

**BYLAWS OF**  
**Briarwood Action Network, INC., (the “Corporation”)**

Amended and Restated as of July 30, 2015

**ARTICLE I**  
**Organization Name**

This organization shall be called the Briarwood Action Network.”

**ARTICLE II**  
**Purpose**

Section 1. The Mission. This Corporation is formed to promote the quality of life in the Briarwood community and to provide a forum for the diverse members of the community to inform and express themselves on the full range of issues affecting Briarwood. The areas that the Corporation will address include, but will not be limited to, safety, beautification, environmental conservation, education and general welfare of the community. The Corporation is organized and operated exclusively for charitable purposes.

Section 2. Briarwood Community. For the purposes of these Bylaws, “Briarwood” is defined as the community of Briarwood, New York, in the County of Queens, the borders of which are Union Turnpike to the north, Parsons Boulevard to the east, Hillside Avenue to the south and the Van Wyck Expressway to the west.

**ARTICLE III**  
**Membership**

The Corporation shall have no members.

**ARTICLE IV**  
**Board of Directors**

Section 1. Powers and Duties. The Board of Directors (“the Board”) shall have general power to control and manage the affairs of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein. The Board is charged with abiding by and administering the Corporation’s Bylaws, setting organizational policies and establishing fiscal policies relating to the activities of the Corporation. Board Members shall have a duty to act in the best interests of the Corporation, to promptly disclose actual and potential conflicts of interest in accordance with the Conflicts of Interest Policy and to maintain confidentiality regarding matters deemed confidential by the Board.

Section 2. Number. The Board shall be composed of a minimum of five (5) and a maximum of twelve (12) Directors. The “entire Board” shall consist of a number of Directors that were elected as of the most recently held election of Directors.

Section 3. Election and Term of Office. The initial Directors shall be the persons named in the Certificate of Incorporation and shall serve until the first annual meeting of the Board. At the first annual meeting of the Board, the Directors shall be elected by the majority of the Board. The Directors shall hold office for one (1) year terms; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next annual meeting at which the election of Directors is in the regular order of business. Directors may be elected to any number of consecutive terms.

Section 4. Records. In addition to the duties and responsibilities specified in Article V, each and every Officer and Director shall be obligated to preserve and pass on all records and information deemed to relate to the business of the Corporation collected during his/her tenure to his/her successor. A Director shall also turn over to the Board any record and information deemed to relate to the business of the Corporation in his/her possession or control, upon request of the President.

Section 5. Qualification for Directors. Each Director shall be at least 18 years of age. Directors shall also reside in the Briarwood Community as defined in Article II, Section 2.

Section 6. Removal. Any Director may be removed at any time for cause by a vote of Directors then in office at a regular meeting or special meeting of the Board called for that purpose provided that there is a quorum of not less than a majority present at such meeting and provided further that at least one week's notice of the proposed action shall have been given to the entire Board then in office. Missing three (3) consecutive meetings of the Board, unless a majority of the Directors has excused such Director from attendance due to extreme circumstance(s), shall constitute cause.

Section 7. Resignation. Any Director may resign from the Board at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or the President. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 8. Vacancies and Newly Created Directorships. Any newly created Directorships and any vacancies on the Board arising at any time and from any cause may be filled at any meeting of the Board by a majority of the Board, regardless of their number. The Directors so elected shall serve until the next annual meeting at which the election of Directors is the regular order of business and their successors are elected. A vacancy in the Board shall be deemed to exist on the occurrence of any of the following:

- a. the death, resignation or removal of any Director;
- b. an increase in the authorized number of Directors by resolution of the Board; or

- c. the failure of the Directors, at any annual or other meeting of Directors at which any one or more Directors are to be elected, to elect the full authorized number of Directors to be voted for at that meeting.

Section 9. Meetings. Meetings of the Board may be held at any place as the Board may from time to time fix. The annual meeting of the Board shall be held in January of each year or at a date, time and place fixed by the Board. Other regular meetings of the Board shall be held no less than six (6) times evenly spaced during the year at a time and place fixed by the Board. Special meetings of the Board shall be held whenever called by the President of the Board, the Executive Director or any Director upon written demand of not less than three (3) Directors, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

The Corporation shall also hold meetings open to the public, as appropriate, on matters of interest to and for benefit of the community at large.

Section 10. Notice of Meetings. Regular meetings may be held without notice of the time and place if such meetings are fixed by the Board. Notice of the time and place of the annual meeting, each regular meeting not fixed by the Board and each special meeting of the Board which notice shall, in the case of each annual and special meeting, be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken shall be (i) delivered to each Director by e-mail or facsimile at least five (5) days before the day on which the meeting is to be held; or (ii) mailed to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary at least seven (7) days before the day on which the meeting is to be held). To discuss matters requiring prompt action, notice of special meetings may be sent to each Director by e-mail, facsimile, or telephone, or given personally, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Waivers of notice sent by email must be able to be reasonably determined to be sent by the Director. No notice need be given of any adjourned meeting.

Section 11. Quorum. A quorum shall be a majority of the entire Board.

Section 12. Voting. Except as otherwise provided by law or these Bylaws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained. The following acts of the Board require the affirmative vote of at least two-thirds (2/3) of the entire Board:

- a. a purchase, sale, mortgage or lease of real property of the Corporation if the property constitutes all or substantially all of the assets of the Corporation;

- b. a sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation; or
- c. an alteration to these Bylaws or Certificate of Incorporation of the Corporation that would increase the quorum requirement or vote requirement to greater than a majority of the Board present at the time of the vote.

Section 13. Telephonic or Videoconference Meeting. Any one or more Directors or any committee thereof may participate in a meeting of the Board or committee by means of telephone, video conference or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time and can participate in all matters before the board. Participation by such means shall constitute presence in person at a meeting.

Section 14. Action by the Board Without A Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all Directors or committee members consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If the consent is written, it must be signed by the director. If the consent is electronic it must be able to be reasonably determined to have been sent by the director. The resolution and the written consents thereto by the Directors or committee members shall be filed with the minutes of the proceedings of the Board or committee.

Section 15. Compensation. No compensation of any kind shall be paid to any Director for the performance of his or her duties as Director. This shall in no way limit the reimbursement of reasonable expenses incurred in connection with board service. Subject to the Corporation's Conflicts of Interest Policy provided that there is full disclosure of the terms of such compensation and the arrangement has been determined to be fair and reasonable and approved by the Board, a Director may receive payment for services provided to the Corporation in any capacity separate from his or her responsibilities as a Director.

## **ARTICLE V**

### **Officers**

Section 1. Officers. The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, and such other Officers, if any, as the Board may from time to time appoint. The Officers shall be responsible for managing the Corporation and carrying out and overseeing all necessary administrative duties. All Officers of the Corporation shall serve for a term of two calendar years.

Section 2. President: Powers and Duties. The President shall administer all rules and regulations relating to the Corporation's activities, including these Bylaws. The President shall not be an employee of the Corporation. The President's duties shall include, but not be limited to:

- a. Presiding at meetings of the Board of Directors.

- b. Calling Special Meetings of the Corporation whenever he/she deems it necessary, or when he/she is requested to do so by at least three (3) members of the Board.
- c. Authorizing the creation of Committees.
- d. Serving ex-officio on all Committees.
- e. Filling by appointment the unexpired term of an Officer, with approval of the Board.
- f. Authorizing execution of contracts on behalf of the Corporation, when approved by the Board. Further, the President shall act as co-signatory to such contracts, along with the Treasurer.
- g. Overseeing the preparation of the Corporation's Annual Report.

Section 3. Vice-President: Powers and Duties. The Vice President shall assume the duties of the President whenever the President is absent. The Vice President shall also coordinate such activities as designated by the President.

Section 4. Treasurer: Powers and Duties. The Treasurer shall be responsible for keeping all books and records of all financial dealings of the Corporation. The Treasurer's duties shall include but not be limited to:

- a. Administering the funds and accounts of the Corporation.
- b. Compiling and maintaining accurate records of membership in the Corporation and the collection of membership fees.
- c. Acting as co-signatory to contracts entered into by the President on behalf of the Corporation and approved by the Board.
- d. Rendering a report of the Corporation's accounts at the annual meeting showing in appropriate detail: (a) the assets and liabilities of the Corporation as of a twelve-month fiscal period terminating not more than six months prior to the meeting; (b) the principal changes in assets and liabilities during that fiscal period; (c) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period; and (d) the expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal period. Such report shall be filed with the minutes of the annual meeting of the Board.
- e. Making available, at all reasonable times, the Corporation's books and accounts to any Officer or Director of the Corporation, and whenever required by the Board, render a statement of the Corporation's accounts and perform all duties incident to the position of Treasurer, subject to the control of the Board.

Section 5. Secretary: Powers and Duties. The Secretary is responsible for all records, including taking minutes at all meetings. The Secretary is also responsible for communication from the Corporation to the public, reading announcements at meetings and any duties customarily incidental to the office of the Secretary. The Secretary's duties shall include, but not be limited to:

- a. Creating and maintaining accurate minutes of all Board meetings of the Corporation and disseminate such minutes.
- b. Maintaining records of attendance at Board meetings.
- c. Sending and distributing notices of meetings.
- d. Preparing and sending letters of appreciation or acknowledgement to elected officials and others as appropriate.

Section 6. Succession. If, prior to the expiration of his or her term, the President resigns or is removed from the Board, is no longer eligible to serve on the Board or is unable to carry out his or her responsibilities, the Vice President shall assume the position of President. If the Vice President is unable to do so, the next in line to assume the position of President shall be the Treasurer, then the Secretary.

## **ARTICLE VI Committees**

The Corporation shall form and maintain the following permanent Committees:

- a. **Fundraising Committee:** responsible for solicitation of corporate sponsors; identification of appropriate grants for which the Corporation may apply; identification of appropriate sources of Corporation income in addition to membership fees.
- b. **Communications Committee:** responsible for public and media relations for the Corporation and publication of the Corporation's newsletter.
- c. **Community Service Committee:** responsible for planning of Corporation events relating to beautification of the Briarwood community, education, culture, and the public welfare.
- d. **Government Relations Committee:** responsible for ongoing communications with public officials and agencies, including law enforcement.
- e. **Finance and Audit Committee:** responsible for annually reviewing or retaining the independent auditor and upon completion of the audit review the results of the audit and any related management letter with the independent auditor. The Finance and Audit Committee is comprised of at least three (3) Directors each of whom is an Independent Director. An Independent Director (i) has not within the last three years been an employee of the Corporation and does not have a relative who

has been a key employee; or (ii) is not currently an employee, have a relative who is an Officer, or have a substantial financial interest, or has a relative with a substantial financial interest, in the Corporation. The members of the Audit Committee shall be appointed by the President of the Board, subject to the approval of the Board.

**ARTICLE VII**  
**Hiatus or Removal from the Board**

An Officer or Director may be granted a leave of absence for one (1) to three (3) months. A Director may request a leave of absence; or, if a Director is deemed by the Board to be unable to carry out his or her duties, the Board may require that the Director take a leave of absence for an appropriate period of no more than three (3) months. Granting a leave of absence for a Director either at their request or as stipulated by the Board requires a majority vote by the Board. During a leave of absence, the Director on leave shall be relieved of his or her responsibilities. During a leave of absence, the Director on leave shall receive any minutes of Board or community meetings taken during their leave unless the Director on leave requests otherwise. At the conclusion of his or her leave of absence, if desired, the Director on leave shall request reinstatement to the Board and reinstatement of any Officer positions they may have held. The Board will vote first on reinstating the Director and, second, on reinstating any Officer positions. If the Board deems that such Director will not be able to resume and fulfill his or her duties, the Director on leave may be removed by a majority vote of the Board.

**ARTICLE VIII**  
**Conflicts of Interest**

An Officer, Director or committee member who has a potential conflict of interest that could result in a direct or indirect financial or personal benefit must promptly disclose it to the Board. Any such conflict of interest disclosed to, or discovered by the Board must be resolved pursuant to the Conflict of Interest Policy adopted by the Corporation.

**ARTICLE IX**  
**Use of Corporation Name**

Section 1 No Director of the Corporation shall use its name or otherwise purport to act in, appear on its behalf, or confer its endorsement of any political candidate without the express authorization of the Board.

**ARTICLE X**  
**Fiscal Year**

The Board shall set the fiscal year for the Corporation and appropriate fiscal policies.

**ARTICLE XI**  
**Amendment of Bylaws**

These bylaws may be amended or repealed by majority vote of the Directors present at any meeting of the Board; except that an amendment to Article IV Section 12 (c) shall require a

two-thirds vote of the entire Board. Any amendment or repeal of these Bylaws is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth in Article IV, Section 10 of these Bylaws or, if notice of such meeting is given (and the written proposed alteration of the Bylaws given) at a meeting of the Board prior to the meeting to amend or repeal the Bylaws.

**ARTICLE XII**  
**Miscellaneous**

When applicable and when not inconsistent with these Bylaws, the rules contained in a current edition of “Robert’s Rules of Order” shall govern the conduct of business at the meetings of the Corporation.

**ARTICLE XIII**  
**Dedication and Distribution of Assets**

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 the 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. Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such Corporation or Corporations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIV**  
**Non-Discrimination**

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability or any category protected by state or federal law.