



BY-LAWS
OF
THE CLINTON HILL SOCIETY, INC.

ARTICLE I

Name

The name of the corporation shall be THE CLINTON HILL SOCIETY, INC.

ARTICLE II

Definitions

Section 1. The “Corporation” or “the Society” shall mean THE CLINTON HILL SOCIETY, INC., its successors and assigns.

Section 2. The “Board” shall mean the Board of Directors of the Corporation.

ARTICLE III

Office

Section 1. Office. The office of the corporation shall be located in the City of New York, County of Kings, State of New York.

Section 2. Additional Offices. The Corporation may also have offices at such other places within or outside of the State of New York as the Board may from time to time appoint or the business of the Corporation may require.

ARTICLE IV

Membership

Section 1. Members. Membership shall be open to anyone who supports the purposes of the Corporation. Both individuals and institutions can be members of the Corporation. A “Member” shall be defined as an individual or institution that has either paid “dues”, or that has attended any meeting of the membership, within a given calendar year.

Section 2. Dues. Dues shall be in such amount as the Board shall determine from time to time, which determination may include making dues payable on a “suggested donation” basis. Dues shall be paid to the Treasurer of the Corporation once each year.

Section 3. Meetings of the Membership.

(a) The Corporation shall hold meetings of its members at such times as the Board shall determine, provided that it shall hold at least one annual meeting of the Membership each calendar year during the months of either March, April or May, in the discretion of the Board (the “Annual Membership Meeting”).

(b) The membership shall be notified of each meeting by such means as the Board shall determine from time to time, provided that the method adopted by the Board shall be reasonably designed to ensure that the membership receives such notice. For current purposes, unless and until changed by the Board as above-described, members, as well as other interested parties who have signed on to the Corporation's email list, shall receive notice of membership meetings by email sent no less than ten days prior to the meeting to the email address provided to the Corporation by said Member or interested party. The Board shall also post notifications of membership meetings on its Website and on its Facebook page no less than ten days prior to the meeting.

(c) Each Member will be solely responsible to inform the Corporation of any change to his or her email address or physical address for receipt of meeting notifications by the Corporation.

(d) The Board shall determine the time and place of each meeting and shall direct the Secretary on how to notify the membership. The President must call a meeting of the membership if petitioned in writing to do so by at least twenty five percent of the members of the Corporation.

(e) A motion is carried if a majority of the membership at a meeting voting on such motion votes in favor of it. Each member, including the Presiding Officer, has one vote. The "Presiding Officer" shall mean the President of

the Corporation, or in his or her absence, the Vice President, or in his or her absence, the Secretary of the Corporation. Voting on a motion shall be by show of hands unless at least twenty members present at the meeting request that the vote be taken by written ballot. When voting is not by ballot, the Presiding Officer can (but is not obliged to) vote whenever his or her vote will affect the result after the votes of the other members have been taken – that is, the Presiding Officer can vote either to break or to cause a tie, but cannot vote twice.

(f) The Presiding Officer shall conduct each meeting in such manner as may be agreed from time to time by the Board, provided that, if twenty members present at the meeting vote in favor of a particular procedure for a meeting which is different than that proposed by the Board, the Board shall conduct that meeting in such manner (e.g., such as in accordance with Robert’s Rules of Order).

Section 4. Committees.

(a) At any meeting of the Board, any Director may request that a committee of the membership be formed for a particular purpose, and such committee shall come into being if it is then authorized by the Board. The Board shall appoint a Chairperson, and if appropriate, other subordinate officers, to manage each such committee (the “Committee Managers”). The Committee Managers shall be responsible for establishing in writing the objectives of the committee. Such objectives will be submitted to the Board and subject to its approval. Once approved, the Committee Chairperson will report to the Board as often as the Board requires on the activities of the committee. The Chairperson and the Officers of each Committee

shall be appointed each year by the Board at the first Board meeting after the annual elections for the Board.

(b) Once a committee has been established and approved by the Board, while at all times subject to the oversight and ultimate authority of the Board, each committee shall be responsible for managing its own affairs, including, without limitation, its finances, its internal governance, recruiting volunteers from the members of the corporation and all other matters pertaining to fulfilling its stated purposes and objectives.

(c) To the extent any member of a committee has a complaint regarding the management, governance, operation or any other aspect of a committee, such member may petition the Board in writing for a hearing, stating the nature of the complaint and the relief sought. The Board shall have the sole and exclusive responsibility for resolving any such complaint and may, in its sole discretion, elect either to hold a hearing or to resolve such matter in a written reply. In either event, its determination of the matter shall be final and conclusive. In the event the Board shall determine to hold a hearing, it shall be entitled to establish all terms and conditions under which such a hearing shall take place, including that the hearing shall be held by as few as three Board members, who shall report to the Board on the hearing and make their recommendations, which need not be in writing. The final determination shall be made by the Board.

(d) If requested by the Board, the Chairperson of each committee shall inform the President or the Vice President in advance of each meeting of the

committee. If so desired, the Board can appoint a Director to attend any meetings of the committee and report back to the Board on what occurred.

(e) At the invitation of the Board, members of a committee may attend Board meetings in order to discuss the work of the committee.

(f) The Board may dissolve a committee, alter its governing rules, remove and replace its Chairperson or any other managing official of the committee or take any other action it deems appropriate with respect to a committee at any time.

ARTICLE V

Directors

Section 1. Meetings. A meeting of the Board shall be held whenever a majority of the Directors shall determine, or when called by the President of the Corporation, or whenever requested by at least twenty Members. Meetings shall be held at such place and time in the Borough of Brooklyn, City of New York, as may be determined by the Board, at a time and place fixed by the Board.

Section 2. Number, Election and Qualifications. The number of Directors shall be at least eight, consisting of: (a) four Officers that shall also serve as Directors; and (b) at least four Board Members At Large. The number of Board Members At Large shall be fixed each year prior to the nomination process for the next succeeding Board of Directors by a majority vote of the existing Board of Directors. Except as provided in Section 13 of this Article V, Directors shall be elected as provided in Article VII below. Each of the Directors shall be at least eighteen years of age.

Section 3. Term of Office. Each Director shall hold office until the next annual election meeting of the membership and until such Director's successor has been elected and qualified, unless such Director shall have been removed or shall have resigned as provided in Sections 11 and 12 of this Article V.

Section 4. Power and Duties. Subject to the provisions of law, of the Certificate of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the property, affairs and operations of the Corporation. The Board shall establish all matters of policy and authorize actions to be taken by the Officers of the Corporation.

Section 5. Meetings. Meetings of the Board shall be held at such times and places as the Board from time to time determines, including by telephone, Skype or through written agreement obtained by email or other electronic means of communication. Special meetings of the Board may be called at any time by the President or by a majority of the Directors then in office.

Section 6. Notice of Meetings. Notice of a meeting of the Board shall be given by mail, email, or phone call to Directors at least five days before the date designated for such meeting, specifying the place, date and hour of the meeting, unless such information has been previously conveyed to a Director at the immediately preceding Board Meeting. Whenever all of the Directors shall have waived notice of

any meeting before, at or after such meeting, such meeting shall be valid for all purposes. The President shall be responsible for notifying all Directors of Board Meetings. A Director who shall be present at any meeting and who shall not have protested, prior to the meeting or at its commencement, the lack of notice to him, shall be deemed to have waived notice of such meeting. In any case, any acts or proceedings taken at a Directors' meeting not validly called or constituted may be made valid and fully effective by ratification at a subsequent Directors' meeting that is legally and validly called. Except as otherwise provided herein, notice of any Directors' meeting or any waiver thereof need not state the purpose of the meeting, and, at any Directors' meeting duly held as provided in these By-Laws, any business within the legal province and authority of the Board may be transacted.

Section 7. Quorum. At any meeting of the Board, the presence of at least 4 Directors then in office shall be necessary to constitute a quorum for the transaction of business (or in the event of a meeting and agreement on action determined by written agreement among the Board Members, a quorum for the transaction of business shall require the written agreement by any electronic means of communication by at least 4 Directors). However, should a quorum not be present at a physical meeting of the Board, a majority of the Directors present at such meeting may adjourn the meeting to another time and place until a quorum shall be present. If after due notification in accordance with these bylaws, a quorum cannot be assembled after two announced Board Meetings in a row, a quorum shall be deemed to consist of

those Directors that appear at the next announced meeting, irrespective of how many Directors that may be.

Section 8. Conduct of Business. Any Director may raise a matter for consideration at a meeting of the Board. The Board shall seek to reach a consensus as to matters which it considers. Absent such agreement, the Board shall decide by majority vote how to proceed. Each Director, including the Presiding Officer, shall have one vote. The Presiding Officer can (but is not obliged to) vote whenever his or her vote will affect the result after the votes of the other Board members have been taken – that is, the Presiding Officer can vote either to break or cause a tie, but cannot vote twice.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee may be taken without a meeting if a majority of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. An email from a Board Member shall constitute consent in writing. The resolution and the written consents thereto by such majority of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or of such committee, or if such written consent shall be obtained through an email vote, then the votes of each consenting member shall be retained by the Secretary.

Section 10. Compensation. The Directors shall not receive any compensation for their services.

Section 11. Removal.

(a) Any Director who fails to attend two consecutive Board meetings shall be warned by the Board that he or she may be removed in the event of failure to attend the next meeting. The Board may remove any Director who fails to attend three consecutive meetings of the Board.

(b) Any Director may be removed for cause by majority vote by written ballot at a meeting of the membership of the Corporation. "Cause" shall mean conduct deemed by the Board or the membership to be detrimental to the reputation, good will, effectiveness or effective functioning of the Corporation, including, without limitation, the functioning of the Board of Directors or any committee duly established hereunder by the Board of Directors. Persistent failure to perform duties agreed to be undertaken by a Director or a general unwillingness to undertake any duties shall be considered conduct by a Director detrimental to the effective functioning of the Board of Directors and thus a basis for removal as a Director.

Section 12. Resignation. Any Director may resign his office at any time, such resignation to be made in writing and to take effect immediately regardless of acceptance by the Corporation.

Section 13. Vacancies. Any vacancy occurring in the Board, whether because of death, resignation or removal, with or without cause, or any other reason, may be filled by majority vote of the remaining members of the Board. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor.

Section 14. Agendas. The Board shall consider what matters should be put on the agenda of upcoming meetings of the membership (“General Meetings”). Prior to each such General Meeting, the Board shall meet and determine the agenda for such meeting. The Board may delegate such responsibilities to a committee or to an individual Director.

ARTICLE VI

Officers

Section 1. Election and Qualifications; Term of Office. The officers of the Corporation (“Officers”) shall be a President, a Vice-President, a Secretary and a Treasurer. Except as provided in Section 9 of this Article VI, the Officers shall be elected as provided in Article VII below. Each officer shall hold office until the next annual election meeting of the membership and until such officer’s successor has been elected or appointed and qualified, unless such officer shall have been removed or shall have resigned as provided in Sections 7 and 8 of this Article VI.

Section 2. Powers and Duties of the President. The President shall be Chairman of the Board of Directors and the executive officer of the Corporation. The President shall be the Presiding Officer at meetings of the Board and at meetings of the membership. The President shall carry out the business and affairs of the Corporation under the supervision of the Board of Directors and in accordance with such directions as may be given by the Board of by majority vote of the membership of the Corporation at a General Meeting.

Section 3. Powers and Duties of the Vice-President. In the absence of the President, the Vice-President shall assume the duties of the President; including presiding at meetings of the Board and of the membership. The Vice-President shall also have such powers and shall perform such duties as may from time to time be assigned to him or her by the Board.

Section 4. Powers and Duties of the Secretary.

(a) The Secretary shall record and keep minutes of all meetings of the membership and of the Board and shall determine that a quorum is present and record that fact in the minutes. The Secretary shall also take attendance at each meeting of the membership and each meeting of the Board, by circulating an attendance sheet which each person is to sign. The attendance sheet shall be collected by the Secretary and kept as part of the minutes of the meeting at which it was circulated. The Secretary shall in addition be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall be the custodian of the seal of the Corporation and shall affix such seal to such contracts, instruments and other documents as the Board may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board. The Secretary shall give notice of meetings of the membership and of the Board, and shall attend to all correspondence deemed necessary by the Board and the President.

(b) If the Secretary is absent, the President (or in his absence, the Board by majority of the Board Members present on the applicable occasion) shall appoint one of the other Board Members to perform the Secretary's duties.

Section 5. Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall prepare an annual report on the finances of the Corporation which report will be distributed to the membership at the General Meeting occurring in May of each year. The Treasurer shall also maintain a current list of the members of the Society, or shall delegate such responsibility to a committee formed by the Board or another Board Member to address membership issues and management. The Treasurer shall also have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 6. Delegation. In case of the absence or disability of any officer of the Corporation, the Board may delegate all or any part of the powers or duties of any officer to any other officer or to any Director or Directors.

Section 7. Removal. Any officer may be removed from office for cause by majority vote by written ballot at a meeting of the membership of the Corporation.

“Cause” shall mean conduct deemed by the Board or the membership to be detrimental to the reputation, goodwill, effectiveness or effective functioning of the Corporation, including, without limitation, the functioning of the Board of Directors or any committee duly established hereunder by the Board of Directors. Persistent failure to perform duties agreed to be undertaken by an officer or a general unwillingness to undertake any duties shall be considered conduct by an officer detrimental to the effective functioning of the Board of Directors and the Corporation and thus a basis for removal as an officer.

Section 8. Resignation. Any officer may resign his office at any time, such resignation to be made in writing and to take effect immediately regardless of acceptance by the Corporation.

Section 9. Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by majority vote of the Board of Directors. An officer elected to fill a vacancy shall hold office for the unexpired term of his predecessor.

ARTICLE VII

Election Of Officers And Directors

Section 1. Nominating Committee.

(a) At the last Board Meeting of each year, the Board shall appoint a Nominating Committee Chairperson who will, in turn, establish a

Nominating Committee consisting of no more than five persons including the Chairperson. Such persons shall include up to (but not more than) three Board Members, the balance of the Nominating Committee to consist of non-Board Members selected from the membership. The non-Board Members shall consist of volunteers from the membership, which persons shall have been obtained either through an announcement at the most recent Membership Meeting (if it shall have occurred within the two months preceding such Board Meeting or if it occurs within the one month period immediately following such Board Meeting), or by general announcement to the membership through the website, by email or by any other means of communicating to the membership. Such request for volunteers should provide a means for interested persons to volunteer, either at the Membership Meeting (if one shall occur within the time periods set forth above) or by providing a phone number and any other, simple-to-use means of communicating with the Nominating Committee Chairman (e.g., email). If less persons volunteer from the membership than are necessary to fill the available slots on the Nominating Committee, the Chairman may fill any unfilled slots with additional Board Members. If more persons volunteer than are necessary to fill the available slots on the committee, then the Chairperson shall distribute lots to the non-Board Member persons volunteering or use some other means of randomly choosing the appropriate number of non-Board Members for these purposes from such persons.

(b) Once the Nominating Committee has thus been formed, it shall, by consensus, or absent consensus by majority vote, select candidates whom it

will propose to serve as the Board of Directors for the next year of service, including the four Officers of the corporation. The “next year of service” will begin from the date of the election of such Officers and Directors and will end on the last day of the month that is one year after such election. If for any reason a new slate of directors is not elected by the end of the term of the existing Board, the existing Board members shall continue to run the Corporation, provided that such Board Members take all reasonable steps to organize elections in accordance with these By-Laws and to conduct such elections as promptly as practically possible.

(c) At least 30 days prior to the Annual Membership Meeting, the Nominating Committee shall nominate for each of the offices of President, Vice-President, Secretary and Treasurer, persons determined by it to be qualified, as well as six persons determined by it to be qualified to serve as the other Directors on the Board (“Board Members At Large”). The notice of the Annual Membership Meeting shall list the names of these candidates chosen by the Nominating Committee. At the Annual Membership Meeting, the Chairperson of the Nominating Committee, or another member of the Nominating Committee in the event the Chairperson is not present, will make a brief statement explaining why the Nominating Committee recommends these nominees.

(d) At the Annual Membership Meeting, nominations of persons present at the meeting may be made from the floor for any of the Officers and for Board Members-At-Large positions. Nominations may be made only by members of

the Society. All such floor nominations must be seconded by at least two other members.

(e) All nominees, whether nominated by the Nominating Committee or from the floor, must consent to be nominated, and must be members of the Society.

(f) All Officers of the Corporation shall have a term limit of four years as Officers, and all Members-at-Large of the Board shall have a term limit of two years, after which terms such Officers or Members must retire for at least one year before again being eligible to serve as an Officer or Member-At-Large of the Board, provided that, if as a result of such mandated retirements, the Corporation shall be left, as a result, with less than the four designated Officers, or less than four Members-At-Large, then only such number of the Officers and Members-At-Large shall be made to retire as will maintain these minimum numbers of Officers and Members-At-Large. In such event, the Board shall seek to resolve which Officers and Members-At-Large shall retire, but if it is not possible to reach an amicable resolution amongst those eligible for retirement, the Board shall make such determination by drawing lots from amongst those eligible in each category. The Nominating Committee shall only nominate persons in a manner consistent with this provision concerning mandatory retirement after the end of the term limits indicated.

Section 2. Elections.

(a) The nominee for any position for which there is no competing nomination, either because no other nomination is made at the Annual Membership Meeting or because another candidate withdraws his or her name from nomination, will be deemed elected at the Annual Membership Meeting.

(b) All of the Board Member and officer nominations will be considered contested if there is a qualified nomination from the floor for a Board Membership or officer position. Following any such nomination(s), any of the candidates to be Board Members or Officers may withdraw their names. If following any such withdrawal(s), there are only four candidates to be Officers of the corporation, and six candidates for the other Board Members At Large, those candidates shall be deemed elected. Otherwise, any person(s) having made nomination(s) from the floor, in order for any such nomination to be valid, must re-state the nomination so that it consists of four Officers and six persons to serve as Board Members-At-Large, whether or not any of the persons nominated by the Nominating Committee are included in the nomination. Voting for Officers and the other Board Members-At-Large shall then be for as many slates of ten persons as have been thus nominated and presented.

(c) Any candidate whose nomination is contested may withdraw his or her name at any time prior to a vote being taken.

(d) Voting shall first be by a show of hands. If the results are not clear by that method, then a second round of voting shall occur by written ballot

of members present at the meeting. In such event, the Nominating Committee shall distribute and count ballots for each slate of Officers and Board Members. The slate of Officers and Board Members that receives the greater number of votes cast shall win. If there is a tie, the winning slate shall be decided by the President.

Section 3. Effect of Elections. The election of each such officer and each such Board Member At Large shall constitute the election of that person as a Director of the Corporation.

ARTICLE VIII

Miscellaneous

Section 1. Name of Society. The Society may also be referred to as The Society For Clinton Hill.

Section 2. Depositories. The Board shall select such depositories as it considers proper for the funds of the Corporation. All checks and drafts against such deposited funds shall be signed and countersigned as provided in Section 3 below.

Section 3. Financial Obligations.

(a) Every contract and check or other obligation must be signed by the Treasurer or the President. In the absence of both the Treasurer or the President, the Board shall authorize a person or persons to sign in their place.

(b) All contracts, obligations or expenditures that involve greater than \$500 must be approved by the Board. Any contracts, obligations or expenditures that involve less than \$500 may be approved by a majority of the Officers of the Corporation, provided that the Board must approve all officer-approved contracts, obligations or expenditures to the extent such officer-approved contracts, obligations or expenditures exceeds \$2,000 in any one calendar year. All officer-approved contracts, obligations and expenditures must be reported to the Board at the Board Meeting immediately following such expenditure. The Board may limit, modify or revoke entirely the ability of Officers to approve contracts, obligations or expenditures.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be January 1 – December 31 unless otherwise determined by the Board.

Section 5. Corporate Seal. The corporate seal shall be circular in form and have inscribed thereon the name of the Corporation, the year of its organization, and the words “Corporate Seal” and “New York”. The seal shall be in the charge of the Secretary. If and when so directed by the Board or the President, a duplicate of the seal may be kept and used by the Secretary or Treasurer. The seal may be used by causing it or a facsimile thereof to be affixed or impressed or reproduced in any other manner.

ARTICLE IX

Dissolution

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board. Any non-judicial dissolution shall be accomplished in accordance with Article 10 of the New York Not-For-Profit Corporation Law or any applicable successor statute or law.

ARTICLE X

Amendments

The Board may amend these By-laws only with the approval of the Membership in the following manner. The Board must publish the proposed amendments on its website, and any other commonly-used means of electronic publication (blog, Facebook page, etc., at the discretion of the Board), at least 30 days prior to a membership meeting. Copies of the proposed amendments shall also be made available at the membership meeting at which the amendments are under consideration by the membership. The proposed amendments shall be passed upon the approval of a majority of those Members present at such membership meeting. Such vote shall be by hand, or if that shall be uncertain, by written ballot.

ARTICLE XI

Construction

In the case of any conflict between the Certificate of Incorporation of the Corporation and these By-Laws, the Certificate of Incorporation of the Corporation shall control. Disputes in interpretation shall be determined by majority vote of the

Board of Directors, subject to approval by majority vote of those Members present at a Membership Meeting called for the purpose of making such interpretation.