

NEW YORK YEARLY MEETING
Trustees Meeting
Sunday, June 14, 2015
Held at Cornwall Friends Meeting

Present: Jeffrey Aaron, Spee Braun, Linda Houser (Clerk), Peter Phillips (Acting Recording Clerk), James Whitely, Mary Williams (Treasurer).

Regrets: Frederick Dettmer

The meeting opened with worship.

1. The **Trustees approved the Minutes** of its meeting of April 11, 2015, as well as the attached Financial Guidelines.
2. The Clerk proposed a revision of the Trustee Handbook page, excising the reference to an Investment Committee and including Trustee representation on the Yearly Meeting Audit Committee (which representative cannot, however, be the Treasurer of the Trustees). **The Trustees approved.**
3. Spee Braun and Mary Williams reported on their meeting with the trustees of the Lindley Murray Fund. A proposal was discussed to transfer the 7.5% of the funds currently within the Lindley Murray Fund attributable to the New York Female Association to a separate subaccount within the Yearly Meeting, in expectation of its transfer to New York Quarter for administration under its control. They also discussed overlap or duplication in grants that were made by the Trustees, the Fund and Yearly Meeting Committees. Mary has prepared a report depicting the sources of funds received by various grantees, permitting granting entities to learn who has supported a particular grantee. Finally, they also discussed the prospect of Lindley Murray's trustees reverting to the status of a committee making recommendations to the Yearly Meeting Trustees for grants from a fund under the Trustees' care, similar to the structure of World Ministries. Mary shared a strategic vision that there would be one place applicants can go to seek grants, and those applications would be diverted to "centers of competence" that would consider and make recommendations to the Trustees concerning applications within their purview. **The Trustees agreed to present to General Services Coordinating Committee a proposal** that Lindley Murray, Mosher Fund, and all other granting entities within the Yearly Meeting be reorganized in the manner proposed, leaving to General Services the question what issues must be addressed in order for this consolidation to take place.
4. A request has been received from Poplar Ridge Meeting for support in repair of the meetinghouse in excess of that received from the Lockport-Brinkerhoff Fund. **The Clerk**

is instructed to advise that that Fund is the only one charged with such support. It was suggested that the charge of this Fund be more broadly promulgated.

5. **The Trustees considered, amended and approved** the draft By-Laws in the form attached. **The Clerk will forward the draft** to the Clerk of General Services and the Clerk of the Yearly Meeting for consideration of its manner of presentation at Summer Sessions.
6. ARCH has requested financial support in the amount of \$5,000 for each of 2015 and 2016, for a total of \$10,000 over two years. **The Trustees approved.** Jim Whitely and Spee Braun recused themselves from consideration of this request.
7. The Yearly Meeting Personnel Committee has made a request in support of the Children and Youth Field Secretary for \$5,000 for each of three years and \$2,500 for each of the subsequent two years, for the period beginning 2016 and ending 2020, for an aggregate amount of \$20,000. **The Trustees approved** seeking the consent of the body for the re-designation of the Martin Leach Fund (est. annual distribution \$2,890) and Florence Stevens Fund (est. annual distribution \$5,794) for use by the operating budget, in the expectation that those new monies (annual aggregate \$8,684) will be available for this purpose. **The Advancement Committee will be consulted by Spee Braun.** It was noted that the Advancement Committee's willingness to make a grant in support of the proposed Field Secretary is not an appropriate accounting procedure.
8. **The Treasurer will prepare a list** of recommendations for re-allocation of certain designated funds. **Peter will pursue** responses from certain committees who have been asked to submit accountability reports on the uses of funds received in the past year. The Trustees will address these questions at their next meeting. A question of who is involved in the "Stevens Fund Committee" will be **addressed to Anne Pomeroy by Spee Braun.**
9. **The Trustees will next meet** at Silver Bay at 11:00 a.m. Thursday July 23.
10. The Clerk reported that no research has been done on the properties addressed at the last meeting; the **Clerk will determine the status** of that effort.

Linda Houser
Clerk

Peter Phillips
Acting Recording Clerk

BY-LAWS OF NEW YORK YEARLY MEETING OF THE RELIGIOUS SOCIETY OF FRIENDS, INC.

Adopted by the Membership of the Corporation [Date]
[Draft Approved by Trustees June 14, 2015]

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, hereafter referred as the Corporation. It is incorporated under Section 15 of the New York Religious Corporation Law.
2. Principal Office: The principal office of the Corporation shall be 15 Rutherford Place, New York City, New York, 10003.
3. General Purposes: The purposes of the Corporation are (a) to worship together; (b) to transact business; and (c) to engage in any activity or foster any work that the membership considers appropriate, including provision of funds and supervision for such common projects.

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Comment [1]: See F&P at p. 103.

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Comment [2]: This language is taken from F&P at pp. 102-03.

Article II. Board of Trustees

1. Appointment: The members of the Corporation shall appoint no fewer than five nor more than seven members of the Corporation to serve as Trustees of the Corporation. Appointment shall be for individual terms of five years each, with rotating dates of appointment so that one or two Trustees are appointed each year. Trustees are eligible for two successive reappointments of five years each. 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.
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, a Secretary and a Treasurer. The Clerk of the Trustees shall act as President of

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Comment [3]: Except as otherwise noted, this section closely reflects the wording of the "By-Laws for New York Yearly Meeting Trustees" as amended 4 April 1992, appearing at F&P at pp. 141-42.

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Comment [4]: Counsel notes that no provision addresses the removal of a Trustee. Friends may wish to consider whether that subject should be addressed, and if so in what manner.

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Comment [5]: This final sentence is required by the New York Non-Profit Revitalization Act of 2013, pursuant to the advice of counsel.

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Comment [6]: Note that the provision at F&P p. 141 for an Investment Committee has been deleted.

the Corporation when the acts of such an officer are required. The Treasurer of the Trustees shall receive and disperse funds held by the Corporation in trust, and shall keep account books and report regularly to the Trustees with respect to such funds. No employee of the Corporation shall serve as Clerk of the Trustees.

4. **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 Secretary 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**.
5. **Quorum:** A majority of the Trustees shall constitute a quorum for the transaction of **business**.
6. **Reports:** The Trustees shall report annually to the Corporation.
7. **Limitations on Responsibilities and Liabilities:** The responsibilities of the Trustees are limited to those set forth in Section 2 above. In particular, the Trustees are not responsible to the Corporation or to any person for the oversight of the Operating Budget of the Corporation, or for the retention, hiring, training or supervision of employees or volunteers who perform work on behalf of, and with the authority of, the Corporation.

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Comment [7]: This provision is required by the New York Non-Profit Revitalization Act of 2013, pursuant to the advice of counsel.

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Comment [8]: Counsel notes that, by default, New York law allows board communications to take place via videoconferencing and/or telephone calls. Counsel recommends that the Corporation consider whether to add By-Law provisions that would govern whether and how the Corporation wishes to incorporate modern technology into its Board practices.

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Comment [9]: The last two sentences of this paragraph are new, and added by way of best practices.

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Comment [10]: This paragraph deletes a provision in the 1992 version that "one less than all the Trustees then in office shall constitute a quorum for action by mail or telephone poll."

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Comment [11]: This section is new, and is proposed for inclusion in order to distinguish the NYYM Trustees' responsibilities from those of most corporations.

Article III. Officers

1. **Officers of the Corporation:** The Corporation 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 Corporation:** The responsibilities of the Clerk are to conduct business sessions, see that the business is properly presented to the Corporation 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 Corporation and signs necessary documents on its **behalf**.

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Comment [12]: F&P at p. 104

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Comment [13]: This sentence addresses the appointment of (for example) Assistant Treasurers.

Peter 6/15/2015 12:29 PM

Comment [14]: Counsel notes that no provision addresses the removal of an Officer. Friends may wish to consider whether that subject should be addressed, and if so in what manner.

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Comment [15]: F&P at p. 96.

3. Assistant Clerk of the Corporation: The responsibilities of the Assistant Clerk are such as the Clerk may delegate.
4. Recording Clerk of the Corporation: The responsibilities of the Recording Clerk are to write minutes of any business meeting of the Corporation, subject to the members' approval.
5. Treasurer of the Corporation: The responsibilities of the Treasurer are to receive and disburse funds with respect to the Operating Budget of the Corporation. The Treasurer keeps the account books of the Operating Budget of the Corporation and reports regularly to the members of the Corporation. If Assistant Treasurer(s) are appointed, they shall also be Officers of the Corporation.
6. Officers shall be appointed by the members of the Corporation at any duly noticed meeting of the Corporation.

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Comment [16]: F&P at p. 96.

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Comment [17]: F&P at p. 96.

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Comment [18]: See F&P at p. 97.

Peter 6/15/2015 12:29 PM
Comment [19]: See F&P at p. 104.

Article IV. Membership

1. Designation: Members of the Corporation 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 Corporation shall be vested in its Members. All decisions and actions shall be taken at duly noticed meetings of the Corporation 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 Corporation. Attendees are welcome to participate in the activities of the Corporation in such manner as may be discerned by the members of the Corporation, but attendees may not serve as Clerks, Treasurer or Trustee, or on the financial, advancement or nominating Committees of the Corporation. Decisions in meetings of 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.

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Comment [20]: F&P at p. 102, 112.

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Comment [21]: See F&P at p. 102, 103.

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Comment [22]: F&P at p. 115.

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Comment [23]: These are the strictures set forth in F&P with respect to service in Monthly Meetings and are presumed to be equally authoritative with respect to service in Yearly Meeting. Friends may wish to consider whether modifying this provision as to the Yearly Meeting would effectively modify the provision as to Monthly Meetings. They may also consider whether additional strictures upon nonmembers' service (e.g., Personnel or Audit Committee) may be appropriate.

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Comment [24]: This provision is drafted in order to place potential creditors on notice of the assertion of limited individual liability of the Corporation's members, despite their authority to direct the acts of the Corporation.

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

1. **Annual Meeting:** The Annual Meeting of the Corporation (“Summer Sessions”) shall take place at a time and place to be announced by the Clerk, ordinarily in July of each year. The members shall be given at least sixty (60) days’ notice thereof.
2. **Other Meetings:** Other meetings of the Corporation (“Spring Sessions” or “Fall Sessions”) may be convened by the Clerk. The members shall have at least thirty (30) days’ notice thereof, and ten (10) days’ notice of any rescheduled meeting.
3. **Business Placed Before the Meeting:** Any duly-noticed meeting of the New York Yearly Meeting for the conduct of business shall constitute a meeting of the Corporation. At any meeting of the Corporation, 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.
4. **Presiding Officer:** 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 at which business will be transacted.

Article VI. Committees of the Corporation

1. **Committee Composition:** The Corporation may create, from time to time, committees whose purpose is to undertake designated work of the Corporation. Such committees shall be committees of the Corporation, 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, without the express authorization or approval of the membership properly convened.
2. **Committee Establishment and Operations:** When the Corporation 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 Corporation. 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 corporate funds in furtherance of the work of committees of the Corporation.

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Comment [25]: The first two paragraphs have been drafted in order to reflect the practice currently observed, as approved by the members.

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Comment [26]: This provision addresses instances when sessions must be postponed or rescheduled due to weather or other unforeseen circumstance.

Peter 6/15/2015 12:29 PM

Comment [27]: See F&P at p. 103.

Peter 6/15/2015 12:29 PM

Comment [28]: Note that no quorum provision has been proposed. None appears in F&P and no tradition has been identified requiring a minimum number of Friends in order to transact business. See also Matthew 18:20 (“Where two or three are gathered together in my name, there am I in the midst of them.”)

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Comment [29]: See F&P at p. 104.

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Comment [30]: See F&P at p. 105.

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Comment [31]: This provision is included to make clear that the Trustees retain the authority to conduct their own affairs, including the establishment of committees.

Peter 6/15/2015 12:29 PM

Comment [32]: This provision is customary in corporate by laws in order that the corporation’s authoritative body retain control its obligations. It may not be appropriate for NYYM, and the view of the body, or of General Services Coordinating Committee, should be sought.

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Comment [33]: F&P at pp. 105-06.

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Comment [34]: This provision purposely avoids reference to the Handbook and the Yearbook in order that the introduction of alternative technologies (such as email, the website, listserves, Skype, etc.) not require amendment of the By Laws.

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Comment [35]: This provision is required by the New York Non-Profit Revitalization Act of 2013, pursuant to the advice of counsel.

Peter 6/15/2015 12:29 PM

Comment [36]: This paragraph has been drafted in accordance with the Leadings and Priorities of the Yearly Meeting as approved July 2014, and is intended to embed the principles of those Leadings into the governing document of the corporation.

Committees of the Corporation shall be accountable to the members for work that they undertake and funds that the Corporation 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 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, 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 Corporation of such proposal at a second, separate, meeting of the Corporation.

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Comment [37]: Counsel notes that, while the 2013 Act exempts religious organizations from filing annual audits with the state, in the event that NYYM does conduct audits, "consideration should be given to whether to add a provision in the By-Laws specifying when they are to be conducted and the procedures for doing so, including whether a committee of independent directors provides oversight regarding the audit and related internal controls."

Peter 6/15/2015 12:29 PM

Comment [38]: This Article is customary in all corporate By Laws.

Peter 6/15/2015 12:29 PM

Comment [39]: This article is based on the practice for amending F&P. See generally F&P at p. 140. It does not, however, require that approval occur only at Summer Sessions, thereby facilitating the amendment process.