

**BYLAWS OF
LONG ISLAND DRESSAGE ASSOCIATION, INC.**

These Bylaws (referred to as the "Bylaws") govern the affairs of the Long Island Dressage Association or LIDA INC., a nonprofit corporation (referred to as the "Corporation") organized under the New York Non-Profit Corporation Act (referred to as the "Act").

ARTICLE ONE – OFFICES

1.01 Principal Office. The principal office of the Corporation in the State of New York shall be located at Calverton, New York. The Corporation may have such other offices, either in New York or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

ARTICLE TWO – MEETINGS

2.01 Annual Meetings. Beginning in the year 2017 the Board of Directors shall hold an annual meeting of the Corporation during the month of December in Suffolk County, New York. At the annual meeting, the Corporation shall elect directors and officers and shall transact any other business that may come before the meeting. If, in any year, the election of directors and officers is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board of Directors shall call a special meeting of the directors as soon thereafter as possible to conduct the election of directors.

2.02 General Meetings. General meetings of the membership are to be held in the spring, summer and December at a date and location designated by the Board of Directors.

2.03 Special Meetings. Special meetings of the directors may be called by the President, the Board of Directors, or not less than one-third (1/3) of the individual directors currently in office.

2.04 Board Meetings. Shall be held a minimum of 6 to a maximum of 12 times a year

2.05 Place of Meeting. Any annual meeting, special meeting or general meeting shall be held at any place as the Board of Directors may from time to time designate. At any meeting of the Board, Directors may participate by teleconference, or similar communication equipment, provided that all persons participating are able to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

2.06 Notice of Meetings. Written or printed notice of any meeting of the Board of Directors shall be delivered to each director not later than 5:00 p.m., New York time, on the day preceding the date of the meeting. The notice shall state the place, day, and time of the meeting and the general purposes for which the meeting is called, and such notice may be sent by mail, electronic mail or both, and shall be deemed in such instance to have been delivered as of the time it was sent. The Board of Directors may dispense with the giving of the notice specified in this Section: (1) if oral notice of any subsequent meeting is given during the course of the annual meeting or any special meeting; or (2) if the President convenes a special meeting for any purpose which the President deems to be an emergency. If all of the directors meet and consent to the holding of a meeting, any corporate action may be taken at the meeting regardless of a lack of proper notice. Notice of meetings may also be waived pursuant to the provisions of Article 711 of the New York Non-Profit Corporation Act.

**BYLAWS OF
LONG ISLAND DRESSAGE ASSOCIATION, INC.**

2.07 Quorum. A majority of the directors present at any meeting of the Board of Directors shall constitute a quorum at a Board meeting. At a membership meeting a majority of the directors present and 10% of the voting members of the Association shall constitute a quorum.

ARTICLE THREE - OFFICERS AND BOARD OF DIRECTORS

3.01 Management of the Corporation. The affairs of the Corporation shall be managed by the Board of Directors.

3.02 Number and Tenure of Directors. The number of directors shall be no fewer than three (3) and no more than seven (7). Each director shall serve for a term of two (2) years. The Board of Directors may enlarge the number of Directors, as it deems necessary.

3.03 Director Positions. The officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer. The Board of Directors may create additional officer positions, define the authority and duties of each such position and elect or appoint persons to fill the positions.

3.04 Nomination and Election of Directors. Officers are elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. Each officer shall hold office until a successor is duly elected. An officer may be elected to succeed herself/himself in the same office. At the fall meeting of the General Membership, at which the election of a director occurs, a director or member may nominate a person with the second of any other director or member. A nominee can accept only one nomination and her/his name shall appear for only one office or directorship on the official ballot. After the fall General Meeting ballots will be mailed to members in good standing for a vote.

3.05 Vacancies. Any vacancy occurring in any director position is to be filled by the Board of Directors. A vacancy shall be filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board of Directors. A director elected for the unexpired term of her or his predecessor in office shall complete the term of that predecessor.

3.06 Removal of Directors. The Board of Directors may vote to remove a director at any time with good cause. Good cause for removal of a director shall include the unexcused failure to attend three (3) consecutive meetings of the Board of Directors. A meeting to consider the removal of a director may be called and noticed following the procedures provided in these Bylaws. The notice of the meeting shall state that the issue of possible removal of the director is on the agenda. At the meeting, the Board of Directors shall consider possible arrangements for resolving the problems that are in the mutual interest of the Corporation and the director. A director may be removed by the majority vote of the Board of Directors at any meeting at which there is a quorum present.

**BYLAWS OF
LONG ISLAND DRESSAGE ASSOCIATION, INC.**

3.07 Election and Term. The officers of the Corporation shall be elected by a mail in ballot by the membership after the fall General Nomination Meeting. The President and Secretary being elected in ODD years and the Vice President and Secretary in EVEN years. Each officer shall hold office until a successor is duly selected. For the year following the election of a new president, one director shall be the retiring president and shall sit on the board for the first quarter of the new president's term. An officer can only serve in the same position for 8 years, contiguous. The officer may return for that same position after two years off.

3.08 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with good cause. Good cause for removal of an officer shall include the unexcused failure to attend three (3) consecutive meetings of the Board. A meeting to consider the removal of an officer may be called and noticed following the procedures provided in these Bylaws. The notice of the meeting shall state that the issue of possible removal of the director is on the agenda. An officer may be removed by the majority vote of the Board at any meeting at which there is a quorum.

3.09 President. The President shall be the chief executive officer of the Corporation. The President shall supervise and control all of the business and affairs of the Corporation. The president shall preside at all meetings of the members and of the Board of Directors. The President may sign checks, execute any deeds, mortgages, bonds, contracts, leases or other instruments that the Board of Directors has authorized to be executed. The President shall appoint, with the approval of the Executive Board, the Chairperson of all Standing Committees, with the exception of the Nominating Committee and the Election Committee. Shall serve as the Ex-Officio member of all Committees except the Nominating and Election Committees.

3.10 Vice-President. The Vice-President shall perform all of the duties of the President when the President is unavailable or the office of President is vacated. Between board meetings, the Vice President shall read and approve all printed matter, such as prize lists, newsletters and other mass correspondence. The Vice-President shall be one of the officers authorized to sign checks. The Vice-President shall arrange for the location of the General Meeting.

3.11 Treasurer. The Treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation.
- (b) Receive and give receipts for monies due and payable to the Corporation from any source.
- (c) Deposit all monies in the name of the Corporation in banks, trust companies, or other depositories as provided in the bylaws or as directed by the Board of Directors or the President.
- (d) Write checks and disburse funds to discharge obligations of the Corporation. All checks of the Corporation over \$500. Shall be signed by the Treasurer and one (1) additional signature from the President or the Vice President.
- (e) Maintain the financial books and records of the Corporation.
- (f) Prepare and give financial reports annually.
- (g) Present a Treasurer's Report at every board meeting.
- (h) Perform other duties as assigned by the President or by the Board of Directors.
- (i) If required by the Board of Directors, give a bond for the faithful discharge of her or his duties in the sum and with a surety as determined by the Board of Directors.
- (j) Perform all of the duties incident to the office of Treasurer.

**BYLAWS OF
LONG ISLAND DRESSAGE ASSOCIATION, INC.**

- (k) Shall, prior to January 1st, deliver to the succeeding Treasurer, all monies, vouchers, books, papers and any other material of the Association in the retiring Treasurer's custody, with a supplemental report covering all transactions.

3.12 Secretary. The secretary shall:

- (a) Take minutes of the meetings of the Board of Directors and keep the minutes as part of the corporate records.
- (b) Maintain custody of the corporate records and of the seal of the Corporation.
- (c) Affix the seal of the Corporation to all documents as authorized.
- (d) Keep a register of the mailing address of each director, employee and member, of the Corporation.
- (e) Give all notices as provided in the Bylaws or as required by law.
- (f) Prepare and deliver correspondence for the Corporation.
- (g) Prepare the organizational newsletter.
- (h) Serve as the contact person with other organizations.
- (i) Perform duties as assigned by the President or by the Board of Directors.
- (j) Perform all duties incident to the office of Secretary.

ARTICLE FOUR - MEMBERSHIP

4.01 Membership Term. Membership is from December 1 to November 30 of any given year. Membership of the Association shall consist of a FULL PARTICIPATING member, SCHOOLING SHOW member, YOUTH PARTICIPATING member, NON-COMPETING member and HONORARY member.

4.02 Definition of Memberships.

- (a) **Full Participating Member (FP)** of the Association shall consist of persons who are 22 years of age or older as of January 1st of the membership year. FP members are included as GMO members of the USDF (for a listing of those benefits go to USDF.org). FP members shall receive the newsletter at no cost and are entitled to any discounts that are indicated for activities of the Association. FP members are entitled to One vote and are entitled to hold office and serve as Chairman or member of committees of the Association.
- (b) **Show Member (SS)** of the Association shall consist of persons who are 22 years of age or older as of January 1st of the membership year. They are LIDA members only. SS members may compete only in Schooling Shows of the Association. SS members shall receive the newsletter at no cost and are entitled to any discounts that are indicated for activities of the Association. SS members are entitled to One vote and are entitled to hold office and serve as Chairman or member of committees of the Association.
- (c) **Youth Participating Member (YP)** of the Association shall consist of persons no older than 21 years of age as of January 1st of the membership year. They are LIDA members only. YP members shall receive the newsletter at no cost and are entitled to any discounts that are indicated for activities of the Association. YP members may not vote, hold office or serve as Chairman of the Standing Committees. YP members may serve as members of committees of the Association.

**BYLAWS OF
LONG ISLAND DRESSAGE ASSOCIATION, INC.**

- (d) **Non-Competing Member (NC)** of the Association are LIDA members only. NC members shall receive the newsletter at no cost and are entitled to any discounts that are indicated for activities of the Association. NC members may not vote, hold office or serve as Chairman of the Standing Committees. NC members may serve as members of committees of the Association. NC members are not eligible for Year End Awards.
- (e) **Honorary Member (HM)** of the Association shall be selected by the Board of Directors. An HM is any person or organization deemed worthy of this honor by a quorum of the Membership. Length of the Honorary status to be recommended by the Board of Directors. Honorary members shall have the same status as a Full Participating Member.

4.03 Dues. Membership dues shall accompany application for membership. Anyone joining after October 1st will be considered a paid up member for the following membership year. Membership privileges become effective upon payment of dues except in the case of a new member when voting privileges become effective 3 months after the date of membership acceptance. Members that do not renew by the beginning of the Membership year shall be considered new members and will lose their voting privileges for the first three months of the new Membership year.

The Board of Directors, with the approval of the Membership, shall determine the amount and method of payment of all dues. Such dues shall become due and payable to LIDA on the first day of the Membership Year, December 1st.

All Membership privileges may be terminated for failure to renew membership prior to February 1st. Members who have been dropped from membership for non-payment of dues may be reinstated by paying the dues in full for the Membership year, at which time the member shall be considered a new member.

ARTICLE FIVE - PURPOSES AND TRANSACTIONS OF THE CORPORATION

5.01 Purpose. The Corporation's purpose is to promote the sport of dressage on Long Island through programs, clinics, seminars and other activities. LIDA shall host Dressage competitions and recognize the achievements of LIDA members and their horses.

5.02 Contracts. The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

5.03 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board of Directors selects.

5.04 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. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Articles of Incorporation, New York law, or any requirement for maintaining the Corporation's federal and state tax status.

**BYLAWS OF
LONG ISLAND DRESSAGE ASSOCIATION, INC.**

5.05 Potential Conflicts of Interest. The Corporation shall not make any loan to a director or officer of the Corporation. A director, officer, or committee member of the Corporation may lend money to and otherwise transact business with the Corporation, except as otherwise provided by the Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a member, director, or officer of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

5.06 Prohibited Acts. As long as the Corporation is in existence, and except with prior approval of the Board of Directors, no director or officer shall:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (d) Receive an improper personal benefit from the operations of the Corporation
- (e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of the Corporation.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill.
- (g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- (h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE SIX - BOOKS AND RECORDS

6.01 Required Books and Records. The Corporation shall keep correct and complete books and records of accounts. The Corporation's books and records shall include:

- (a) A file-endorsed copy of all documents filed with the New York Secretary of State relating to the Corporation, including, but not limited to, the Articles of Incorporation, any articles of consolidation, statement of change of registered agent, articles of amendment and restricted articles.
- (b) Bylaws. A copy of the Bylaws, and any amended versions of or amendments to the Minutes of the proceedings of the Board of Directors or committee meetings.
- (c) Minutes of the proceedings of the Board of Directors or committee meetings.
- (d) A list of names and addresses of the directors and officers.
- (e) A financial statement showing the income and expenses of the Corporation for each fiscal year.
- (f) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- (g) The Corporation's federal, state and local information or income tax returns for each of the Corporation's years of service.

**BYLAWS OF
LONG ISLAND DRESSAGE ASSOCIATION, INC.**

6.02 Inspection and Copying. Any person may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws. Any person may inspect or receive copies if a person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. A person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than seven (7) working days after the Corporation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by members.

ARTICLE SEVEN - FISCAL YEAR

7.01 The fiscal year of the Corporation shall begin on the first day of December and end on the last day of November in each year.

ARTICLE EIGHT – INDEMNIFICATION

8.01 Definitions. Certain terms are used in this Article Eight with the meanings assigned in Section 1396-2.22A of the New York Non-Profit Corporation Act ("2.22A"). Those definitions are incorporated by reference into this Article.

8.02 Third-Party Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director, officer or committee member of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his or her conduct was unlawful.

The Corporation may indemnify any employee or agent of the Corporation, or any employee or agent serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, in the manner and to the extent that it shall indemnify any director or officer under this Section 8.2 of this Article Eight.

8.03 Derivative Actions. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, committee member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees)

**BYLAWS OF
LONG ISLAND DRESSAGE ASSOCIATION, INC.**

actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

8.04 Determination of Indemnification. Any indemnification under Section 8.2 or 8.3 of this Article Eight (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, committee member, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 8.2 or 8.3 of this Article Eight. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who at the time of the vote were not parties to such action, suit or proceeding, (ii) if such a quorum is not obtainable by a majority vote of a committee of the Board designated to act in the matter by a majority vote of directors consisting solely of two or more directors who at the time of the vote were not parties to such action, suit or proceeding, or (iii) by special independent legal counsel selected by the Board or a committee of the Board by vote as set forth in (i) and (ii).

8.05 Right to Indemnification. Notwithstanding the other provisions of this Article Eight, to the extent that a director, officer, committee member, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 8.2 or 8.3 of this Article Eight, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

8.06 Advance of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation on behalf of a director, officer, committee member, employee or agent in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director, officer, committee member, employee or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Article Eight.

8.07 Indemnification. Not Exclusive. The indemnification provided by this Article Eight shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any law, agreement, vote of disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

**BYLAWS OF
LONG ISLAND DRESSAGE ASSOCIATION, INC.**

8.08 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against liability under the provisions of this Article Eight.

8.09 Enforceability. The provisions of this Article Eight shall be deemed an element of the contract or engagement between the Corporation and each person who holds a position giving rise to indemnification. Subject to the conditions and limitations expressed in Sections 8.3 and 8.4 of this Article Eight, the indemnification provided in this Article Eight may thus be enforced against the Corporation as a matter of contractual right.

ARTICLE NINE - CONFLICT OF INTEREST POLICY

9.01 Definitions.

- (a) Interested Person – any director who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) Financial Interest – a person has a financial interest if the person has, directly, or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - 2. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under this Article, a person who has financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

9.02 Procedures.

- (a) Duty to Disclose – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**BYLAWS OF
LONG ISLAND DRESSAGE ASSOCIATION, INC.**

- (b) Determining Whether a Conflict of Interest Exists – after disclosure of the financial interest and all material factors, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- (c) Procedures for Addressing the Conflict of Interest:
 - 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - 2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - 3. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- (d) Violations of the Conflicts of Interest Policy:
 - 1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

9.03 Compensation.

- (a) A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of a committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**BYLAWS OF
LONG ISLAND DRESSAGE ASSOCIATION, INC.**

9.04 Periodic Reviews. To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures and arrangements with management organization conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

9.05 Use of Outside Experts. When conducting the periodic reviews as provided in paragraph F of this Article, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE TEN – NOTICES

10.01 Notice by Mail. Any notice required or permitted by the Bylaws to be given to a director, officer or member of the Corporation may be given by one or more of mail, text or email. If mailed, a notice shall be deemed delivered when deposited in the United States Mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid. If sent by text or email, notice shall be deemed delivered when sent. A person may change his or her address by giving written notice to the Secretary of the Corporation.

ARTICLE TWELVE- AMENDMENTS TO THE BYLAWS

12.01 The Bylaws may be altered, amended, or repealed, and new bylaws may be adopted at any time, by act of a majority of the entire Board of Directors.

ARTICLE THIRTEEN - MISCELLANEOUS PROVISIONS

13.01 Legal Authorities Governing Construction of Bylaws. The Bylaws shall be construed in accordance with the laws of the State of New York. All references in the Bylaws, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

13.02 Legal Construction. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

13.03 Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the officers, directors and members of the Corporation and their respective executors, administrators, legal representatives, successors, and assigns, except as otherwise provided in the Bylaws.

Approved and Accepted by the Board of Directors on September 15, 2017.