

THE STUYVESANT PARK NEIGHBORHOOD ASSOCIATION, INC.

BY-LAWS

(Revised January 2021)

ARTICLE I

NAME AND PURPOSES

Section 1. Name This organization shall be known as The Stuyvesant Park Neighborhood Association, Inc. hereinafter called the "Corporation".

Section 2. Purpose The Corporation shall be a nonprofit charitable Corporation and shall exist and be administered only and exclusively for the following charitable purposes:

To establish, maintain, develop, preserve and improve park, playground and similar recreational facilities; to maintain and preserve the residential character of the neighborhood; to establish and maintain community improvement programs; to work with local and state authorities regarding problems affecting the community; to preserve and maintain buildings and monuments of historical or aesthetic significance, in the City of New York, with special concern for lessening the burden of the City government and for the establishment, development, maintenance, preservation and improvement of such recreational facilities, buildings, plantings and landmarks in and around the section of said City known as the Stuyvesant Square neighborhood of Manhattan.

In furtherance of said purposes, the Corporation shall have the power to acquire by deed, devise, bequest, gift, purchase or otherwise, real and personal property and the rents and profits from the real property of the Corporation, pay all necessary and proper expenses of the Corporation, and to apply so much of its net income, accumulated income and/or principal as its Directors shall determine to the purposes of the Corporation as stated above.

Section 3. Limitations The Corporation is not organized for, and shall not be operated for, pecuniary profit. No part of the real or personal property or the net

earnings therefrom shall inure to the benefit of any private director, member or individual and no part of the direct or indirect activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in, or intervening in any political campaign on behalf of any candidate for public office.

The liquidation, dissolution or winding up of the Corporation shall be subject to the approval of the Supreme Court. In the event of liquidation, dissolution or winding up, the principal proceeds shall be fully expended, as the Directors of the Corporation shall determine, in furtherance of the charitable purposes named herein; and none of such property, profits or assets shall be distributed to, or divided among, any Director or member of any organization which is not then an exempt organization under Section 501(C)(3) of the Internal Revenue Code (or equivalent section if the Code is amended).

Nothing herein contained shall authorize the doing of any act which would require the approval of any department of the State of New York or the doing of any act mentioned in Membership Corporation Law Section 11 or Social Services Law Section 35.

ARTICLE II

MEMBERS

Section 1. Original Members Each of the persons named as a Director of the Corporation in the Certificate of Incorporation of the Corporation shall be a member of the Corporation unless and until his or her membership shall terminate by death or resignation or be terminated, for cause, by a majority of all the other members.

Section 2. Members Any person who resides in or owns property in the section of New York City known as the Stuyvesant Square neighborhood of Manhattan (which neighborhood is hereby defined to be the area bounded on the south by the south side of East 15th Street, on the east by the west side of First Avenue, on the north by the south side of East 23rd Street and on the west by the east side of Park Avenue South), and/or who subscribes to and supports the purposes and objects of the Corporation, applies for membership in the Corporation, and contributes his or her annual dues shall be a member of the

Corporation for 12 months following his or her contribution. . Conditions of membership are to be without unlawful discrimination on the basis of age, race, color, creed/religion, disability, national origin, sex/gender, sexual orientation, veteran or military service member status, familial status, marital status, domestic violence victim status, genetic predisposition or carrier status, arrest and/or criminal conviction record, or any other category protected by law.

Section 3. Dues The annual dues of members shall be fixed by the Board of Directors. Payment of annual dual membership dues shall entitle both to membership. Dues shall be payable annually in advance.

Section 4. Annual Meeting of Members An Annual Meeting of the members of the Corporation shall be held in the month of January of each year to provide notice of the election of new Directors, for the review of annual reports and for the transaction of such other business as may come before the meeting.

Section 5. Special Meetings When a Calendar of Events has been developed, the Board of Directors may call a Special Meeting to announce said events and to enlist participation among the membership for those activities.

Section 6. Additional Meetings The Board of Directors may call an Additional Meeting of the members at any time. The President or a Vice President of the Corporation shall make a written request stating the purpose of the meeting and obtain approval of the majority of Directors, to call an Additional Meeting. Business transacted by any Additional Meeting shall be confined to the purposes stated in the notice of the meeting.

Section 7. Place of Meetings The President and/or the Board of Directors shall designate an appropriate meeting site within the Borough of Manhattan for any Annual Meeting, Special Meeting or Additional Meeting called.

Section 8. Notice of Meetings A written notice stating the place, date, and time of any meeting of the members shall be given to each member not less than ten days nor more than thirty days before the date of the meeting, by or at the direction of the President or the Secretary. In case of an Additional Meeting, the purposes for which the meeting is called shall be stated in the notice. The notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears in the records of the Corporation with postage prepaid or the date the notice of meeting was emailed to members.

Section 9. Quorum and Voting At all meetings of the members, except as may be otherwise provided herein or by law, there shall be present in person or by proxy not less than one-fourth of the members, in order to constitute a quorum for the transaction of business, but any less number may adjourn any meeting from time to time until a quorum shall be present. At all meetings of the members, each member present in person or by proxy shall be entitled to one vote, and the act of a majority of the members present shall be the act of the members. Every proxy shall be executed in writing by the member or by his or her duly authorized attorney, and shall be dated. No proxy shall be valid after the expiration of six months from the date of its execution, unless the member executing it shall have specified therein its duration.

ARTICLE III

DIRECTORS

Section 1. Powers. The property, affairs, business, and concerns of the Corporation shall be vested in and managed by its Board of Directors. The Board of Directors shall have and may exercise all powers of the Corporation as are not by law, by its Certificate of Incorporation, or by these By-Laws required to be exercised by the members.

Section 2. Number. The Board of Directors shall consist of not more than 15 or less than 9 Directors.

Section 3. Term of Office. Each member of the Board of Directors shall

serve three-year terms, with one-third of the Board (as nearly as practical) being elected each year on a rotating basis.

- (a) Should a Board member miss three consecutive meetings (except for just cause), said member shall be contacted by the President to determine whether or not said member can continue to serve on the Board.

- (b) Should a Board member miss all four meetings in the calendar year, said member may be subject by the members of the Board of Directors to immediate replacement.

The Directors of the Corporation shall hereafter be elected by the Directors of the Corporation at the Annual Meeting of the Board of Directors, except otherwise provided with respect to the filling of vacancies and the election of additional Directors shall hereafter be elected for a term of approximately three years. The term of a Director hereafter elected to fill the unexpired term of a Director who shall have died, become incapacitated, resigned, or otherwise ceased to be a Director shall be the same as that of the Director whom he or she replaces. The term of each Director elected to take the place of a Director whose term shall have expired shall be three years after the year of expiration of his or her predecessor's term.

Section 4. Qualifications. Each of the Directors shall be a member of the Corporation. Effective January 2021, future candidates for eligibility to serve as President shall have been a member in good standing of the Corporation for a period of two years.

Section 5. Vacancies Any vacancy on the Board of Directors that may occur between Annual Meetings of the members of the Corporation by death, resignation, disqualification or otherwise, may be filled for the unexpired term by vote of the majority of the remaining Directors at any meeting of the Board of Directors.

Section 6. Regular Meetings The Annual Meeting of the Board of Directors shall be held approximately one month prior to the Membership Annual Meeting at such time and place as shall be determined by the Board of Directors for purposes of nominating and voting on new Directors to replace those whose terms have expired. Notice of the election of new Directors will be presented to the membership at the Annual Meeting. Notice of each Board meeting shall be given by mail or email, not less than 10 days nor more than 30 days in advance of the meeting.

The Board of Directors shall meet four times each year, on the first Tuesday of February, May, September and December unless the Board decides otherwise. However, the Board may elect to decrease the number of Board Meetings in a given year depending on the scope of activities and committee involvement.

Section 7. Quorum A majority of the Directors then in office shall constitute a quorum, but any less number may adjourn any meeting from time to time until a quorum shall be present.

Section 8. Email Voting The Board of Directors is allowed to vote on matters via email in instances when corporation business needs to be acted upon and there is insufficient time or opportunity to conduct an in-person meeting. The President shall have the authority to deem when an email vote is necessary and must allow two business days for Directors to submit their vote.

Section 9. Resignation of Board of Directors members Any member of the Corporation may resign at any time by giving written notice of his or her resignation to the Board of Directors, or by tendering verbal resignation at a Board of Directors Meeting. Such resignation thereupon shall become effective and accepted by the Board of Directors .

Section 10. Other Committees In addition to the Nominating Committee,

as defined in Article V, the Board of Directors shall appoint two standing committees, namely: Fund-Raising Committee and Special Events Committee and may appoint such other committees and delegate to them such powers and duties as it shall deem advisable. There shall be both a Chairman and a Vice-chairman appointed for each standing committee, with the Chairman being a Director of the Board.

Section 11. Agents The Board of Directors shall have the power to appoint such agents as the Board may deem necessary for the transaction of the business of the Board. Any agent may be removed by the Board of Directors whenever, in the judgment of the Board, the best interest of the Corporation will be served thereby.

Section 11. Compensation The Directors shall receive no compensation from the Corporation for their services as such.

ARTICLE IV

OFFICERS

Section I. Number The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time to time appoint. All officers must be also be members of the Board of Directors. In addition to the powers conferred upon them by the By-Laws, all officers elected by the Board of Directors shall have such authority and perform such duties as may from time to time be prescribed by the Board of Directors.

Section 2. Election and Removal The officers shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors and shall hold office until their successors are duly elected and qualify, except as hereinafter provided. All officers of the Corporation shall be subject to removal from office at any time by the affirmative vote of a majority of the Directors then in office. Should any vacancy among the officers occur by death, resignation, removal, or otherwise, it may be filled by the

Board of Directors at any meeting called for that purpose.

Section 3. President. The President shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the members and of the Board of Directors, and shall have general supervision of the activities of the Corporation. Unless authority be given to other officers so to do, he or she shall execute all contracts and agreements authorized generally or specifically by the Board, and see that all resolutions of the Board of Directors are carried into effect.

Section 4. Vice President. In the event of the death, resignation or inability of the President to discharge the duties of his or her office, or is absent from a meeting, one of the Vice Presidents, in the order determined by the Board of Directors, shall have and may exercise all the powers of the President. Each Vice President shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 5. Secretary The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; maintain a record of the names and addresses of all members and Directors of the Corporation, and of all Chairmen and members of Committees of the Corporation; shall give notice of all meetings of the members and Board of Directors; and perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 6. Treasurer The Treasurer shall have custody of all funds and securities of the Corporation; shall keep under his or her supervision all books and records relating to the financial affairs of the Corporation; shall maintain regular records of all moneys received, paid, receivable, and payable by the Corporation; shall render a statement of his or her accounts at all regularly scheduled meetings of the the Board of Directors; and shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors. The Treasurer may from time to time require ancillary services relating to his or her responsibilities.

Section 7. Incapacity of Secretary or Treasurer In case the Secretary or Treasurer is incapacitated in the performance of his or her duties by illness, absence, or any other cause, the President may designate a member of the Corporation to act in his or her place until he or she shall resume his or her duties or be replaced by the Board of Directors.

Section 8. Delegation of Powers For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director; but no officer or Director shall execute, acknowledge, or verify any instrument in more than one capacity, and no one not a Director shall exercise the powers or authority of the President.

Section 9. Compensation. The officers shall receive no compensation from the Corporation for their services as such.

ARTICLE V **COMMITTEES**

Section 1. Nominating Committee The Board of Directors at its September Board meeting shall annually elect a Nominating Committee consisting of three or more members of the Corporation. The Nominating Committee shall recommend one or more persons for each position at least 30 days prior to the Board of Directors' December meeting, one of which purposes is to vote on new Directors.

Section 2. Other Committees Other Committees may be established by the Board of Directors, with such powers and duties as the Board of Directors may assign to them.

Section.3. Appointment The Chairman and members of all committees,

other than the Nominating Committee, shall be appointed by the President subject to the approval of the Board of Directors. The President of the Corporation shall be, ex officio, a member of every committee other than the Nominating Committee, except that for purposes of identifying and confirming each candidate's potential qualifications, the President may be asked to sit in on Nominating Committee meetings to answer questions pertaining to candidates' attendance at meetings and participation in activities and/or work on behalf of the Corporation.

Section 4. Term of Office Each Chairman and member of a committee shall continue as such until the appointment of his or her successor at or after the next Annual Meeting of the Board of Directors, unless he or she shall resign, become incapacitated, or be removed by the Board of Directors.

Section 5. Quorum Unless otherwise determined by the Board of Directors, a majority of any committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE VI

CONTRACTS INDEBTEDNESS. CHECKS. DEPOSITS. GIFTS

Section 1. Contracts The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 2. Indebtedness No expense shall be incurred or pecuniary liability created in excess of the unappropriated funds in the treasury without

the consent, at a meeting or in writing, of at least two-thirds of the Directors then in office.

Section 3. Checks All checks, drafts and orders for the payment of money, notes, and other instruments of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors. As of the date of the adoption of these revised By-Laws, both the President and the Treasurer are required signatory to all instruments of indebtedness. The President and/or the Treasurer shall have the power from time to time to process checks up to a maximum of \$500 or other amount as the Board of Directors may determine for incidental and/or immediate needs without advance approval of the Board of Directors. Committee Chairpersons shall have the power from time to time to process checks up to a maximum of \$250.00 or other amount as the Board of Directors may determine for incidental and/or immediate needs without advance approval from the Board of Directors. Committee Chairpersons should make good faith efforts to notify the President in advance of issuing corporation checks and must notify the President and Treasurer in writing about the details and amount of the expenditure within two business days of the issuance of any checks.

Section 4. Deposits All funds of the Corporation shall be deposited within five business days from receipt to the credit of the Corporation in such banks, trust companies, and other depositories as the Board of Directors may select.

Section 5. Gifts The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII

MISCELLANEOUS

Section 1. Books and Records The Corporation shall keep correct and

complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep records giving the names and addresses of all members, Directors, committee Chairmen and committee members. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time as determined by the Board of Directors.

Section 2. Fiscal Year The fiscal year of the Corporation shall be the calendar year.

Section 3. Seal The Corporate seal shall be circular in form and shall be the name of the Corporation and the date of its incorporation.

Section 4. Waiver of Notice Whenever any notice is required to be given pursuant to the Certificate of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice, at any time, shall be deemed equivalent to the giving of such notice. The presence of any member or Director at any meeting shall constitute a waiver of the notice to him or her of the meeting.

ARTICLE VIII

AMENDMENTS AND DISSOLUTION

Section 1. Amendments The Board of Directors may make, ~~and from time to time~~ may alter, amend, or repeal any By-Law of the Corporation by a two-thirds vote of all the Directors present at any regular or special meeting of the Board, subject to the limitations of this Article and provided that notice of intention to make, alter, amend, or repeal any By-Law shall have been given in writing or email to each Director at least three days prior to that meeting of the Board of Directors.

The Board of Directors shall not make, alter, amend, or repeal any By-Laws changing the qualifications, classifications, or terms of office of Directors without the

approval of a two-thirds vote of the members present at any Annual Meeting or Special Meeting, provided the notice of intention to alter, amend, or repeal any By-Law shall have been given in writing to each member at least ten days prior to the date of that Annual or Special Meeting.

Section 2. Dissolution Subject to the approval of the Supreme Court of the State of New York, in the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, or by operation by law, the property and other assets of the Corporation and any proceeds thereof, insofar as permitted by law, shall be distributed to such nonprofit corporations which shall have received notice of exemption and which shall be exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1954, or such corresponding section or sections as may from time to time be in force, as the members of the Corporation by majority vote thereof shall determine, or to the City of New York for public purposes exclusively; and none of such property, assets, or proceeds shall be distributed to, or divided among, any of the members of the Corporation.