



## **MISSION STATEMENT**

We provide 24/7, free, high quality, confidential and non-judgmental programs and services to support and empower Long Islanders at critical times in their lives.

## **BY-LAWS**

of

**Long Island Crisis Center, Inc.**

**(hereinafter referred to as the "Corporation")**

2740 Martin Avenue #2, Bellmore, NY 11710

### **ARTICLE I**

#### **NO MEMBERS**

The corporation has no Members, as that term is defined by Article 6 of the N-PCL, and as such the Board of Directors is a self-perpetuating Board.

### **ARTICLE II**

#### **DIRECTORS**

#### **Section 1 – General Management**

The general management of the affairs of this Corporation shall be vested in a Board of Directors. The Board of Directors shall have control of the property of the Corporation and shall determine its policies with the advice of its various committees. It shall have power to employ

Approved by Board of Directors 3/2/2015

necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this Corporation and to promote its best interest.

### **Section 2 – Number**

The Board of Directors shall consist of not less than five (5) nor more than 21 members, at least a two-thirds (2/3rds) super-majority of the entire Board of Directors shall be Independent Directors. This number range of Directors may be determined from time to time by resolution of the entire Board of Directors provided that no decrease in the number of Directors shall shorten the term of any incumbent Director.

As used in this Article, the term “the entire Board of Directors” shall mean the total number of Directors entitled to vote that the Corporation would have if there were no vacancies and shall consist of the number of Directors within the above range that were elected as of the most recently held election of Directors.

### **Section 3 – Qualifications**

Each member of the Board of Directors must be at least eighteen (18) years of age.

### **Section 4 – Compensation, Reimbursement, and Loans**

#### *4.1 – Compensation*

No Director, Officer or member of a Committee shall receive compensation for his/her services. The Board of Directors shall be empowered to provide reasonable compensation, together with reimbursement for reasonably incurred expenses, for offices or positions not afforded voting privileges for purposes of corporate decision-making, such as the position of Executive Director.

#### *4.2 – Reimbursement*

Notwithstanding the mandates of this Article, at the discretion of the Board of Directors, individual Directors, Officers, members of Committees and employees may be reimbursed in an amount determined by the Board for expenses reasonably incurred by them in the performance of their duties.

#### *4.3 – Loans*

No loans shall be made by the Corporation to its Directors, Officers, and members of Committees or affiliates, if any, or to any other corporation, firm, association or other entity in which one or more of its Directors, Officers or committee members are Directors or Officers or hold a substantial financial interest, except as may be permitted by law.

## **Section 5 – Selection Procedure, Terms, Newly Created Directorships & Vacancies**

### *5.1 – Selection Procedure*

At each Annual Meeting, the Board of Directors, by a plurality of the votes cast, shall elect new Directors to replace those whose terms are expiring to terms of three (3) years.

### *5.2 – Terms of Office*

The term of office for a Board Director shall be three (3) years unless otherwise provided in these By-Laws. One-third of the Directors shall be selected every three years. The terms of office for all Directors shall begin on the day of their election and shall conclude upon the election of their successors.

### *5.3 – Newly Created Directorships*

Newly created Directorships resulting from an increase in the number of Directors shall be filled by vote of a majority of the entire Board of Directors then in office, regardless of their number. Directors elected to fill newly created Directorships shall hold office in accordance with their classification and until their successors have been elected and qualified.

### *5.4 – Vacancies*

A vacancy in office shall arise upon the death, resignation or removal of a Director. An officer vacancy on the Board of Directors (i.e. Board President) occurring in the interim between annual meetings may be filled by an interim successor elected by the Board of Directors. At the next Annual Meeting following the vacancy, the Board may elect, by a vote of a majority of Directors, a permanent successor for the vacated position. Directors elected to fill vacancies shall hold office for the remainder of the term of the vacated position in accordance with the classification of said position and until their successors have been elected and qualified.

## **Section 6 – Resignation**

A Director may resign at any time by giving written notice, by personal delivery, regular mail, electronic mail or facsimile, to the Board of Directors, the President or the Secretary of the Corporation. The resignation shall take effect upon receipt by any means described above thereof by the Board of Directors, the President or the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

## **Section 7 – Suspension & Removal**

### *7.1 – Suspension*

Any or all of the members of the Board of Directors may be suspended for cause by a two-thirds (2/3rds) majority vote of the entire Board of Directors or the majority vote of the Independent Directors on the Board at any Annual Meeting, Regular Meeting or Special Meeting of the Board called for that purpose, provided there is a quorum for the meeting at which the action is taken. The period of suspension can last only until such time as the next Annual Meeting. At any meeting where a vote is to be taken to suspend a member of the Board, the Director in question may attend and shall be given a reasonable opportunity argue in his/her defense.

### *7.2 – Removal*

Any or all of the members of the Board of Directors may be removed with or without cause by a majority vote of the entire Board of Directors or the Independent Directors on the Board at any Annual Meeting or Special Meeting of the Board called for that purpose, provided there is a quorum for the meeting at which the action is taken. At any meeting where a vote is to be taken to remove a member of the Board, the Director in question may attend and shall be given a reasonable opportunity argue in his/her defense.

## **Section 8 – Meetings**

### *8.1 – Annual Meetings*

The Board of Directors shall convene an Annual Meeting in June of each year for the purpose of electing Directors and the transacting such other and further business of the Corporation as may be required. Notice of the Annual Meeting need not be given.

### *8.2 – Regular Meetings*

The Board of Directors shall endeavor to convene Regular Meetings at least eight (8) times per year. Regular Meetings of the Board of Directors may be held, with, or without, notice at such times as may be fixed from time to time by resolution of the Board of Directors.

### *8.3 – Special Meetings*

Special Meetings of the Board of Directors shall be held whenever called by the President, the Secretary, or any three (3) Directors. Notice of Special Meetings shall be given personally or by telephone, electronic mail, facsimile or first class mail and shall state the purposes, time and place of the meeting. If notice is given personally or by telephone it shall be given not less than three (3) days before the meeting; if it is given by electronic mail, facsimile or first class mail, it shall be given not less than five (5) days before the meeting.

## **Section 9 – Waivers of Notice**

Notice of a meeting need not be given to any Director who submits a signed waiver of notice, by personal delivery, regular mail, electronic mail or facsimile, to the Board of Directors, the President or the Secretary of the Corporation, whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement the lack of notice.

## **Section 10 – Place of Meetings**

The Board of Directors may hold its meetings at the principal office of the Corporation, or at such place or places within or without the State of New York as the Board of Directors may from time to time by resolution determine.

## **Section 11 – Quorum**

A quorum shall be required for the legal and proper conduct of the business of the Board of Directors. A majority of the total number of members of the Board of Directors then in existence shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Directors.

## **Section 12 – Adjournment**

A majority of Directors present at a meeting of the Board of Directors, whether or not a quorum is present, may adjourn any meeting to another time and place. Reasonable notice, given, by personal delivery, regular mail, electronic mail or facsimile, to the Board of Directors, the President or the Secretary of the Corporation, of the adjournment shall be given to all Directors who were absent at the time of the adjournment, and unless the purposes, time and place of the meeting are announced at the adjourned meeting, to the other Directors.

### **Section 13 – Organization**

#### *13.1 – President*

At all meetings of the Board of Directors, the President, or, in his/her absence, the Vice-President or, in his/her absence, another Director chosen by the Board shall preside.

#### *13.2 – Secretary*

At all meetings of the Board of Directors, the Secretary, or, in his/her absence, another Director chosen by the Board shall act as secretary of the meeting.

### **Section 14 – Action by the Board of Directors**

#### *14.1 – Action Defined*

Except as otherwise provided by law or in these By-Laws, an “Action,” or “Act,” of the Board of Directors shall mean an action at a meeting of the Board authorized by vote of a majority of the Directors present at the time of the vote, provided a sufficient quorum is present. The purchase sale, mortgage or lease of real property shall only be authorized by vote of a two-thirds (2/3) majority of the Directors present at the time of the vote, provided a sufficient quorum is present. The sale, lease, exchange or other disposition of all, or substantially all, the assets of the Corporation shall only be authorized by vote of a two-thirds (2/3) majority of the Directors present at the time of the vote, provided a sufficient quorum is present, and a court of competent jurisdiction in the county where the Corporation maintains its principal place of business, if required by law.

#### *14.2 – Written Unanimous Consent*

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing delivered by regular mail, electronic mail or facsimile, to the Secretary of the Corporation to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

#### *14.3 – Electronic Communication*

Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone, electronic video screen communication equipment or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **Section 15 – Voting**

Each member of the Board of Directors shall have one vote.

### **Section 16 – Attendance**

A member of the Board of Directors who has missed three (3) consecutive meetings without reasonable cause shall be asked to resign. After the second meeting, the Secretary shall deliver a letter to the subject Board member, by personal delivery, regular mail, electronic mail or facsimile, to the Board of Directors, the President or the Secretary of the Corporation, informing her/him that if s/he does not attend the third meeting, a motion to this effect will be made at the fourth meeting. S/he may attend this fourth meeting to argue in his/her defense.

### **Section 17 – Annual Audit**

The Board of Directors shall annually present a report certified by a firm of independent public accountants selected by the Board, showing in appropriate detail the following:

- i. the assets and liabilities, including the trust funds, if any, of the Corporation as of the end of the twelve-month fiscal period terminating not more than six months prior to said meeting;
- ii. the principal changes in assets and liabilities, including trust funds, if any, during said fiscal period;
- iii. the annual balance sheet of the Corporation, a Profit and Loss Statement and such financial records that will explain the same;
- iv. the revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, during said fiscal period, and;
- v. the expenses or disbursements of the Corporation, both general and restricted to particular purposes, during said fiscal period.

This report shall be filed with the records of this Corporation and a copy thereof entered in the minutes of the proceedings of the Annual Meeting

## **ARTICLE III**

### **COMMITTEES**

#### **Section 1- Appointments**

##### *1.1 – Committees of the Board*

The President shall, subject to approval of the Board, appoint the following Committees of the Board – Executive Committee, Audit & Finance Committee, Conflict of Interest Committee and Whistleblower Protection Committee, all of which have the power to bind the Board within statutory limitations, and through the Board the Corporation and all of which are comprised solely of at least three (3) Directors. Each may have such sub-committees as they from time-to-time require to maintain their charges and responsibilities.

### *1.2 – Committees of the Corporation*

The President shall, subject to approval of the Board, appoint the following Committees of the Corporation – Governance, Fundraising and Marketing Committee, Program Committee, Strategic Planning and any Ad Hoc committee created and appointed by the President with the consent of the Board of Directors as needed for special purposes, all of which cannot bind the Board or the Corporation, making recommendations for action by the entire Board of Directors from-time-to-time and all of which are comprised solely of at least three Directors or non-Directors. Each may have such sub-committees as they from time-to-time require to maintain their charges and responsibilities.

### **Section 2 – Executive Committee**

The Executive Committee shall be comprised of the elected Officers of the Corporation, to wit: President, Vice-President, Secretary and Treasurer. Additional members of the Board of Directors may be appointed to serve on the Committee at the discretion of the Board. The President shall serve as the Chair of the Executive Committee. The Executive Committee shall maintain surveillance of the business and affairs of the Corporation and shall be empowered to transact only such business as may be necessary between meetings of the Board of Directors, unless authorized otherwise by the Board of Directors. The Committee shall be responsible for overseeing the personnel affairs of the Corporation, including, but not limited to developing and reviewing personnel policies and evaluating, at least annually, the Corporation's Executive Director. The Executive Committee cannot, without specific authorization by the Board of Directors, purchase real property, borrow money, amend the By-Laws, or hire or terminate the Executive Director. Meetings of the Committee may be called by the President or by any three (3) members of the Committee. The Committee shall submit a report of its actions at all regularly scheduled or special meetings of the board.

### **Section 3 – Audit & Finance Committee**

The Audit & Finance Committee shall be comprised of appointed members of the Board of Directors; however, in no circumstances is the Independent Auditor, or an employee or relative of the Independent Auditor's firm to serve on the Committee. The Treasurer shall serve on the Committee and may act as Chair of the Committee in the absence of another qualified Chair. The Audit & Finance Committee shall be responsible for overseeing the audit, both internal & external, of the fiscal affairs of the Corporation. The Committee shall review the scope and planning of the audit with the auditor prior to commencement of the audit. The Committee, working with the Executive Committee and appropriate staff shall develop a budget for approval by the Board of Directors, propose policies governing the finances of the Corporation for adoption by the Board, review any and all audits of the Corporation or any of its programs or contracts performed, and shall respond in writing, subject to approval of the Board of Directors, to such audits, including the management letter, stating any and all remedies to deficiencies or improvements in fiscal policies and procedures cited or recommended.

### *3.1 – Investment Committee*

The Investment Committee shall be a sub-committee, or a function, of the Audit & Finance Committee responsible for ensuring all investments of the Corporation's capital for the purpose of

gaining profitable returns that are prudently and responsibly managed in accordance with the restricted purposes of the funds and board approved policy. The Committee shall make recommendations to the Board of Directors regarding the selection of a professional fund manager or firm and the Corporation's investment policies. The Committee shall monitor the performance of the investments, regularly evaluate the fund manager, and take such actions as provided in the policies and/or so directed by the Board. The Committee shall be comprised of at least three individuals, all of whom shall have no material conflict of interest. The Committee may include investment experts who are not voting members of the board.

#### **Section 4 – Program Committee**

The Program Committee shall be comprised of appointed members of the Board of Directors in addition to other members of the public as determined by the President. The Program Committee shall be responsible for overseeing the programming of the Corporation, its evaluation and its development, along with the delivery of adequate reports of said programming to the Board of Directors regularly, or at their request. These evaluations shall be an integral part of budget development and will be provided to the Audit & Finance Committee along with the Board of Directors

#### **Section 5 – Whistleblower Protection & Reporting Committee**

The Whistleblower Protection & Reporting Committee shall be comprised of at least three (3) appointed members of the Board of Directors, all of whom are Independent Directors as that term is defined in the Not-for-Profit Corporation Law of New York State. The Chair of the Committee shall be the Vice-President.

5.1 – The Committee's duties shall be to issue a recommendation to the Board of Directors regarding a solution to the complained-of breach of policy of the Corporation that the Board of Directors. The recommendation should include any action to be taken in conjunction with the Confidential Report of the Unidentified Whistleblower, the Audit & Finance Committee or the Whistleblower-Employee Protection Committee. The board of directors will then take appropriate action where there is sufficient consequence, as necessary, including the Removal of the Director or Officer for breach of this Article, or other governance or Board or Officer consequence, if any, and a timeline for implementation of the same for action, in conjunction with the Confidential Report of the Unidentified Whistleblower the [EITHER] Audit & Finance Committee or the Whistleblower–Employee Protection Committee

Where the deliberations of the Audit & Finance Committee or the Whistleblower–Employee Protection Committee are with regard to a sufficient consequence, if necessary, including the Removal of the Director or Officer for breach of this Article, or other governance or Board or Officer consequence, if any, this Committee of the Board will be acting to bind the Corporation to that action, that may result in elements of the Whistleblowing Director's and Officer's and Key Employees Report to be revealed, but in no matter whatsoever will the Whistleblowing Directors and Officers and Key Employees be identified.

#### **Section 6 – Conflict of Interest Committee**

Approved by Board of Directors 3/2/2015



The Conflict of Interest Committee shall be comprised of at least three (3) appointed members of the Board of Directors, all of whom are Independent Directors as that term is defined in the Not-for-Profit Corporation Law of New York State. The Chair of the Committee shall be the Secretary.

6.1 – The Committees duties shall be to issue a recommendation to the Board of Directors regarding a solution to the complained-of conflict of interest or breach of policy of the Corporation that the Board of Directors should take action on, or; take appropriate action where there is sufficient consequence, as necessary, including the Removal of the Director or Officer for breach of this Article, or other governance or Board or Officer consequence, if any, and a timeline for implementation of the same for action, in conjunction with the Conflict of Interest Committee. Where the deliberations of the Audit & Finance Committee or the Conflict of Interest Committee are with regard to a sufficient consequence, if necessary, including the Removal of the Director or Officer for breach of this Article, or other governance or Board or Officer consequence, if any, this Committee of the Board will be acting to bind the Corporation to that action, that may result in elements of the conflicted Director’s and Officer’s Report to be revealed.

#### **Section 7 – Governance Committee**

The Governance Committee is a Committee of the Corporation and shall consist of at least three (3) appointed members of the Board of Directors and may include other members of the public as determined by the President. The Committee shall be responsible for ensuring that the composition of the Board of Directors accurately reflects the terms of Board and Committee members; monitoring board member participation and attendance; monitoring board member compliance with and signature of the annual Code of Ethics Pledge, regularly assessing the composition and function of the Board; recruiting and nominating Officers and Directors; coordinating orientation for new Directors and assuring the continued development and training of the Board; and monitoring board compliance with and making recommendations accordingly regarding loyalty, conflict of interest and ethical matters.

#### **Section 8 – Fundraising and Marketing Committee**

The Fundraising and Marketing Committee shall be a Committee of the Corporation comprised of at least three (3) appointed members of the Board of Directors in addition to other members of the public as determined by the President. The Fundraising and Marketing Committee shall be responsible for developing an integrated plan that coordinates the implementation of annual and long-term revenue generation goals, in conjunction with current operations and brand, while advising future operations and brand, in collaboration with the Executive Director. The Committee shall develop a plan to communicate and cultivate relationships with potential donors as well as ensure that the Executive Director is equipped with adequate corporate assets, including financial, staff and volunteer resources, while making recommendations to the Executive Director as to their successful deployment. This plan will seek to successfully achieve identified goals. The Fundraising and Marketing Committee will report regularly to the Board of Directors and coordinate training and educational opportunities on their behalf.

### **ARTICLE IV**

Approved by Board of Directors 3/2/2015

## **OFFICERS**

### **Section 1 – Officers, Election, Term**

The Board shall elect by majority vote a President, Vice President, Secretary and Treasurer, and such other officers as it may determine, who shall be given such duties, powers and functions as hereinafter provided. None of these Officers may be current or former employees of the Corporation for the past three (3) years or their relatives as defined in the Not-for-Profit Corporation Law of New York State. The Officers of the Corporation shall only be Independent Directors of the Corporation as defined above. A slate of officers shall be proposed by the Governance Committee and a plan for the election of Officers and Board Members shall be submitted to the Board of Directors at the April meeting. Officers will be elected at the annual meeting in June. Officers shall be elected to hold office for two years from the date of election. Each officer shall hold office for the term for which he or she is elected and until his or her successor has been elected. Any two or more offices may be held by the same person, except the offices of president and secretary.

### **Section 2 – Removal, Resignation.**

Officers serve at the discretion of the Board of Directors. Any officer elected by the board may be removed by the Board a majority vote. An Officer may resign at any time by giving written notice, by personal delivery, regular mail, electronic mail or facsimile, to the Board of Directors, the President or the Secretary of the Corporation. The resignation shall take effect upon receipt by any means described above thereof by the Board of Directors, the President or the Secretary, and the acceptance of the resignation shall not be necessary to make it effective. In the event of the death, resignation or removal of an officer, the president of the board shall appoint an acting successor to fill the unexpired term. This appointment shall be confirmed or disapproved by the full board within the next two regular meetings.

### **Section 3 – Duties**

#### *3.1 – President*

The President shall be the principal executive officer of the Corporation and shall not be a current employee or relative of an employee as defined in the Not-for-Profit Corporation Law of New York State, and in general supervise and control all of the business and affairs of the Corporation on behalf of the Board of Directors. He/she shall preside at all meetings of the members and of the Board of Directors. The President, the Secretary, the Treasurer or any other proper officer of the Corporation authorized by the Board of Directors may sign any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other Officer or agency of the Corporation. In general the President shall be the spokesperson for the Board of Directors and shall perform all duties as may be prescribed by the Board of Directors from time to time.

#### *3.2 – Vice President*

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and shall not be a current employee or relative of an employee as defined in the Not-for-Profit Corporation Law of New York State, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President and/or the Board of Directors. In addition to these other duties as assigned, the Vice-President shall perform receive any and all Confidential Reports of the Unidentified Whistleblower made by any Whistleblowing Director or Officer (or where the By-Laws list the Key Employee, they should be added here too) perform the following:

3.2.1 Maintain the Confidentiality of the Whistleblowing Directors and Officers (and where the By-Laws list the Key Employees, they should be added here too), by not revealing the complaint or the underlying components of the complaint to other employees, except in furtherance of the Vice-President or General Counsel's Investigation;

3.2.2 Investigate the same within a thirty (30) day period by reviewing the policy and procedure of the Corporation, making particular note of the alleged or suspected violation or omission or failure to follow the same;

3.2.3 Interview the Whistleblowing Directors and Officers (and where the By-Laws list the Key Employees, they should be added here too) in Confidence, only interviewing other members of the Board of Directors of Committee members upon their permission;

3.2.4 Produce a Report of the same to the [EITHER] Audit & Finance Committee or the Whistleblower – Employee Protection Committee together with recommendations on a solution to the complained-of breach of policy of the Corporation or sufficient consequence, including the Removal of the Director or Officer for breach of this Article, if any, and a timeline for implementation of the same for action by the Audit & Finance Committee or the Whistleblower – Employee Protection Committee, with a Report to the entire Board of Directors at its very next regularly scheduled meeting or a Special Meeting called for the particular purpose of receiving the Confidential Report of the Unidentified Whistleblower made by the Whistleblower – Employee Protection Officer or General Counsel, without identifying the Whistleblowing Directors and Officers (and where the By-Laws list the Key Employees, they should be added here too) all of which shall be documented in the minutes of the Corporation.

### *3.3 – Secretary*

The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given, by personal delivery, regular mail, electronic mail or facsimile, to the Board of Directors, the President or the Secretary of the Corporation in accordance with the provisions of these by-laws or as required by law, and be custodian of the corporate records of the Corporation. The Secretary shall keep a register of the post office address and electronic addresses of each member of the Board of

Directors and each Officer and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President and/or the Board of Directors. The Secretary shall notify members of their election to office or their appointment to committees, by personal delivery, regular mail, electronic mail or facsimile, to the Board of Directors, the President or the Secretary of the Corporation, and keep a record of the transactions of the Corporation and of the Executive Board. It shall be the duty of the Secretary to see to it that all newly-received and annually-submitted Director interest disclosure statements and any case-specific Related Party Transaction reports, together the minutes of any related meetings, are promptly provided to the President of the Audit Committee or, if there is no Audit Committee, to the President of the Board of Directors, in an effort to assure that they are properly considered for auditing purposes. The Secretary shall perform such other duties as from time to time may be assigned to him/her by the President- President and/or the Board of Directors.

3.3.1 Investigate the Conflict of Interest within a thirty (30) day period by reviewing the policy and procedure of the Corporation, making particular note of the alleged or suspected conflict or Related Party Transaction;

3.3.2 Produce a Report of the same to the [EITHER] Audit & Finance Committee or the Conflict of Interest Committee together with recommendations on a solution to the complained-of breach of policy of the Corporation or sufficient consequence, including the Removal of the Director or Officer for breach of this Article, if any, and a timeline for implementation of the same for action by the Audit & Finance Committee or the Conflict of Interest Committee, with a Report to the entire Board of Directors at its very next regularly scheduled meeting or a Special Meeting called for the particular purpose of receiving the Conflict of Interest Report.

#### *3.4 – Treasurer*

The Treasurer shall be responsible for the supervision, on behalf of the Board of Directors, of all monies received or expended by the by the Corporation and shall keep the board informed on all pertinent financial matters. The Treasurer shall provide a brief financial report at all regular meetings of the Board of Directors in a format prescribed by the Board. Treasurer shall, annually, draft and present a detailed report to the Board which shall minimally include total receivables, gross revenues, profit and loss, liabilities and other such information as to give a clear and accurate picture of the organization's fiscal condition to the Board of Directors. The treasurer shall serve as the board's liaison with the independent auditor and shall serve as a member of the Audit and Finance Committee. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

#### *3.5 – Executive Director*

The Board of Directors may employ an Executive Director who shall have general charge, subject to the overall control and direction of the Board, oversight and direction of the affairs and business of the Corporation, and sole responsibility for the employment and discharge of staff in accordance with Board established policies. The Executive Director shall be the principal administrative officer of the Corporation, charged with the duties of effectuating the purposes of the Corporation,

carrying out the directives of the Board of Directors in performing any and all functions necessary and proper to ensure that the policies, objectives and aims of the Corporation are carried out and shall sit an ex officio non-voting Member of the Board of Directors.

## **ARTICLE V**

### **FINANCIAL POLICIES**

#### **Section 1 – Contracts**

The Board of Directors, except as these By-Laws may otherwise provide, may authorize any Officer or Officers, agent or agents, in the name of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but unless so authorized by the Board of Directors, or expressly authorized by these By-Laws, no Officers, agents or employees shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it financially liable in any amount for any purpose.

#### **Section 2 – Loans**

No loans shall be contracted on behalf of the Corporation.

#### **Section 3 – Bank Checks and Drafts**

All bank checks and drafts and all other such orders for the payment of monies out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation by such Officer or Officers, agent or agents of the Corporation, and in such manner as shall from time-to-time be determined by resolution of the Board of Directors. In the absence of other determination by the Board of Directors, any such instruments shall be signed by the Treasurer, or an Assistant Treasurer, as appropriate, and countersigned by the President or Vice-President.

#### **Section 4 – Bank Deposits**

All funds of the Corporation not otherwise employed shall be deposited from time-to-time to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the Board of Directors may select.

#### **Section 5 – Gift**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

#### **Section 6 – Fiscal Year**

The fiscal year of the Corporation shall commence on the 1<sup>st</sup> day of January and conclude on the 31<sup>st</sup> day of December.

## **ARTICLE VI**

Approved by Board of Directors 3/2/2015

## **GENERAL PROVISIONS**

### **Section 1 – Other Offices**

The Corporation may also have offices at such other places both within and without the State of New York as the Board of Directors may from time to time determine.

## **ARTICLE VII**

### **INDEMNIFICATION**

#### **Section 1 – Authorized Indemnification**

Unless clearly prohibited by law or these By-Laws, this Corporation shall indemnify any person (an “Indemnified Person”), including any Director, Officer or Key Employee as that term is defined by the Not-for-Profit Corporation Law of New York State, made or threatened to be made a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by the Corporation, by reason of the fact that s/he (or her/his Testator or Administrator, if then deceased), whether before or after adoption of this Article: (a) is or was a Director, Officer or Key Employee of the Corporation, as that term is defined by the Not-for-Profit Corporation Law of New York State, or; (b) is serving or served, in any capacity, including Committees of the Board and Committees of the Corporation, at the request of the Corporation, as a Director, Officer or Key Employee as that term is defined by the Not-for-Profit Corporation Law of New York State of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys’ fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding.

#### **Section 2 – Prohibited Indemnification**

The Corporation shall not indemnify any person if a judgment, or other final adjudication, adverse to any Indemnified Person, including any Director, Officer or Key Employee as that term is defined by the Not-for-Profit Corporation Law of New York State, establishes, or the Board of Directors in good faith, or a Committee of the Board thereof, determines, that such person’s acts were committed in bad faith or were the result of willful or intentional conduct, active and deliberate dishonesty and were material to the cause of action so adjudicated or that s/he personally garnered any financial profit or other advantage to which s/he was not legally entitled.

#### **Section 3 – Advancement of Expenses**

The Corporation shall, on request of any Indemnified Person, including any Director, Officer or Key Employee as these terms are defined by the Not-for-Profit Corporation Law of New York State, who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse

an Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person, including any Director, Officer or Key Employee as these terms are defined by the Not-for-Profit Corporation Law of New York State, makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that s/he is not entitled to be indemnified under the law or these By-Laws. An Indemnified Person, including any Director, Officer or Key Employee as these terms are defined by the Not-for-Profit Corporation Law of New York State, shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

#### **Section 4 – Indemnification of Others**

Unless clearly prohibited by law or these By-Laws, the Board of Directors may approve indemnification by the Corporation, as set forth in Section 1 of this Article, or advancement of expenses as set forth in Section 3 of this Article, to a person (or her/his Testator or Administrator, if then deceased) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, especially Key Employees as that term is defined by the Not-for-Profit Corporation Law of New York State, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

#### **Section 5 – Determination of Indemnification**

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court, the Board of Directors, or a Committee of the Board thereof, shall, upon written request by an Indemnified Person, including any Director, Officer or Key Employee as these terms are defined by the Not-for-Profit Corporation Law of New York State, determine whether and to what extent indemnification is permitted pursuant to these By-Laws. Before indemnification can occur, the Board of Directors, or a Committee of the Board thereof, must expressly find that such indemnification will not violate the provisions of Section 2 of this Article. Only Independent Directors, as that term is defined by the Not-for-Profit Corporation Law of New York State, without a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of such Independent Directors, as that term is defined by the Not-for-Profit Corporation Law of New York State, is not obtainable, the Board of Directors, or a Committee of the Board thereof, shall act only after receiving the opinion in writing of independent legal counsel or the Corporation's General Counsel, that indemnification is proper in the circumstances under then applicable law and these By-Laws.

### **Section 6 – Binding Effect**

Any person entitled to indemnification under these By-Laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-Laws with respect to any event, action or omission occurring prior to the date of such amendment.

### **Section 7 – Insurance**

The Corporation is required to purchase adequate Directors and Officers (“D & O”) liability insurance. To the extent permitted by law, such insurance shall insure the Corporation for any obligation it incurs as a result of this Article, or operation of law, and it may insure directly the Directors, Officers, Key Employees, as these terms are defined by the Not-for-Profit Corporation Law of New York State or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article, as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

### **Section 8 – Nonexclusive Rights**

The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors, or a Committee of the Board thereof, is authorized to enter into agreements on behalf of the Corporation with any Director, Officer, Key Employee, as these terms are defined by the Not-for-Profit Corporation Law of New York State, or volunteer to provide them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

## **ARTICLE VIII**

### **FUNDAMENTAL CORPORATE CHANGES**

#### **Section 1 – By-Law Amendment**

These By-Laws may be amended, repealed or altered in whole, or in part, at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose by a two-thirds (2/3s) majority vote of the Board of Directors, and those entitled to cast ballots for a resolution of the Membership, where a Membership in-fact exists responsible for the election of the Board of Directors, if any, provided there is a quorum for all corporate meetings at which such actions are taken. Any proposed amendments shall be distributed in writing to the full board three weeks in advance of any scheduled vote to amend or change these bylaws.

#### **Section 2 – Certificate of Incorporation**

##### *2.1 – Amendment*

An amendment, repeal or alteration, in whole or in part, of the Corporation’s Certificate of Incorporation shall be authorized, by a two-thirds (2/3rds) majority vote of each the Board of Directors and those entitled to cast ballots for a resolution of the Membership, if applicable, at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, provided there is a quorum for all corporate meetings at which such actions are taken, and shall become

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effective once all statutory approvals are subsequently secured and the applicable Certificate of Amendment or Restated Certificate of Incorporation is accepted for filing by the New York State Department of State.

#### *2.2 – Construction/Governing Effect*

If there is any conflict between the provisions of the Certificate of Incorporation, as may be amended, and these By-Laws, the provisions of the Certificate of Incorporation and the tenets of the Not-for-Profit Corporation Law of the State of New York shall govern.

### **Section 3 – Merger or Consolidation**

The Merger or Consolidation of this Corporation shall be authorized, by a two-thirds (2/3rds) majority vote of each the Board of Directors and those entitled to cast ballots for a resolution of the Membership, if applicable, at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, provided there is a quorum for all corporate meetings at which such actions are taken, and shall become effective once all statutory approvals are subsequently secured and the applicable Certificate of Merger or Consolidation is accepted for filing by the New York State Department of State.

### **Section 4 – Dissolution**

#### *4.1 – Procedure*

The Dissolution of this Corporation shall be authorized, by a two-thirds (2/3rds) majority vote of each the Board of Directors and those entitled to cast ballots for a resolution of the Membership, if applicable, at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, provided there is a quorum for all corporate meetings at which such actions are taken, and shall become effective once all statutory approvals are subsequently secured and the applicable Certificate of Dissolution is accepted for filing by the New York State Department of State.

#### *4.2 - Residual Assets*

As part of the process of obtaining a corporate Dissolution, the Corporation shall endeavor to ensure that any residual corporate assets shall be donated to another tax-exempt, not-for-profit organization with purposes similar to those of this Corporation and use its best efforts to have same authorized by all regulatory agencies and the Courts.

### **Section 5 – Lease and Sale of Real Property**

In any transaction where the organization endeavors to purchase, mortgage, sell or lease real property of the organization, it will first determine if such transaction constitutes a disposition of “all or substantially all” of its assets and if so shall obtain the consents and permissions required by Not-for-Profit Corporation Law of the State of New York Section 509, 510 or these By-Laws by way of either Not-for-Profit Corporation Law of the State of New York Section 511 or 511-a. In any event where real property is disposed of, same shall not occur except with the consent of a 2/3 majority vote of the entire Board at a regular meeting or special meeting called for that purpose.

## ARTICLE IX

### ANTI-DISCRIMINATION & HARASSMENT

Discrimination or harassment of any kind is not productive and will not be tolerated by this Corporation. Any individual bound by these by-laws who is subject to unfair treatment, inappropriate conduct or abusive behavior relating to race, ethnicity, national origin, religion, age, disability, predisposing genetic characteristic, pregnancy, gender, sexual orientation, marital status, military/veteran status, political/union affiliation, prior arrests/convictions (unless otherwise precluded by applicable statute and/or regulation) or any other classification protected by local, state and/or federal law or who experiences inappropriate physical touching or suggestive language is encouraged to report it immediately to the Executive Director (unless the executive director is the accused, then to the President or Vice-President.

Any individual bound by these By-Laws who is aware of such unfair treatment, inappropriate conduct, abusive behavior, inappropriate physical touching or suggestive language must report such activity immediately or be subject to remonstrance by the Board of Directors, which may include removal from office, where appropriate. Appropriate policies concerning workplace discrimination and harassment will be reflected in the personnel procedures and program procedures promulgated by the Corporation. However, nothing in this Article will bind the staff of the Corporation, who will instead be covered by the procedures contained in their personnel policies and program procedures.

**Construction:** A construction clause is important because it insulates the non-profit from having to continually amend its Certificate of Incorporation when the By-Laws conflict with the exempt purposes of the corporation. It also offers some protection should factions within the Board attempt to change the Mission of the non-profit without altering the Certificate of Incorporation.

## ARTICLE X

### CONSTRUCTION

If there is any conflict between the provisions of the Certificate of Incorporation and the By-Laws, provisions of the Certificate of Incorporation shall govern.

## ARTICLE XI

### EXECUTIVE COMPENSATION

#### **Section 1 – Review and Analysis**

At least annually the entire Board of Directors, and or its Executive Committee, or a special Ad Hoc Committee formed for the purpose, shall engage in a compensation analysis of the Executive Director and any other Key Employee as that term is defined by the Not-for-Profit Corporation Law

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of New York State to run concurrently with that individual's annual performance evaluation. This compensation analysis shall examine the following criteria to determine, on an annual basis, the reasonableness of Executive Compensation as it applies to this organization:

- i. The reasonableness of such compensation based on the services to be provided to the organization;
- ii. That there is no relationship between the Corporation's President or any other Board members or officers of organization and Executive Director other than once of employment and none of them are related as that term is defined within;
- iii. That the Executive Director or Key Employee has met or exceeded the expectations of their job and brought value to the corporation, and has also provided significant contributions to the growth and development;
- iv. That no Board member is related to, or employed by the Executive Director or any entity in which the Executive Director has at least a 35% voting/controlling interest; and
- v. That no Board member has a material financial interest affected by reviewing the employee's compensation.

## **Section 2 – Total Compensation Determination**

In a meeting where the Executive Compensation deliberation is being made without the Executive Director being present, the entire Board of Directors or the Executive Committee will have described to it, in some form acceptable to the entire Board of Directors or the Executive Committee, the total compensation of the Executive Director plus any changes that have been made throughout the year. The entire Board of Directors or the Executive Committee will after due deliberation and discussion regarding the total compensation make a determination regarding whether the Executive Compensation is reasonable and whether sufficient, comparative information existed from like or similar entities to conclude that the total compensation of the Executive Director or Key Employee is reasonable.

## **ARTICLE XII**

### **RULES OF ORDER**

In all matters of parliamentary procedure not covered or contradicted by these by-laws, the Laws of the State of New York, in particular the Not-for-Profit Corporation Law, the rules and regulations of the State of New York as codified in the New York Code of Rules and Regulations (NYCRR), the Internal Revenue Service Code, and the Income Tax Regulations promulgated there under, and by the contracts entered into by the Corporation with government, foundation or other funding sources, Roberts Rules of Order, newly revised, shall be used as a guideline in answering all questions of proper parliamentary procedure.

## **ARTICLE XIII**

### **THE BOARD, EXECUTIVE DIRECTOR & GENERAL COUNSEL RELATIONSHIP**

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### **Section 1**

The Board of Directors is responsible for ensuring that the Corporation has qualified and accessible legal counsel, serving as General Counsel, and that such Counsel is a strong and essential part of the Corporation's control and governance structure.

### **Section 2**

The General Counsel should be actively involved in the provision of information and analysis supporting exercise by the Board of their oversight obligations, particularly as they relate to corporate compliance matters.

### **Section 3**

The General Counsel is to support, in consultation with the executive director, the implementation of an effective compliance system.

### **Section 4**

Each attorney representing the Corporation should serve the interests of the Corporation, and not the personal interests of any individual officer, director or employee.

### **Section 5**

The Board should adopt governance policies and procedures that provide for:

5.1 – Board ratification or approval of the selection, retention and compensation of the General Counsel

5.2 – Periodic meetings between the General Counsel and the independent members of the Board;

5.3 – All reporting relationships between lawyers of the Corporation are to establish a direct line of communication with the General Counsel and, in turn, between the General Counsel and the Board.

## **ARTICLE XIV**

### **STATUTORY COMPLIANCE**

#### **Section 1 – Definitions**

Should any term, phrase or understanding relative to any topic addressed in these By-Laws and/or the policies of the Corporation be specifically defined in a document entitled, "By-Law and Corporate Policy Definitions," a copy of which is annexed hereto, and made a part hereof as *Appendix A*, the stipulated definition of such term in said document shall govern for purposes of interpreting the By-Laws and/or the policies of the Corporation.

#### **Section 2 – Conflicts of Interest Protocols**

This Corporation shall adopt, and at all times honor, the terms of a written conflicts of interest policy to assure that its Directors, Officers and Key Employees act in the Corporation's best interest and comply with applicable legal, regulatory and ethical requirements. The conflicts of interest policy of the Corporation shall include, at a minimum, the following provisions:

*2.1 – Procedures*

Procedures for disclosing, addressing, and documenting Conflicts of Interest and Related Party Transactions to the Board of Directors, or authorized committee, as appropriate,

*2.2 – Restrictions*

Stipulations that when the Board of Directors, or authorized committee, as appropriate, is considering a real/potential conflict of interest, the interested party shall not:

- i.* be present at, or participate in, any deliberations;
- ii.* attempt to influence deliberations; and/or
- iii.* cast a vote on the matter.

*2.3 – Definitions*

Definitions of circumstances that could constitute a conflict of interest.

*2.4 – Documentation*

Requirements that the existence and resolution of the conflict be documented in the records of the Corporation, including in the minutes of any meeting at which the conflict was discussed or voted upon; and,

*2.5 – Audit-Related Disclosure*

Protocols to assure for the disclosures of all real or potential conflicts of interest are properly forwarded to the Audit Committee or Conflicts of Interest Committee, as appropriate, or if there is no such Audit of Conflicts Committee, to the Board of Directors, or another Committee of the Board, as appropriate.

**Section 3 – Conflicts of Interest Policy**

The Conflicts of Interest Policy of the Corporation required in order to comply with the mandates of Section 2 of this Article is in the LICC Board of Directors Guidelines.

**Section 4 – Potential Conflicts Disclosure Statement**

The Potential Conflicts Disclosure Statement of the Corporation required in order to comply with the mandates of Section 2.5 of this Article is found in the LICC Board of Directors Guidelines.

**Section 5 – Whistleblower Protection Policy**

This Corporation shall adopt, and at all times honor the terms of a written Whistleblower Protection Policy in an effort to assure that any “Director,” “Officer, employee or volunteer” who provides substantial services to the Corporation shall be free of fear of intimidation, harassment, discrimination or other forms of retaliation on the part of the Corporation, or any of its Directors,

Officers, employees or volunteers, as a consequence of the good-faith filing of a report relative to possible violations of any statute, regulation, applicable ethical standard or policy or procedure of the Corporation. The Whistleblower Protection Policy of the Corporation required in order to comply with the mandates of Section 4 of this Article is found in the LICC Board of Directors Guidelines.

**Section 6 - Audit Oversight Policy**

If required by statute, regulation or contract, if deemed necessary and practicable by the Board of Directors, or if mandated by any empowered governmental agency or required by binding contract, the accounts of the Corporation shall be subject to an annual audit report or audit review report prepared by an independent Certified Public Accountant to be overseen by the Board of Directors, or a designated Audit and Finance, or other, Committee of the Board of Directors, comprised solely of Independent Directors, pursuant to the terms of the Audit Oversight Policy of the Corporation, a copy of which is found in the LICC Board of Directors Guidelines.

## APPENDICES

### APPENDIX A

#### By-Law & Corporate Policy Definitions

**1. Charitable Corporation.**

Any Not-for-Profit Corporation formed, or deemed to be formed, for charitable purposes, including those formerly considered by the Not-for-Profit Corporation Law to be Type “B” or “C” Corporations, as well as former Type “D” with Charitable purposes.

**2. Non-Charitable.**

Any Not-for-Profit Corporation formed, or deemed to be formed, for other than the purposes of a Charitable Corporation, including, but not limited to one formed for any one, or more of the following non-pecuniary purposes: civic, patriotic, political, social, fraternal, athletic, agricultural, horticultural, or animal husbandry, or for the purpose of operating a professional, commercial, industrial, trade or service association, including those formerly considered by the Not-for-Profit Corporation Law to be Type “A” Corporations, as well as former Type “D” with Non-Charitable purposes.

**3. Related Party.**

A “Related Party” means (i) any Director, Officer or Key Employee of the Corporation, or any Affiliate; (ii) any Relative of any Director, Officer or Key Employee of the Corporation, or any Affiliate; or (iii) any entity in which any individual described in clauses (i) and (ii) herein has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

**4. Affiliate.**

An “Affiliate” of the Corporation means any entity controlled by, in control of, or under common control with, the Corporation.

**5. Director.**

A “Director” means any member of the governing board of the Corporation, whether designated as director, trustee, manager, governor, or by any other title.

**6. Officer.**

An “Officer” means any director, trustee, manager, governor, or by any other title, any individual holding an office of the Corporation identified in the Certificate of Incorporation and/or By-Laws.

**7. Key Employee.**

A “Key Employee” means any person who is in a position to exercise substantial influence over the affairs of the Corporation.

**8. Relative.**

A “Relative” of an individual means his or her spouse, domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and/or great-grandchildren.

**9. Related Party Transaction.**

A “Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Corporation, or any Affiliate, is a participant. The assessment of, and any determination concerning, any Related Party Transaction, must be considered in strict compliance with the adopted policies and procedures of the Corporation.

**10. Entire Board.**

The “Entire Board” means the total number of Directors entitled to vote which the Corporation would have if there were no vacancies. If the By-Laws provide that the Board of Directors shall consist of a fixed number of Directors, then the “Entire Board” shall consist of that number of Directors. If the By-Laws provide that the Board may consist of a range between a minimum and maximum number of Directors, then the “Entire Board” shall consist of the number of Directors within such range that were elected as of the most recently held election of Directors.

**11. Independent Director.**

An “Independent Director” means a Director who:

- i. is not, and has not been within the last three (3) years, an employee of the Corporation or an Affiliate of the Corporation and does not have a Relative who is, or has been within the last three (3) years, a Key Employee (as defined by these By-Laws) of the Corporation or an Affiliate;
- ii. has not received, and does not have a Relative who has received, in any of the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation or an Affiliate (other than reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director if permitted by statute and regulation; and,
- iii. is not a current employee of or does not have a substantial financial interest in, and does not have a Relative who is a current Officer of or has a substantial financial interest in, any entity that has made “payments” to, or received “payments” from, the Corporation or an Affiliate of the Corporation for property or services in an amount which, in any of the last three (3) fiscal years, exceeds the lesser of twenty-five thousand dollars (\$25,000) or



two percent (2%) of such entity's consolidated gross revenue. For purposes of this definition the term “payments” does not include charitable contributions.

**12. Independent Auditor.**

An “Independent Auditor” means any Certified Public Accountant performing the audit of the financial statements of the Corporation who is not, nor is any member of his/her firm, an Officer, Director, employee or volunteer of the Corporation or has a Relative who is such an individual.