly in the practice of planning and zoning;
* Provide a forum for discussion of relevant issues of common concern among members;
* Provide opportunities for continuing education for planning practitioners and others interested in sound land use planning practices; and
* Promote community and regional planning and programs to preserve the quality of life within the counties, cities, towns and villages of New York State.

**Section 3  
Limitations.**The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code. NYPF is not formed for pecuniary profit or for financial gain. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE II—MEMBERSHIP & MEETINGS**

**Section 1  
Classes of Membership Authorized.**The Corporation shall have one class of members. Any municipality, governmental planning agency, professional organization or individual who is involved directly or indirectly in the field of planning and zoning in New York State shall be eligible for membership in the NYPF.

**Section 2  
Qualification of Members.**The Board of Directors may establish criteria for membership, including a schedule of dues, and any waivers thereof, as well as procedural requirements for prospective members, unless otherwise proscribed by law, the Certificate of Incorporation and/or these By-laws.

**Section 3  
Membership Dues.**Each member shall be obligated to pay such membership dues as may be prescribed from time to time by the Board of Directors. Membership dues shall be reviewed periodically (generally every three years) by the Board of Directors to keep pace with economic trends and conditions. Membership and voting eligibility in the NYPF shall become effective upon payment of dues. If joining the NYPF during the year, initial membership dues shall be prorated. Membership dues shall be due and payable on January 1 of each calendar year. Each member shall be considered to be in good standing upon payment of their annual dues.

**Section 4  
Annual Meeting.**A meeting of the Members entitled to vote shall be held for the election of Directors and the transaction of business as determined by the Board of Directors. **Ten (10) percent of the entire Membership is required in order for a vote to be valid**.

**Section 5  
Special Meetings.**Special meetings of the Members entitled to vote may be called at any time by the Board President or a majority vote of the Board of Directors at a meeting of the Board of Directors at which a quorum is present, or upon the written request of at least ten (10) percent of the Members of the Corporation qualified to vote at the next Annual Meeting when the request was signed.

**Section 6  
Place of Meetings.**Meetings of the Membership shall be held at the principal office of the Corporation or at such other place **within the State of New York** as may be fixed by the Board of Directors.

**Section 7  
Notice of Meetings.**

**Section 7.1  
Written Notice.**Written notice shall be given to Members entitled to vote **at the annual** meeting of the **entire** Membership **of NYPF**. **Notice shall be sent by first class mail**, **newsletter notification** **or by electronic mail.** Notice shall state the place, date and hour of the meeting. **Additional meetings of the membership may be *held*** at the direction of the **Board of Directors**. Notice of the special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given by **first class** mail, **newsletter notification** , or by electronic mail, to each member entitled to vote at such meeting. If the notice is given personally, it shall be given not less than ten nor more than fifty days before the date of the meeting. If mailed, such notic*e is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at his****/her*** its address as it appears on the record of members or, if the member shall have filed with the secretary of the corporation a written request that notices to the member be mailed to some other address, then directed to the member at such other address. If sent electronically, such notice is given when directed to the members electronic mail address as it appears on the record of members or to such other electronic mail address as filed with the secretary of the corporation.

Notwithstanding the foregoing, such notice shall not be deemed to have been given electronically (1) if the corporation is unable to deliver two consecutive notices to the member by electronic mail, or (2) the corporation otherwise becomes aware that notice cannot be delivered to the member by electronic mail.

NYPF shall send notice of meetings by first class mail to any member who requests in writing that such notices be delivered by such method.

**Section 7.2  
Notice by Publication.**  
Notice may also be served by publication, provided that NYPF shall also prominently post notice of such meeting on the home page of its website continuously from the date of publication through the date of the meeting.

**Section 7.3  
Waiver of Notice.**Notice of meeting need not be given to any member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the member or the member’s authorized officer, director, employee or agent by signing such waiver or causing his signature to be affixed to such waiver by any reasonable means, including but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with information from which it can reasonably be determined that the transmission was authorized by the member. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

**Section 8  
Quorum.**A quorum shall be required for the legal and proper conduct of the business of the Membership. A majority of the members entitled to cast a vote shall constitute a quorum. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Members.

**Section 9  
Adjournment.**A majority of the Members entitled to vote present at any meeting of the Membership, 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 Members entitled to vote who are absent at the time of the adjournment.

**Section 10  
Organization.**

**Section 10.1  
Parliamentary Law.**Robert’s Rules of Order, newly revised, shall be the controlling authority on all questions of parliamentary law not covered within the Constitution and By-laws.

**Section 10.2  
President.**At all meetings of the Membership, the President of the Board shall preside, or in his/her absence, the Vice-President shall preside, or in his/her absence, another Member of the Board of Directors chosen by the President or, in his/her absence, chosen by the Vice President shall preside.

**Section 10.3  
Secretary.**  
At all meetings of the Membership, the Secretary of the Board, or in his/her absence, another Director chosen by the President, shall act as Secretary at the meeting.

**Section 11  
Qualification of Voters.**  
Every Member of record 30 days prior to the holding of any meeting of the Members shall be entitled to one vote upon each proposition coming before the Annual Meeting or any special meeting of the Membership.

**Section 12  
Voting.**

**Section 12.1  
Election of Directors.**  
Members of the Board of Directors shall be elected by a majority of the votes cast at a meeting of the Membership, except as may otherwise be required by law, the Certificate of Incorporation and/or these By-laws. Paper ballots issued to members at least 21 days before the meeting and received by the Corporation at its principal office before or on the day of the meeting shall be opened in public at the meeting and be deemed to be votes cast at a meeting. Persons who vote by paper ballot shall not be considered present for purposes of determining if a quorum is present.

**Section 12.2  
Other Actions of the Membership.**Whenever any corporate action, other than the election of Directors, is to be taken by vote of the Membership, it shall, except as otherwise may be required by law, the Certificate of Incorporation and/or these By-laws, be authorized by a majority of the votes cast at such meeting at which a quorum has been present.

**Section 12.3  
Resolutions to amend these By-laws.  
The Board of Directors shall reserve the right to change the bylaws as needed. Approval to change the bylaws shall be upon approval of two-thirds vote of the Board of Directors. A report to the membership on any changes to the bylaws will occur at the annual meeting of the membership.**

**Section 12.4  
Voting Proxies.**Each member shall appoint and certify to the Secretary a person to be its authorized representative who shall represent, vote and act for the member in all affairs of the corporation. At any meeting of the members each member shall be entitled to vote either in person by its authorized representative or by written proxy executed and exercised in accordance with the laws of the State of New York, which proxies shall be filed with the Secretary before being voted. Upon the demand of any member, the vote upon any question before the meeting shall be by ballot.

**Section 13  
List of Members at Meeting.**A list or record of members entitled to vote, certified by the Secretary or President, shall be produced at any meeting of the Membership upon the request of any member who has given written notice to the Corporation. Such request will be made at least ten (10) business days prior to such meeting. If the right to vote at any meeting is challenged, the nominating committee chair or 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 of record to be Members entitled to vote thereat may vote at such meeting.

**Section 14  
Action by Members Without a Meeting.**Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting upon the unanimous consent of all of the members entitled to vote thereon, which consent shall set forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the member or the member’s authorized officer, director, employee or agent by signing such consent or causing his signature to be affixed to such waiver by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member.

**ARTICLE III—DIRECTORS**

**Section 1  
Function.**All corporate powers, business and affairs will be exercised, managed and directed under the authority of the Board of Directors (whether defined as directors, managers or trustees in the Articles of Incorporation).

**Section 2.  
Qualification.**There shall be a Board of Directors of the NYPF to be comprised of Officers, Regional Directors and Directors-at-Large, who shall be elected by the voting membership of the NYPF.

a. There shall be two (2) Directors from each of the following regions:

Region I / II Metropolitan: New York City / Long Island: Nassau, Suffolk;  
 Region III Mid & Lower Hudson: Dutchess, Orange, Putnam, Rockland, Sullivan, Ulster, Westchester;  
 Region IV Upper Hudson: Albany, Columbia, Fulton, Greene, Montgomery, Rensselaer, Saratoga, Schenectady,   
 Schoharie;  
 Region V Adirondack: Clinton, Essex, Franklin, Hamilton, Jefferson, Lewis, St. Lawrence, Warren, Washington.  
 Region VI Southern Tier: Broome, Chemung, Chenango, Cortland, Delaware, Otsego, Schuyler, Steuben,  
 Tioga, Tompkins.  
 Region VII Central: Cayuga, Herkimer, Madison, Oneida, Onondaga, Oswego.  
 Region VIII Finger Lakes: Genesee, Livingston, Monroe, Ontario, Orleans, Seneca, Wayne, Yates.  
 Region IX Western: Allegany, Cattaraugus, Chautauqua, Erie, Niagara, Wyoming.

**The counties comprising each region may be amended by a majority vote of the Board of Directors**.

**b. If any Board of Directors seat shall remain vacant, the Board of Directors may appoint another member from any *region t*o fill the vacancy until the next election at the annual meeting.**

c. The right to hold office as a member of the Board of Directors for the NYPF shall be reserved to members and officially appointed alternates of municipal planning boards or agencies, and zoning boards of appeal of communities that are NYPF members in good standing. A member or official of an agency shall mean an officially appointed individual of any municipal board, committee or department, the principal function of which involves planning or zoning matters. Elected Officials, including members of any Town Board, Village Board of Trustees or City Council, shall not be eligible for appointment to the Board of Directors.

d. In addition to the members of the Board of Directors of the NYPF, as identified in subsection b. above, there shall be eight (8) Directors-at-Large who represent outside interests in the fields of planning and zoning, and who are voting members of the Board.

e. The Board of Directors shall also include five (5) Officers.

**Section 3  
Presumption of Assent.**A director of a corporation who is present at a meeting of its Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (1) such member objects at the beginning of the meeting or promptly upon arrival to holding the meeting or transacting specified affairs at the meeting, or (2) such director votes against or abstains from the action taken.

**Section 4  
Election and Term.**Unless otherwise provided herein, the term of all of the Board of Directors shall be three (3) years, being eligible for reelection up to two (2) additional three (3) year terms, for a maximum of nine (9) years. The terms of Office for the President, First Vice-President, Second Vice-President, Secretary and Treasurer shall not exceed one (1) two-year term.

**Section 5  
Vacancies.**Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the entire Board. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors, but only for a term of office continuing until the next election of directors. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs; however, the director may not take office until the vacancy occurs. **All appointments to the Board of Directors must first be approved by the nominating committee who will then forward to the Board of Directors for approval. New or reinstated Directors will be sworn into office at the annual meeting.**

**Section 6  
Removal and Resignation of Directors.**

**Section 6.1  
Removal.  
*Any*** member of the Board of Directors may be removed from office with cause by a **two-thirds** vote of the entire Board of Directors. **Causes for removal may include missing two board meetings without notification; repeated ethical transgressions; obstructive behavior at meetings; and/or criminal convictions**. The notice of a meeting of the Board of Directors to recall a board member or members shall state the specific director(s) sought to be removed. Any such proposed removal of a director at a meeting shall be made by separate vote for each Board member sought to be removed. Any director removed from office shall turn over to the Board of Directors within 48 hours any and all records of the corporation in his possession.

**Section 6.2  
Resignation.**A director may resign at any time by delivering written notice thereof to the President of the Board of Directors. Such a resignation is effective when the notice is delivered unless a later effective date is specified in such notice. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

**Section 7  
Quorum and Voting.**  
A majority of the number of directors fixed by these By-laws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the action requires a majority vote of the entire Board.

**Section 8  
Executive and Other Committees.**  
A resolution adopted by a majority of the full Board of Directors shall designate from among its members an Executive Committee and/or other committee(s) which will have, and shall exercise, all the authority of the Board of Directors to the extent provided in such resolution, except as provided by law. **The Executive Committee shall consist of the President, Immediate Past President, First Vice-President (who shall also assume the duties of Secretary), Second Vice-President and Treasurer (who shall chair the Audit and Finance Committee).** Each committee must have at least three (3) members who are members of the Board of Directors. The Board may, by resolution adopted by a majority of the full Board of Directors, designate one or more directors as alternate members of any such committee who may act in the place and stead of any absent member or members at any meeting of such committee.

**Section 9  
Notice, Time and Call of Meetings.**Regular meetings of the Board of Directors will be held with notice on such dates as are designated by the Board of Directors. Written notice of the time and place of special meetings of the Board will be given to each director either by personal delivery, e-mail or first class mail. Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Neither the business to be transacted nor the purpose of regular or special meetings of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting will be given to the directors who were not present at the time of the adjournment.

Meetings of the Board of Directors may be called by the *Executive Director* or President of the NYPF Board of Directors. Meetings **must** be called by the *Executive Director* or President of the Board if at least five Board members request a meeting be called and make such request in writing to the *Executive Dir*ector and/or President.

**Section 10  
Actions by the Board.**

**Section 10.1  
Actions by the Board at a Meeting.**The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the action requires a majority vote of the entire Board of Directors.

Actions requiring a majority of the entire Board include  
(1) The amendment of the corporate By-laws.  
(2) The election of Officers and/or directors.  
(3) The removal of Officers and/or directors.

Any one or more members of the Board or of any committee thereof who is not physically present at a meeting of the Board or a committee may participate by means of a conference telephone or similar communications equipment, or by electronic video screen communication.

Participation by such means shall constitute presence in person at a meeting, as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board including, without limitation, the ability to propose, object to and vote upon a specific action to be taken by the Board or committee.

**10.2  
Actions by the Board Without a Meeting.**Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing his/her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Such consent will have the same effect as a unanimous vote.

**Section 11  
Interested Directors and Related Party Transactions.**NYPF may not enter into any related party transaction unless the transaction is determined to be fair and reasonable and in the corporation’s best interest at the time of such determination. NYPF shall adopt and maintain a policy for the approval or disapproval of Related Party Transactions and said policy shall be deemed to be incorporated herein.

**ARTICLE IV—OFFICERS**

**Section 1  
Officers.**The officers **that comprise the Executive Committee** of NYPF will consist of a President, **Immediate Past President**, First Vice-President **(who shall also assume the duties of Secretary)**, Second Vice-President and Treasurer.

Each officer shall be elected for a term of **one three (3) year term**, **with the option of renewing for two (2) additional three (3) year terms, the total not to exceed nine (9) years**. If a vacancy shall occur for an Officer position, the President of the Board shall have the authority to appoint a successor upon the approval of a majority of the entire Board. **A Board member’s term begins when he/she is first elected to the Board of Directors. This term is suspended upon being appointed to the Executive Committee and may be resumed when he/she leaves the Executive Committee. A Board member who is term-limited off the Board must have a full one (1) year absence before he/she may be reappointed to the Board of Directors**.

**Section 2  
Duties.**  
The officers of NYPF will have the following duties:

a) The President of the NYPF general and actively manages the business and affairs of NYPF subject to the directions of the Board of Directors. Said officer will preside at all meetings of the members and Board of Directors;

b) The Vice-President(s) will, in the event of the absence or inability of the President to exercise his/her office, become acting President of the organization with all the rights, privileges and powers, as if said person had been duly elected President;

c) The Secretary will have custody of, and maintain all of the corporate records, except the financial records. Furthermore, said person will **approve** the minutes of all meetings of the members and Board of Directors, **and ensure that**  all notices of meetings **are sent** and perform such other duties as may be prescribed by the Board of Directors or the President. Furthermore, said officer shall be responsible for authenticating records of NYPF.

d) The Treasurer shall retain custody of all corporate funds and financial records, maintain full and accurate accounts of receipts and disbursements, and render accounts thereof at the annual meetings of members and whenever else required by the Board of Directors or President, and perform such other duties as may be prescribed by the Board of Directors or President.

e) The **Immediate** Past President will support the officers in actively managing the business and affairs of NYPF, along with such other and further duties as may be requested by the Board.

**Section 3  
Removal and Resignation of Officers**.  
An officer or agent elected or appointed may be removed by the Board of Directors at any time, with or without cause.

Any officer may resign at any time by delivering notice to NYPF. Such resignation is effective upon delivery unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the future effective date, the corporation’s Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date of the pending vacancy.

**Section 4  
Term of Office.**  
All officers shall be elected and serve one two (2) year term. No officer shall be elected to the same office for more than one two (2) year term.

**Section 5  
Board Attendance**.  
Any Director who fails to attend two (2) consecutive regular and/or special meetings of the Board of Directors without permission from the President, and without good and sufficient cause acceptable to a majority of the members present at such meetings, shall be deemed to have resigned and will no longer serve as a member of the Board. Absence due to confining illness shall be conclusively deemed to have been excused by the President.

**ARTICLE V—COMMITTEES**

**Section 1  
Standing Committees.**The NYPF shall have **four (4)** standing committees. The standing committees are Executive Committee, Budget & Finance Committee, Audit Committee **and** Governance/Nominating Committee. The Board of Directors may designate additional committees as necessary.

a) Members of standing committees shall be appointed by the Board President for a one (1) year term or, in the case of appointments due to vacancies, from the time of appointment and ending at the close of the fiscal year;

b) Each committee shall consist of at least three (3) Directors;

c) The Chair of the Budget & Finance Committee shall be the Treasurer;

d) The Chairs of all other standing committees shall be annually appointed by the Board President from the members of the committee for a term beginning at the time of the appointment and ending at the close of the fiscal year;

e) The Executive Director and the Board President are ‘ex officio’ members of all standing committees herein provided or created by future action of the Board President and/or the Board of Directors.

**Section 2  
Executive Committee**.  
The Board of Directors shall, by a majority vote of the entire Board, designate an Executive Committee, who must be a member of the Board of Directors, and shall delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided by provisions of law.

The Executive Committee shall have, and may exercise, all the powers of the Board between meetings of the Board, except that it shall not have authority to:

a) Fill vacancies in the Board or in any Committee;

b) Amend or repeal these By-laws or adopt new By-laws;

c) Amend or appeal any resolution of the Board unless, by its terms, such resolution is so amendable or repealable;

d) Purchase or sell property.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated; increase or decrease, but not below three (3), the number of members of the Executive Committee; and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time, as the Board may require.

**Section 3  
Audit Committee**.  
The Audit Committee, with assistance from the Budget & Finance Committee, shall oversee the accounting and financial reporting processes of the corporation and the audit of the corporation’s financial statements. The Committee shall annually retain an independent auditor to conduct the audit and, upon the completion thereof, review the results of the audit and any related management letter with the auditor. In addition, the committee shall also:

**a**) Review with the auditor the scope and planning of the audit prior to the audit’s commencement;

**b**) Upon completion of the audit, review and discuss with the independent auditor: (i) any material risks and weaknesses in internal controls identified by the auditor; (ii) any restrictions on the scope of the auditor’s activities or access to requested information; (iii) any significant disagreements between the auditor and management; and (iv) the adequacy of the corporation’s accounting and financial reporting processes;

**c**) Annually consider the performance and independence of the auditor; and

**d**) Report on the Audit Committee’s activities to the entire Board.

The Audit Committee shall oversee the adoption, implementation of, and compliance with any conflict of interest policy and whistleblower policy adopted by NYPF. Only independent Directors may participate in any deliberations by this committee or voting related to matters set forth herein.

**Section 4  
Budget & Finance Committee**.  
The Budget & Finance Committee shall work with the Executive Director in the preparation of the annual budget and financial statements.

The Committee shall:

* Oversee the administration, collection and disbursement of the financial resources of the NYPF;
* Advise the Board of Directors with respect to making significant financial decision;
* Evaluate appropriate bank accounts and investment strategies, as required, and
* Work with the Marketing and Resource Development Committee to evaluate sources and means for generating new revenues.

The Treasurer shall be the Chair of this Committee.

**Section 5  
Governance/Nominating Committee**.  
**The Governance/Nominating Committee shall establish policies and strategic plans for the NYPF and continuously monitor their implementation The committee shall ensure that members of the NYPF have representation throughout the State of New York. It shall include a Nominating Committee that will seek out viable candidates for the Board of Directors who are willing to ensure that the mechanisms are in place to balance the requirements of the membership, while enhancing the prosperity and viability of the organization.**

**Section 6  
Committee Charters**.  
Annually, the Board President shall publish and cause to be distributed to all committee members a ‘Committee Charter’ that provides the committee’s charge or mission statement that defines:

* The committee’s purpose;
* Primary goal(s) and objectives, and
* In the case of special committees, a time frame for completion of committee work

Meetings: Unless otherwise provided by the corporation’s By-laws, meetings of committees shall be held at such time and place as shall be fixed by the respective committee President, or by vote of the majority of all of the members of the committee. Written minutes of the proceedings of all meetings of each committee shall be kept by a member appointed by the committee President, and shall be reported at the next regular meeting of the Board.

**Section 7  
Meetings and Actions of Committees**.  
Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these By-laws concerning meetings of the Board of Directors, with such changes in the context of such By-law provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors, or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these By-laws.

**Section 8  
Action by a Committee without a Meeting**.  
Whenever under the Not-for-Profit Corporation Law a committee is required or permitted to take any action by vote, such action may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing such action. The resolution and the written consent thereto by the members of the Board may be done by electronic means and shall be filed with the minutes of its proceedings.

**Section 9  
Quorum and Manner of Acting**.  
Unless otherwise provided by resolution of the Board or these By-laws, a committee must have no less than three (3) members who are Board members present. A majority of all members of a committee shall constitute a quorum for the transaction of business, and the vote of the majority of all of the committee members in attendance shall be the act of the committee.

**ARTICLE VI—EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**Section 1  
Execution of Instruments.**The Board of Directors, except as otherwise provided in these By-laws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**Section 2  
Checks and Notes**.  
Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer, CFO or CEO.

**Section 3  
Deposits**.  
All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4  
Gifts**.  
The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or **device** for the non-profit purposes of this corporation.

**ARTICLE VII—BOOKS AND RECORDS**

**Section 1  
Corporate Records.**NYPF shall keep as records minutes of all meetings of its members and Board of Directors and committees. Furthermore, NYPF will maintain the following records in written form or in another form capable of conversion into written form within a reasonable time: (i) Accurate accounting records; (ii) A record of its members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order by class of voting members; (iii) A copy of NYPF’s articles of incorporation and all amendments thereto currently in effect; (iv) A copy of NYPF’s By-laws or restated By-laws and all amendments thereto currently in effect; (v) Minutes of all members’ meetings and records of all action taken by members without a meeting for the past three (3) years; (vi) Written communication of all members generally, or all members of a class within the past three (3) years, including the financial statements furnished for the past three (3) years; (vii) A list of the names and business street or home, if there is no business street, addresses of current directors and officers; (viii) The most recent annual report delivered by the Department of State; and (ix) A membership book containing in alphabetical order the name and address of each member.

**Section 2  
Records Inspection by Members**.  
A member of NYPF is entitled to inspect and copy, during regular business hours at NYPF’s principal office, any of the records of NYPF if he**/she** gives the corporation written notice of such demand at least five (5) business days before the date on which such member wishes to inspect and copy. A member of NYPF is entitled to inspect and copy during regular business hours at a reasonable location specified by NYPF, any of the records hereinafter set forth of the corporation if: (i) The member gives NYPF written notice of such demand at least five (5) business days before the date on which such member wishes to inspect and copy; and (ii) Such demand is made in good faith and for proper purpose (defined as a purpose reasonably related to such person’s interest as a member); and (iii) The member describes with reasonable particularity such member’s purpose and the records such member desires to inspect and such records as are directly connected with such member’s purpose. The records hereinafter set forth are as follows:

a) Excerpts from minutes of any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board on behalf of the corporation, minutes of any meeting of the members and records of actions taken by the members or Board of Directors without a meeting to the extent not otherwise subject to inspection;

b) Accounting records of the corporation;

c) Record of members;

d) Any other books and records.

The foregoing inspection rights may be exercised by a member, member’s agent or member’s attorney. It is further provided that the right to copy records includes, if reasonable, the right to receive copies made by photographic, xerographic or other means. The charge of copies shall be borne and paid in accordance with New York Law. If requested by a member, the corporation will comply with such demand by providing the member with a list of its members compiled as of the last record date for which it has been compiled, or as of a subsequent date if specified by the member.

**Section 3  
Financial Reports for Members**.  
Within sixty (60) days following the end of the fiscal or calendar year, or annually, the Board of Directors of the corporation shall mail or e-mail each member a complete financial report or actual receipts and expenditures for the previous twelve (12) months.

**ARTICLE VIII—EMERGENCY POWERS AND EMERGENCY BY-LAWS**

The Board **of** Directors of NYPF may adopt By-laws to be effective only in an emergency. An emergency exists if a quorum of NYPF’s directors cannot readily be assembled because of some catastrophic event. The emergency By-laws may make all provisions necessary for managing NYPF during an emergency, including procedures for calling a meeting of the Board of Directors, quorum requirements for the meeting, and designation of additional **or** substitute director(s). The Board of Directors, either before or during any such emergency, may provide and from time to time modify lines of succession if, during such emergency, any or all officers or agents of NYPF are, for any reason, rendered incapable of discharging their duties. All provisions of the regular By-laws consistent with the emergency By-laws remain effective during the emergency. The emergency By-laws are not effective after the emergency ends. Actions taken by NYPF in good faith in accordance with the emergency By-laws have the effect of binding NYPF and may not be used to impose liability on a corporate director, officer, employee or agent. In anticipation of, or during any, emergency, the Board of Directors may modify lines of succession to accommodate the incapacity of any director, officer, employee **or** agent; relocate the principal office or designate alternative principal offices **or** regional offices, or authorize the officers to do so. Unless emergency By-laws otherwise provide, it is hereby provided that:

(i) Notice of a meeting of the Board of Directors need be given only to those directors who it is practicable to reach, and may be given in any practicable manner;

(ii) One or more officers of the corporation present at a meeting of the Board of Directors may be deemed to be directors of the meeting in order of rank and, within the same rank, in order of seniority as necessary to achieve a quorum; and

iii) The director or directors in attendance at a meeting or any greater number affixed by the emergency By-laws constitute a quorum.

Corporate action taken in good faith during an emergency described herein to further the ordinary affairs of the corporation bind the corporation and may not be used to impose liability on a corporate director, **officer**, employee or agent. Any officer, director or employee acting in accordance with any emergency By-laws is only liable for willful misconduct.

**ARTICLE IX—DISTRIBUTION AND COMPENSATION**

**Section 1  
Dividends.**No dividend may be paid, nor any part of the income or profits of NYPF may be distributed to its members, directors or officers.

**Section 2  
Compensation**.  
NYPF may pay compensation in a reasonable amount to the Executive Director and staff for services rendered and, upon dissolution or final liquidation, may make distributions as permitted under New York Law. Any such payment, benefit or distribution does not constitute a dividend or distribution of income or profit.

**ARTICLE X—TRANSACTION OF BUSINESS**

**Section 1.**The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the Board of Directors. Unless otherwise restricted by these By-laws, no vote or consent of the members shall be required to make effective such action by the Board.

**Section 2**.  
Whenever the lawful activities of the corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make incidental revenue. All such incidental revenues shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of the corporation.

**Section 3**.  
All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

**Section 4**.  
Compensation. The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All officer salaries shall be approved in advance in accordance with this corporation’s conflict of interest policy.

**ARTICLE XI—MISCELLANEOUS PROVISIONS**

**Section 1.**The fiscal year of the corporation shall begin on the first day of January.

**Section 2.**  
One or more persons may participate in a meeting of the Board by means of telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting. Members may also participate in a Board vote by e-mail, when and if a motion is made for a vote by a Board member using e-mail to make the motion.

**ARTICLE XII—INDEMNIFICATION**

**Section 1.**The corporation shall indemnify each person who is or was a trustee, director, officer or employee of the corporation, or of any other corporation which he/she served as such at the request of the corporation, against any and all liability and reasonable expenses that may be incurred by him/her in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the corporation or such other corporation or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he/she may become involved, as a party or otherwise, by reason of his/her being or having been a trustee, director, officer or employee of the corporation, or of such other corporation, or by reason of any past or future action taken or not taken in his/her capacity as such trustee, director, officer or employee, whether or not he/she continues to be such at the time such liability or expense is incurred, provided such person acted in good faith in what he/she reasonably believed to be the best interests of the corporation or such other corporation, as the case may be, and, in addition, in any criminal action or proceeding where he/she had no reasonable cause to believe that his/her conduct was unlawful. As used in this Article, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by a trustee, director, officer or employee, other than amounts paid to the corporation itself or to such other corporation served at the corporation’s request.

**Section 2.**  
The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction, or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a trustee, director, officer or employee did not meet the standards of conduct as set forth in the first sentence of this Article, except where there shall have been a judgment rendered specifically finding that the action or conduct of such trustee, director, officer or employee constituted gross negligence or misconduct.

**Section 3.**  
Any such trustee, director, officer or employee referred to in this Article, who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described herein shall be entitled to indemnification as of right. Except as provided in the preceding sentence, any indemnification hereunder shall be made at the discretion of the corporation, but only if (1) the Board of Directors, acting by a quorum consisting of directors who are not parties to (or who have been wholly successful with respect to) such claim, action and/or proceeding, shall find that the trustee, director, officer or employee has met the standards of conduct set forth in the first sentence of this Article or (2) independent legal counsel (who may be the regular counsel of the corporation) shall deliver to it their written advice that, in their opinion, each trustee, director, officer or employee has met such standards. Expenses incurred with respect to any such claim, action suit or proceeding may be advanced by the corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he/she is entitled to indemnification under this Article. The rights of indemnification provided in this Article shall be in addition to any rights to which any person concerned may otherwise be entitled by contract as a matter of law, and shall inure to the benefits of the heirs, executors and administrators of any such person.

**ARTICLE XIII—PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

**Section 1.**The Corporation is formed exclusively for purposes for which a corporation may be formed under Section 501(c) of the Internal Revenue Code (or the corresponding section of any future federal tax code) and not for pecuniary or financial gain.

**Section 2.**  
No part of the assets, income or profit of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers, except to the extent, if any, under the Non-Profit Corporation Law and Section 50 of the Internal Revenue Code.

**Section 3.**  
The Corporation shall not operate any listing service for its members, or take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

Section 4.  
Upon the dissolution of the Corporation, no member, director or officer shall be entitled to any distribution of its remaining assets, rather its assets shall be distributed to such organizations as are exempt under the provisions of Section 501(c) of the Internal Revenue Code (or corresponding section of any future federal tax code) as may have an exempt purpose similar to the purposes for which this corporation is organized.

**Section 5.**No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE XIV—AMENDMENTS**

**Section 1.**By-laws may be adopted, amended or repealed by a majority vote of the entire Board of Directors.