

REVISIONS TO THE NYYM BY-LAWS

SECOND READING

(November 9-11, 2018)

Trustees propose revising the Yearly Meeting's By-Laws to accomplish three goals: (1) clarifying and distinguishing between the identity of the "officers" of the corporation for certain legal and financial matters and the "officers" of the Society for the spiritual concerns of the Body; (2) increasing the maximum size of the Board of Trustees from seven to ten Trustees so that a broader diversity of Friends and skills can be represented on the Board; and (3) shortening the length of a Trustee's term from five years to four years and reducing the number of terms a Trustee can serve consecutively from three terms to two terms, which will reduce the total number of consecutive years a Friend can serve as a Trustee from fifteen to eight years, in order to increase the transparency of and opportunities for participation in the work of Trustees.

EXPLANATION

1. Distinguishing Between the Officers of the Corporation and the Officers of the Society.

The spiritual life of the Yearly Meeting is under the servant leadership of the officers named by the Body; that is, clerk, assistant clerk, recording clerks, treasurer. They are identified in the By-Laws as the Officers of the Corporation. (Art. III, Sec. 1)

The management of the Yearly Meeting's properties and assets is primarily under the care of the Board of Trustees. (Art. II, Sec. 2) The By-Laws identify the Trustees' clerk, secretary and financial clerk as "Officers of the Trustees", and also state that the "Clerk of the Trustees shall act as President of the Corporation when the acts of such an officer are required." (Art. II, Sec. 3)

Some of the Yearly Meeting's business relationships, such as banking and insurance, require actions and signatures by an "officer of the corporation." The descriptions in the By-Laws can cause confusion because of the identification of the Yearly Meeting clerk, assistant clerk and recording clerks as the "Officers of the Corporation," even though the By-Laws also identify the clerk of Trustees as the President of the Corporation.

To eliminate this ambiguity, the proposed revisions to the By-Laws more clearly separate the administrative functions of the Yearly Meeting from the spiritual activities of the Yearly Meeting. This is accomplished by defining "Corporation" as referring to the functions under the care of the Board of Trustees; and defining "Society" as referring to the spiritual life of the Yearly Meeting under the servant leadership of the clerk, etc. The correct word is then substituted throughout the By-Laws where it is appropriate to separate the temporal from the spiritual.

2. Increasing the Number of Trustees and Reducing the Length of Service of Trustees.

The By-Laws provide that the Board of Trustees shall consist of "no fewer than five nor more than seven" Friends. (Art. II, Sec. 1) Trustees have found that limiting the size of the Board to seven

Friends can be disadvantageous because (i) it limits the diversity of the Board, (ii) it can leave the Board under-served when multiple Trustees depart within a short period of time, and (iii) professionally attending to the breath of the Board's responsibilities and concerns requires a comparable breath of skills and experience in the Friends serving as Trustees. The proposed revisions would permit the size of the Board to vacillate between five and ten Friends, increasing the upper limit by three Trustees.

Trustees currently may serve for up to fifteen consecutive years; that is, three terms of five years each. (Art. II, Sec. 1) Trustees believe there is particular value to extended service because of the long-term nature of much of the Board's concerns and responsibilities (such as investing the Yearly Meeting's assets and implementing the directions of departed Friends). Trustees also appreciate the values advanced by term limits (such as increased participation and transparency). Trustees discern that these values will be better balanced by reducing the length of a term from five to four years and reducing the number of terms from three to two, which in combination will reduce the term limit from fifteen to eight years.

FORMAL LANGUAGE

Article VIII of the By-Laws of the New York Yearly Meeting of the Religious Society of Friends (the "By-Laws") provides that the By-Laws may be amended by (i) presenting a proposed amendment at a Yearly Meeting session for a first reading, and (ii) approving the proposal at a second, separate Yearly Meeting session.

This is the first reading of the following proposed amendments to the By-Laws, for approval by the Body at a subsequent Yearly Meeting session:

General Amendment:

1. The word "member" or "members" or "membership" is amended by being capitalized ("Member" or "Membership") throughout the By-Laws.

Article I, Section 1 ("Name"):

2. The first sentence of Article I, Section 1 of the By-Laws is amended by deleting therefrom the phrase "hereafter referred to as the Corporation".
3. Article I, Section 1 is further amended by adding thereto, immediately after the second sentence (ending "Religious Corporations Law"), the following sentence: *"For purposes of these By-Laws, the word "Corporation" refers to, and is limited to, the formal, temporal affairs of the Yearly Meeting under the care of the Trustees (see Article II, below); and the word "Society" refers to all of the ecclesiastical, theological and spiritual practices and activities of the Yearly Meeting and such of the temporal affairs as are not delegated to the Trustees."*

As a result of these changes, the amended Article I, Section 1 of the By-Laws will read as follows:

- “1. *Name: The name of this Corporation is the New York Yearly Meeting of the Religious Society of Friends. It is incorporated under Section 15 of the New York Religious Corporations Law. For purposes of these By-Laws, the word “Corporation” refers to, and is limited to, the formal, temporal affairs of the Yearly Meeting under the care of the Trustees (see Article II, below); and the word “Society” refers to all of the ecclesiastical, theological and spiritual practices and activities of the Yearly Meeting and such of the temporal affairs as are not delegated to the Trustees.*”

Article I, Section 3 (“General Purposes”):

4. Article I, Section 3 of the By-Laws is amended by deleting the provisions therein and substituting therefor the following subparagraphs a. and b.:

“a. *The Corporation exists principally (a) to foster the ministry, leadings and concerns of the Society; (b) to own, hold and administer the temporalities and property, real and personal, of the Corporation and the Society; (c) to receive, hold and administer property or funds received in trust by the Corporation or the Society; and (d) to serve as the employer of compensated persons serving the Society.*

“b. *The Society exists principally (a) to worship together; (b) to gather in corporate discernment; (c) to build community among all its Members and their meetings; (d) to support the life of the Spirit in its Members and their meetings; (e) to prepare, revise and maintain Faith and Practice: The Book of Discipline of the New York Yearly Meeting of the Religious Society of Friends; (f) to bear witness in the world; and (g) to engage in any activity or foster any work that the Membership considers appropriate, including provision of funds and supervision for such common projects.*”

[NOTE: The current Art. I, Sec. 3 is included in the new description of the purposes of the Society.]

Article II (“Board of Trustees”):

5. The title to Article II of the By-Laws is amended by adding thereto the phrase “and the Officers of the Corporation”, so that the title will become: “*Board of Trustees and Officers of the Corporation*”.

6. Article II, Section 1 of the By-Laws (“Appointment”) is amended as follows:

(a) In the first sentence, by deleting the phrase “members of the Corporation” and substituting therefor the phrase “Members of the Society”, and deleting the phrase “seven members of the Corporation” and substituting therefor the phrase “ten

Members of the Society”, so that the amended sentence will read: “*The Members of the Society shall appoint no fewer than five nor more than ten Members of the Society to serve as Trustees of the Corporation.*”

- (b) By deleting the second and third sentences and substituting therefor the following sentence: “*Appointees shall serve staggered terms of four years each, and may be reappointed for a second consecutive four-year term, provided that a Trustee may not serve more than ten consecutive years (in the event of appointment to fill a partial term).*”
- (c) By adding a sentence at the base of the Section, as follows: “*In addition, the Treasurer (see Article III, Section 5, below) shall serve as an ex officio member of the Board of Trustees.*”

As a result of these changes, the amended Article II, Section 1 of the By-Laws will read as follows:

“1. Appointment: *The Members of the Society shall appoint no fewer than five nor more than ten Members of the Society to serve as Trustees of the Corporation. Appointees shall serve staggered terms of four years each, and may be reappointed for a second consecutive four-year term, provided that a Trustee may not serve more than ten consecutive years (in the event of appointment to fill a partial term). At any meeting of the Corporation, the Members may appoint Trustees to succeed those whose terms have expired or to fill vacancies for unexpired terms. In addition, the Treasurer (see Article III, Section 5, below) shall serve as an ex officio member of the Board of Trustees.*”

7. Article II, Section 3 of the By-Laws (“Officers of the Trustees”) is amended by:

- (a) In the first sentence, between the word “clerk,” and the words “a recording clerk”, adding the words “an assistant clerk,” so that the amended sentence will read: “*The Trustees shall appoint from their own number a clerk, an assistant clerk, a recording clerk and a financial officer.*”
- (b) Deleting the second and third sentences therein (“The Clerk of the Trustees shall act as President of the Corporation when the acts of such an officer are required. The financial officer shall oversee the receipt, disbursement, investment, reporting, record-keeping and accounting for funds held by the Corporation in trust or otherwise entrusted to the management or supervision of the Board of Trustees, and shall report regularly to the Trustees with respect to such funds.”).

[NOTE: The second sentence is moved to a new Section 5 (“Officers of the Corporation”); and the third sentence is moved to a new Section 4 (“Financial Officer”).]

As a result of these changes, the amended Article II, Section 3 of the By-Laws will read as follows:

- “3. Officers of the Trustees: *The Trustees shall appoint from their own number a clerk, an assistant clerk, a recording clerk and a financial officer. No employee of the Corporation shall serve as clerk of the Trustees.*”
8. Article II of the By-Laws is further amended by adding new Sections 4. and 5. thereto, as follows:
 - “4. Financial Officer: *The financial officer shall oversee the receipt, disbursement, investment, reporting, record-keeping and accounting for funds held by the Corporation in trust, or otherwise entrusted to the management and supervision of the Board of Trustees, and shall report regularly to the Trustees with respect to such funds.*
 - “5. Officers of the Corporation: *The clerk of the Trustees shall also act as President of the Corporation when the acts of such an officer are required. The assistant clerk of the Trustees shall also act as Vice President of the Corporation when the acts of such an officer are required. The recording clerk of the Trustees shall also act as Secretary of the Corporation when the acts of such an officer are required. The Treasurer (see Article 3, Section 5, below) shall also act as Treasurer of the Corporation when the acts of such an officer are required.*”
9. Article II of the By-Laws is further amended by renumbering the current Sections 4, 5, 6 and 7 to become Sections 6, 7, 8, and 9.
10. The second sentence of the current Section 4 (new Section 6) of Article II of the By-Laws (“Meetings”) is amended by deleting the word “Clerk” and substituting therefor the word “clerk”, and by deleting the word “Secretary” and substituting therefor the words “recording clerk” so that the amended sentence will read: *“Special meetings may be called by the clerk, or by the recording clerk upon the request of two Trustees.”*
11. Current Section 6 (new Section 8) of Article II of the By-Laws (“Reports”) is amended by deleting the word “Corporation” and substituting therefor the word “Society” so that the amended sentence will read: *“The Trustees shall report annually to the Society.”*
12. Current Section 7 (new Section 9) of Article II of the By-Laws (“Limitations on Responsibilities and Liabilities”) is amended by deleting in the first sentence the words “Section 2 above” and substituting therefor the following phrase: “Article I, Section 3(a) and Article II, Section 2, above” so that the amended sentence will read: *“The responsibilities of the Trustees are limited to those set forth in Article I, Section 3(a) and Article II, Section 2, above.”*

13. Current Section 7 (new Section 9) of Article II of the By-Laws (“Limitations on Responsibilities and Liabilities”) is further amended by deleting throughout the second sentence the word “Corporation” and substituting therefor the word “Society”.

Article III (“Officers”):

14. The title to Article III of the By-Laws is amended by adding thereto the phrase “of the Society”, so that the title will become: “*Officers of the Society*”.
15. Article III, Sections 1, 2, 3 and 4 of the By-Laws are amended by deleting in the title of each Section the word “Corporation” and substituting therefor the word “Society”.
16. Article III, Section 2 of the By-Laws (“Clerk of the Society”) is further amended (a) in the first sentence, by adding immediately following the words “business sessions” the phrase “of the Society and the Corporation”, and by deleting the phrase “to the Corporation”; and (b) by adding the following sentence at the base thereof: “*(All references in these By-Laws to the “Clerk” are to the Clerk of the Society unless otherwise specified.)*”

As a result of these changes, the amended Article III, Section 2 of the By-Laws will read as follows:

- “2. *Clerk of the Society: The responsibilities of the Clerk are to conduct business sessions of the Society and the Corporation, see that the business is properly presented for consideration, and announce decisions when made. The Clerk keeps an accurate set of minutes, properly dated and signed, showing all matters discussed and actions taken. The Clerk carries out the instructions of the Society and signs documents on its behalf when necessary or appropriate. (All references in these By-Laws to the “Clerk” are to the Clerk of the Society unless otherwise specified.)*”
17. Article III, Section 3 of the By-Laws (“Assistant Clerk of the Society”) is further amended by adding the following sentence at the base thereof: “*(All references in these By-Laws to the “Assistant Clerk” are to the Assistant Clerk of the Society unless otherwise specified.)*”
18. Article III, Section 4 of the By-Laws (“Recording Clerks of the Society”) is further amended by (a) between the words “business meeting of” and “the Corporation”, adding the phrase “the Society or”; and (b) adding the following sentence at the base thereof: “*(All references in these By-Laws to the “Recording Clerks” are to the Recording Clerks of the Society unless otherwise specified.)*”
19. Article III, Section 5 of the By-Laws (“Treasurer”) is amended by
 - (a) In the title, deleting the phrase “of the Corporation”;
 - (b) In the first sentence, following the words “Operating Budget of the”, deleting the word “Corporation” and substituting therefor the word “Society”;

- (c) In the second sentence, following the words “reports regularly to the Members of the”, deleting the word “Corporation” and substituting therefor the word “Society”; and
 - (d) In the third sentence, deleting the word “Corporation” and substituting therefor the word “Society”.
20. Article III, Section 6 of the By-Laws is amended, following the words “Members of the”, by deleting the word “Corporation” and substituting therefor the word “Society”.

Article IV (“Membership”):

21. Article IV, Sections 1 and 2 of the By-Laws (“Designation” and “Authority”) are amended by deleting the word “Corporation” where ever it appears and substituting therefor the word “Society”.
22. Article IV, Section 3 of the By-Laws (“Attenders”) is amended by:
- (a) In the first and second sentences, deleting the word “Corporation” where ever it appears and substituting therefor the word “Society”; and
 - (b) In the third sentence, following the words “Decisions in meetings of”, adding the words “the Society or”.

Article V (“Meetings . . .”):

23. The title to Article V of the By-Laws is amended by adding between the words “Corporation” and “(“Sessions”)", the phrase “and the Society”, so that the title will become: “*Meetings of the Corporation and the Society (“Sessions”)*”.
24. Article V of the By-Laws is further amended by adding a new Section 1, as follows:
- “1. *Meetings of the Corporation: Any duly-noticed meeting of the Society for the conduct of business shall also constitute a meeting of the Corporation to the extent necessary or appropriate. The Clerk (or, in the case of incapacity, unwillingness or unavailability to serve, the Assistant Clerk or other designee) shall preside over any meeting of the Corporation.*”

[NOTE: The first sentence of the new Section 1 was the first sentence of Section 3 of the current By-Laws and is being moved from Section 3 to Section 1 with these revisions; and the second sentence of the new Section 1 is derived from (but does not replace) Section 4 of Article V.]

25. Article V of the By-Laws is further amended by renumbering the current Sections 1, 2, 3 and 4 to become Sections 2, 3, 4, and 5.

26. Current Section 1 (new Section 2) of Article V of the By-Laws (“Annual Meeting”) is amended by:
- (a) In the title, adding the words “of the Corporation”;
 - (b) In the first sentence, following the words “The Annual Meeting of the Corporation”, deleting the phrase “(“Summer Sessions”)”;
 - (c) In the first sentence, between the words “ordinarily” and “in July”, adding the phrase “during “Summer Sessions””; and
 - (d) Deleting the current second sentence (“The members shall be given at least sixty (60) days’ notice thereof.”) and substituting therefor the following sentence: “*Notice of the Annual Meeting must be published at least thirty (30) days in advance.*”

As a result of these changes, the amended Article V, Section 2 of the By-Laws will read as follows:

“2. *Annual Meeting of the Corporation:* *The Annual Meeting of the Corporation shall take place at a time and place to be announced by the Clerk, ordinarily during “Summer Sessions” in July of each year. Notice of the Annual Meeting must be published at least thirty (30) days in advance.*”

27. Current Section 2 (new Section 3) of Article V of the current By-Laws (“Other Meetings”) is amended by
- (a) In the title and in the first sentence, deleting the word “Other”, and following the word “Meetings” adding the words “of the Society”, so that the revised title becomes “*Meetings of the Society*” and the first sentence begins with the same words;
 - (b) In the first sentence, following the words “Meetings of the Society”, adding the phrase “ordinarily occur three times a year”;
 - (c) Adding a new sentence to immediately follow the first sentence as follows: “*Additional meetings may be convened by the Clerk upon appropriate notice.*”;
 - (d) Deleting the current second sentence (“The members shall have at least thirty (30) days’ notice thereof, and six (6) days’ notice of any rescheduled meeting.”) and substituting therefor the following sentence: “*Notice of a meeting of the Society must be published at least thirty (30) days in advance, and six (6) days in advance of any rescheduled meeting.*”; and

- (e) Adding a new sentence to immediately follow the current second sentence as follows:
“The Clerk (or, in the case of incapacity, unwillingness or unavailability to serve, the Assistant Clerk or other designee) shall preside over any meeting of the Society at which business will be transacted.”

As a result of these changes, the amended Article V, Section 3 of the By-Laws will read as follows:

- 3. *Meetings of the Society: Meetings of the Society ordinarily occur three times a year (“Spring Sessions,” “Summer Sessions” and “Fall Sessions”). Additional meetings may be convened by the Clerk upon appropriate notice. Notice of a meeting of the Society must be published at least thirty (30) days in advance, and six (6) days in advance of any rescheduled meeting. The Clerk (or, in the case of incapacity, unwillingness or unavailability to serve, the Assistant Clerk or other designee) shall preside over any meeting of the Society at which business will be transacted.*
- 28. Current Section 3 (new Section 4) of Article V of the By-Laws (“Business Placed Before the Meeting”) is amended by
 - (a) Deleting the first sentence;
 - (b) In the current second sentence, deleting the word “Corporation” and substituting therefor the word “Society”.
 - 29. Current Section 4 (new Section 5) of Article V of the current By-Laws (“Presiding Officer”) is amended by being deleted.

[NOTE: The substance of this sentence is being moved to Section 2 (“Meetings of the Society”).]

Article VI (“Committees . . .”):

- 30. The title to Article VI of the By-Laws is amended by deleting the word “Corporation” and substituting therefor the word “Society” so that the title becomes *“Committees of the Society”*.
- 31. Article VI of the By-Laws is further amended by deleting the word “Corporation” where ever it appears and substituting therefor the word “Society”, except in the third sentence of Section 1, the word “Corporation” shall be maintained where it appears between the words “obligate the” and “in any manner”.

As a result of these changes, the amended Article VI, Section 1 of the By-Laws will read as follows:

- 1. *Committee Composition: The Society may create, from time to time, committees whose purpose is to undertake designated work of the Society. Such committees shall be committees of the Society, not of the Board of*

Trustees. No such committee shall have the power to enter into contracts or to obligate the Corporation in any manner, except as the membership may delegate through its approval of the Handbook of the Society or the operating budget of the Society, or in some other fashion.

32. The first sentence of Article VI, Section 3 (“Accountability”) is amended by (a) deleting the word “corporate” between the words “expenditure of” and “funds”; and (b) adding the phrase “, other than funds held in trust,” between the word “funds” and the words “in furtherance”.

As a result of these changes, the amended Article VI, Section 3 of the By-Laws will read as follows:

3. *Accountability: Members may, from time to time, authorize the expenditure of funds, other than funds held in trust, in furtherance of the work of committees of the Society. Committees of the Society shall be accountable to the Members for work that they undertake and funds that the Society entrusts to them.*

Article VII (“Indemnification”):

33. Article VII of the By-Laws is amended by, in the first sentence, between the words “Corporation” and “against expenses” and between the words “Corporation” and “in the absence of gross negligence”, adding the phrase “or the Society”.

As a result of these changes, the amended Article VII of the By-Laws will read as follows:

1. *The Corporation shall indemnify any and all of its Trustees, Officers, employees or volunteers who perform work on behalf of, and with the authority of, the Corporation or the Society against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of having performed work on behalf of, and with the authority of, the Corporation or the Society, in the absence of gross negligence or willful misconduct. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled.*

Article IX (“Amendments to the By-Laws”):

34. Article IX of the By-Laws is amended by deleting the phrase “members of the Corporation” and substituting therefor the phrase “Members of the Society”.

ANNEXED IS A COPY OF THE PROPOSED REVISED BY-LAWS.

By-Laws of New York Yearly Meeting of the Religious Society of Friends, Inc.

Adopted by the Membership of the Corporation November 7, 2015

Amended by the Membership of the Corporation November 12, 2017

Further Amended by the Membership of the Corporation _____, __, 2018

Article I. Name, Principal Office and General Purposes

1. Name: The name of this Corporation is the New York Yearly Meeting of the Religious Society of Friends. It is incorporated under Section 15 of the New York Religious Corporations Law. For purposes of these By-Laws, the word “Corporation” refers to, and is limited to, the formal, temporal affairs of the Yearly Meeting under the care of the Trustees (*see* Article II, below); and the word “Society” refers to all of the ecclesiastical, theological and spiritual practices and activities of the Yearly Meeting and such of the temporal affairs as are not delegated to the Trustees.

2. Principal Office: The principal office of the Corporation shall be 15 Rutherford Place, New York City, New York, 10003.

3. General Purposes:
 - a. The Corporation exists principally (a) to foster the ministry, leadings and concerns of the Society; (b) to own, hold and administer the temporalities and property, real and personal, of the Corporation and the Society; (c) to receive, hold and administer property or funds received in trust by the Corporation or the Society; and (d) to serve as the employer of compensated persons serving the Society.

 - b. The Society exists principally (a) to worship together; (b) to gather in corporate discernment; (c) to build community among all its Members and their meetings; (d) to support the life of the Spirit in its Members and their meetings; (e) to prepare, revise and maintain *Faith and Practice: The Book of Discipline of the New York Yearly Meeting of the Religious Society of Friends*; (f) to bear witness in the world; and (g) to engage in any activity or foster any work that the Membership considers appropriate, including provision of funds and supervision for such common projects.

Article II. Board of Trustees and Officers of the Corporation

1. Appointment: The Members of the Society shall appoint no fewer than five nor more than ten Members of the Society to serve as Trustees of the Corporation. Appointees shall serve staggered terms of four years each, and may be reappointed for a second consecutive four-year term, provided that a Trustee may not serve more than ten consecutive years (in the event of appointment to fill a partial term). At any meeting of the Corporation, the Members may appoint Trustees to succeed those whose terms have expired or to fill vacancies for unexpired terms. In addition, the Treasurer (*see* Article III, Section 5, below) shall serve as an *ex officio* member of the Board of Trustees.
2. Responsibilities: The Trustees shall be responsible for holding title to and administration of the properties, both real and personal, owned by the Corporation, and for the management of bequests and deeds of trust received by the Corporation in a fiduciary capacity. The Trustees shall also propound a Conflict of Interest Policy and a Policy for Related Party Transactions that comply with the requirements of New York Religious Corporations Law.
3. Officers of the Trustees: The Trustees shall appoint from their own number a clerk, an assistant clerk, a recording clerk and a financial officer. No employee of the Corporation shall serve as clerk of the Trustees.
4. Financial Officer: The financial officer shall oversee the receipt, disbursement, investment, reporting, record-keeping and accounting for funds held by the Corporation in trust, or otherwise entrusted to the management and supervision of the Board of Trustees, and shall report regularly to the Trustees with respect to such funds.
5. Officers of the Corporation: The clerk of the Trustees shall also act as President of the Corporation when the acts of such an officer are required. The assistant clerk of the Trustees shall also act as Vice President of the Corporation when the acts of such an officer are required. The recording clerk of the Trustees shall also act as Secretary of the Corporation when the acts of such an officer are required. The Treasurer (*see* Article 3, Section 5, below) shall also act as Treasurer of the Corporation when the acts of such an officer are required.
6. Meetings: The Trustees shall meet at such times as they may determine upon not less than 30 days' notice, or may fix by adjournment. Special meetings may be

called by the clerk, or by the recording clerk upon the request of two Trustees. At least ten (10) days' notice of special meetings shall be given to each Trustee, and the purpose for which the meeting is called shall be stated. Notice requirements as set forth in this Article II Section 4 may be waived upon unanimous consent of all Trustees. The Trustees must meet at least once every year. Every meeting of the Trustees shall be minuted.

7. Quorum: A majority of the Trustees shall constitute a quorum for the transaction of business.
8. Reports: The Trustees shall report annually to the Society.
9. Limitations on Responsibilities and Liabilities: The responsibilities of the Trustees are limited to those set forth in Article I, Section 3(a) and Article II, Section 2, above. In particular, the Trustees are not responsible to the Society or to any person for the oversight of the Operating Budget of the Society, or for the retention, hiring, training or supervision of employees or volunteers who perform work on behalf of, and with the authority of, the Society.

Article III. Officers of the Society

1. Officers of the Society: The Society shall appoint the following Officers: Clerk, Assistant Clerk, Recording Clerks and Treasurer. It may also appoint other Officers as need may arise.
2. Clerk of the Society: The responsibilities of the Clerk are to conduct business sessions of the Society and the Corporation, see that the business is properly presented for consideration, and announce decisions when made. The Clerk keeps an accurate set of minutes, properly dated and signed, showing all matters discussed and actions taken. The Clerk carries out the instructions of the Society and signs documents on its behalf when necessary or appropriate. (All references in these By-Laws to the "Clerk" are to the Clerk of the Society unless otherwise specified.)
3. Assistant Clerk of the Society: The responsibilities of the Assistant Clerk are such as the Clerk may delegate. (All references in these By-Laws to the "Assistant Clerk" are to the Assistant Clerk of the Society unless otherwise specified.)
4. Recording Clerks of the Society: The responsibilities of the Recording Clerks are to write minutes of any business meeting of the Society or the Corporation, subject

to the Members' approval. (All references in these By-Laws to the "Recording Clerks" are to the Recording Clerks of the Society unless otherwise specified.)

5. Treasurer: The responsibilities of the Treasurer are to receive and disburse funds with respect to the Operating Budget of the Society; and to receive and disburse funds held by the Corporation in trust, or otherwise entrusted to the management and supervision of the Board of Trustees, in consultation with the financial officer of the Trustees and subject to the approval of the Trustees. The Treasurer keeps the account books of the Corporation in consultation with the financial officer of the Trustees and subject to the approval of the Trustees with respect to funds held by the Corporation in trust, or otherwise entrusted to the management and supervision of the Board of Trustees, and reports regularly to the Members of the Society. If Assistant Treasurer(s) are appointed, they shall also be Officers of the Society.
6. Officers shall be appointed by the Members of the Society at any duly noticed meeting of the Corporation.

Article IV. Membership

1. Designation: Members of the Society shall be those persons having made application to and been accepted into membership in any monthly meeting affiliated with the New York Yearly Meeting of the Religious Society of Friends.
2. Authority: The governing authority of the Society shall be vested in its Members. All decisions and actions shall be taken at duly noticed meetings of the Society by the process of seeking unity in the manner of Friends as may be set forth from time to time in *Faith and Practice: The Book of Discipline of the New York Yearly Meeting of the Religious Society of Friends*.
3. Attendees: Attendees are those who have not applied for and been accepted to membership in a monthly meeting, but who manifest a continuing interest in the life of the meeting or the work of the Society. Attendees are welcome to participate in the activities of the Society in such manner as may be discerned by the Members of the Society, but attendees may not serve as Clerk, Treasurer or Trustee, or on the financial, advancement or nominating Committees of the Society. Decisions in meetings of the Society or the Corporation are made by Members only.
4. Limitations on Liability: No individual Member or monthly meeting shall be liable to the Corporation or its creditors for any indebtedness or liability of the

Corporation, and any and all creditors of the Corporation shall look only to the assets of the Corporation for satisfaction of any debt, obligation or liability.

Article V. Meetings of the Corporation and the Society (“Sessions”)

1. Meetings of the Corporation: Any duly-noticed meeting of the Society for the conduct of business shall also constitute a meeting of the Corporation to the extent necessary or appropriate. The Clerk (or, in the case of incapacity, unwillingness or unavailability to serve, the Assistant Clerk or other designee) shall preside over any meeting of the Corporation.
2. Annual Meeting of the Corporation: The Annual Meeting of the Corporation shall take place at a time and place to be announced by the Clerk, ordinarily during “Summer Sessions” in July of each year. Notice of the Annual Meeting must be published at least thirty (30) days in advance.
3. Meetings of the Society: Meetings of the Society ordinarily occur three times a year (“Spring Sessions,” “Summer Sessions” and “Fall Sessions”). Additional meetings may be convened by the Clerk upon appropriate notice. Notice of a meeting of the Society must be published at least thirty (30) days in advance, and six (6) days in advance of any rescheduled meeting. The Clerk (or, in the case of incapacity, unwillingness or unavailability to serve, the Assistant Clerk or other designee) shall preside over any meeting of the Society at which business will be transacted.
4. Business Placed Before the Meeting: At any meeting of the Society, Members may act upon any order of business properly placed before them, including seasoned concerns and necessary business that is placed on the Agenda by the Clerk.

Article VI. Committees of the Society

1. Committee Composition: The Society may create, from time to time, committees whose purpose is to undertake designated work of the Society. Such committees shall be committees of the Society, not of the Board of Trustees. No such committee shall have the power to enter into contracts or to obligate the Corporation in any manner, except as the membership may delegate through its approval of the Handbook of the Society or the operating budget of the Society, or in some other fashion.
2. Committee Establishment and Operations: When the Society establishes a

committee, it must also determine and approve a statement of its purpose and functions and provide adequate funding. All appointments to committees are to be made for a specified term. A current record of all committees and their membership shall be made available to the Members of the Society. No individual compensated by the Corporation may participate in deliberations on matters relating to his or her compensation.

3. Accountability: Members may, from time to time, authorize the expenditure of funds, other than funds held in trust, in furtherance of the work of committees of the Society. Committees of the Society shall be accountable to the Members for work that they undertake and funds that the Society entrusts to them.

Article VII. Indemnification

1. The Corporation shall indemnify any and all of its Trustees, Officers, employees or volunteers who perform work on behalf of, and with the authority of, the Corporation or the Society against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of having performed work on behalf of, and with the authority of, the Corporation or the Society, in the absence of gross negligence or willful misconduct. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled.

Article VIII. Amendments to the By-Laws

1. These By-Laws may be altered, amended or repealed by (i) the presentation of such proposed alteration, amendment or repeal before a duly noticed meeting of the Corporation for a first reading, and (ii) approval by the Members of the Society of such proposal at a second, separate, meeting of the Corporation.