



BY-LAWS
Of
Long Island Crisis Center, Inc.
(Hereinafter referred to as the "Corporation")
2740 Martin Avenue Unit 2, Bellmore, NY 11710

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.

ARTICLE I

NO MEMBERS

The corporation has no Members, as that term is defined by Article 6 of the New York Not-for-Profit Corporation Law (“NPCL”), 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 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, and at least a two-thirds (2/3rds) super-majority of the Entire Board shall be Independent Directors. This number range of Directors may be determined from time to time by resolution of the Entire Board, provided that no decrease in the number of Directors shall shorten the term of any incumbent Director.

Section 3 – Qualifications

Each member of the Board of Directors must be at least eighteen (18) years of age. A Director need not be a resident of the state of New York.

Section 4 – Compensation, Reimbursement, and Loans

4.1 – Compensation

No Director, Officer or member of a Committee shall receive compensation for his/her services; provided, however, that 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 vote of a majority of the Entire Board, 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. For purposes of term of office, there shall be three classes of Directors and one-third of the Directors (or as close a number thereto as reasonably practicable) 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, and the term of each new Director shall be apportioned among the three classes of Directors so as to maintain as equal as possible a split among the classes. 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 the Entire Board, 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 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. The Board in its discretion may determine what constitutes cause for suspension.

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 or the majority vote of 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.

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 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.

8.4 – Notice

Notice of the Annual Meeting, Regular Meetings and 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. In the case of a Special Meeting requiring prompt action, notice in the various forms mentioned in this Section 8.4 may be given up to forty-eight (48) hours before the meeting (and within such time period if the meeting must be held sooner).

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 Entire Board shall constitute a quorum for the transaction of any business. Directors present at a meeting but not present at the time of a vote due to a conflict of interest or consideration of a Related Party Transaction shall be determined to be present at the time of the vote for purposes of determining quorum.

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 by personal delivery, regular mail, electronic mail or facsimile 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 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 Entire Board, 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 for all purposes, including quorum and voting.

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,

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 (at each Annual Meeting, to the extent practicable) 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 (and, in the case of the Executive Committee, approval of by a majority vote of the Entire 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, and through the Board the Corporation, subject to statutory limitations, 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, but shall be advisory in nature and may make recommendations for action by the Board from-time-to-time. All Committees of the Corporation shall be 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.

1.3 – Limitations on Committee Action

Notwithstanding anything to the contrary in these By-Laws, no Committee of the Board or Committee of the Corporation shall be authorized to take any of the following actions: (i) the election or removal of Officers or Directors; (ii) the approval of a merger or plan of dissolution; (iii) the adoption or resolution recommending action on the sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation or the authorization of such transaction; and (iv) the approval of amendments to the Corporation's certificate of incorporation.

1.4 – Committee Procedures

Unless otherwise set forth herein, the provisions of these By-Laws governing meetings, notice, quorum, and actions and participation at meetings of the Board shall apply to Committees of the Board and Committees of the Corporation as well, except Committees shall not be required to hold Annual Meetings.

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 Regular Meetings or Special Meetings.

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 as 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. The Chair of the Committee shall be the Chair of the Audit/Finance Committee.

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 addressed in the Confidential Report of the Unidentified Whistleblower; provided, however, that the Board of Directors shall have overall responsibility for the implementation of and compliance with the Corporation's Whistleblower Protection Policy.

In the course of deliberations and coordination by the Whistleblower Protection and Reporting Committee, the Whistle blowing Directors, Officers and/or Key Persons will not be identified.

Section 6 – Conflict of Interest Committee

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. The Chair of the Committee shall be the Chair of the Audit Committee.

6.1 – The Committee's 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; provided, however, that the Board

of Directors shall have overall responsibility for the implementation of and compliance with the Corporation's conflict of interest policy.

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 to 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

OFFICERS

Section 1 – Officers, Election, Term

The Board shall elect by majority vote of the Entire Board 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. 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 last Regular Meeting preceding the Annual Meeting. Officers will be elected at the Annual Meeting. Officers shall be elected to hold office for two (2) 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

Approved by Board of Directors on _____, 2017

the offices of President and Secretary, and President and Treasurer.

Section 2 – Removal, Resignation

Officers serve at the discretion of the Board of Directors. Any officer elected by the Board may be removed by a majority vote of the Entire Board. 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 (or, if the impacted Director is the President, the Vice-President) shall appoint an acting successor to fill the unexpired term. This appointment shall be confirmed or disapproved by the 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, and in general shall 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 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 receive any and all Confidential Reports of the Unidentified Whistleblower made by any Whistle blowing Director, Officer Key Person or other employee and perform the following:

- 3.2.1 Maintain the Confidentiality of the Whistle blowing Directors, Officers, Key Persons and/or other employees, 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 Whistle blowing Directors, Officers, Key Persons and/or other employees in confidence, only interviewing other members of the Board of Directors or Committee members upon their permission;

3.2.4 Produce a Report of the same to the Whistleblower Protection and Reporting Committee together with recommendations on a solution to the complained-of breach of policy of the Corporation, 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 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 and the Secretary of the Corporation in accordance with the provisions of these By-Laws or as required by law, and to 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 Directors, Officers and Committee members of their election to office or their appointment to Committees, as applicable, by personal delivery, regular mail, electronic mail or facsimile, and keep a record of the transactions of the Corporation. 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 Related Party Transaction reports, together the minutes of any related meetings, are promptly provided to the Audit and Finance Committee 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 and/or the Board of Directors. Additionally, with respect to potential conflicts of interest, the Secretary shall:

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 Conflict of Interest Committee together with recommendations on a solution to the complained-of breach of policy of the Corporation.

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 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, President, Executive Director or any other Officer designated by the Board for such purposes; provided, however, that any check or other order for the payment of monies out of the funds of the Corporation for an amount that exceeds \$5,000 must be signed by at least (a) two of the foregoing persons, or (b) one of the foregoing persons and such other Directors or personnel of the Corporation as may be designated by the Board for such purposes.

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 1st day of January and conclude on the 31st day of December.

ARTICLE VI

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 Person, 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 Person of the Corporation, 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 person 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 Person, 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 Person 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 Person 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 Person 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 Persons, 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 Person 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 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 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 that 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 Persons, 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 Person, 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 Entire Board. Any proposed amendments shall be distributed in writing to the Entire Board three weeks in advance of any scheduled vote to amend or change these By-Laws.

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 the Entire Board at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, and shall become 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 such transaction shall require 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.

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 Board, 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 Person to run concurrently with that individual's annual performance evaluation. This

Approved by Board of Directors on _____, 2017

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 and the Executive Director other than one of employment and none of them are Relatives;
- iii. That the Executive Director or Key Person 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 Board of Directors will have described to it, in some form acceptable to the 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 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 Person 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, the contracts entered into by the Corporation with government, foundation or other funding sources, and 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

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 Persons 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 and Finance Committee or Conflicts of Interest Committee, 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 and the Audit and Finance Committee, 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 Person of the Corporation, or any Affiliate; (ii) any Relative of any Director, Officer or Key Person 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, or in control of, 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 Person

A “Key Person” means any person, other than a Director or Officer, whether or not an employee of the Corporation, who (i) has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of Directors and

Officers; (ii) manages the Corporation, or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expenses of the Corporation; or (iii) alone or with others controls or determines a substantial portion of the Corporation's capital expenditures or operating budget.

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. A Related Party Transaction shall not include (i) de minimis transactions; (ii) ordinary course transactions that are available to others on similar terms, and (iii) transactions that constitute a benefit provided to a Related Party solely as a member of a class of beneficiaries that the Corporation intends to benefit as part of its mission, in each case as further set forth in Section 715-a of the NPCL.

10. Entire Board.

The "Entire Board" means the total number of Directors entitled to vote that were elected as of the most recently held election of Directors, together with all other Directors entitled to vote whose term has not yet expired.

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 or a Key Person 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 Person 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;
- 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 ten thousand dollars or two percent of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than five hundred thousand dollars; twenty-five thousand dollars if the entity's

consolidated gross revenue was five hundred thousand dollars or more but less than ten million dollars; one hundred thousand dollars if the entity's consolidated gross revenue was ten million dollars or more; and

- iv. is not and does not have a Relative who is a current owner, whether wholly or partially, director, officer or employee of the Corporation's Independent Auditor or who has worked on the Corporation's audit at any time during the past three years.

For purposes of this definition, the term: “compensation” does not include reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director as permitted by the NPCL; and “payment” does not include charitable contributions, dues or fees paid to the Corporation for services which the Corporation performs as part of its nonprofit purposes, or payments made by the Corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the Corporation are available to individual members of the public on the same terms, and such services received by the Corporation are not available from another source.

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.