

**BYLAWS  
OF  
Long Island Quaker Charities, Inc.**

duly organized under Section 402 of the New York Not For Profit Law

**ARTICLE I  
NAME, LOCATION, PURPOSE AND PROCEDURES**

**Section 1. Name.**

The name of the Corporation shall be “Long Island Quaker Charities, Inc.”

**Section 2. Location.**

The principal office shall be at 1421 Northern Blvd., Manhasset in the County of Nassau and State of New York. The Corporation may also have offices in such other places as the Board of Directors may from time to time designate or the business of the Corporation may require.

**Section 3. Purpose and Object.**

The mission and purposes of the corporation is to provide a focal point for the Quaker community on Long Island to serve the men, women and children of Long Island in times of need in the spirit of Love for religious, charitable, educational, scientific, and literary purposes, which may include, without limitation, the following:

- a. To engage in works of charity;
- b. To coordinate, standardize and develop charitable enterprises in the New York State Counties of Brooklyn, Queens, Nassau and Suffolk;
- c. To study, plan and develop any activities and projects to meet new and emergent needs in the fields of charity and social services;
- d. To work toward the strengthening of family life and the prevention of those factors which hinder its full development;
- e. To maintain, educate, care and assume custody of destitute, dependent, delinquent, or neglected children;
- f. To arrange for and consent to the adoption of children relinquished to its custody;
- g. To sponsor and operate institutions for the care of dependent individuals in the New York State Counties of Brooklyn, Queens, Nassau and Suffolk;
- h. To work for changes which would bring about the betterment of life for children, families or individuals;
- i. To cooperate with the government in providing needed social and charitable services for the people in the New York State Counties of Brooklyn, Queens, Nassau and Suffolk and to utilize government funding which may be available to provide such social and charitable services;
- j. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and personal property, or any interest therein, wherever situated; and
- k. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

L. To apply for and obtain any governmental licenses and/or authorizations necessary or incidental to its purposes as herein described.

**Section 4. Procedures:**

Decisions are to be reached and appointments to be made in accordance with customary procedures of a Friends Meeting for Business.

**ARTICLE II  
Membership**

**Section 1. Members**

The members of the Corporation shall be as follows:

All members of the Manhasset Monthly Meeting of the Religious Society of Friends who make a \$50 donation to the corporation at any time during its existence..

Any member of the Religious Society of Friends residing within the four Long Island Counties who submits a written request for membership before January 1<sup>st</sup>, 2018 along with an accompanying donation of \$50 to the corporation.

Any member of the Religious Society of Friends residing within the four Long Island Counties who submits a written request for membership and is accepted into membership at corporation's annual yearly meeting by its Board of Directors.

Anyone who is or is not a member of the Religious Society of Friends who submits a written request for membership and is accepted into membership at a regularly scheduled meeting of the corporation's Board of Directors and brings to the corporation expertise in an area in which the corporation is engaged or in the process of becoming engaged.

**Section 2 Dues**

All members shall be required to pay annual dues starting on January 1<sup>st</sup>, 2017 of Fifty (\$50.00) Dollars on or before March of each year of their membership. Any member may apply for a hardship waiver of such dues to the Board of Directors, approval of which shall be presumed to be warranted. Failure to pay such dues or obtain such a waiver shall result in automatic loss of membership without notice or other act by the corporation.

**ARTICLE III  
MEETINGS OF MEMBERS OF THE CORPORATION**

**Section 1. Place.**

Meetings of members of the Corporation shall be held at 1421 Northern Blvd., Manhasset, NY or such other place as the Board of Directors shall from time to time direct.

**Section 2. Annual Meeting.**

The annual meeting of the members of the Corporation for the appointment of directors the Corporation, and for the transaction of such other business as may come before the meeting shall be held on the first Saturday in the month of April or on such other day as shall be set by the Board of Directors between February 15 and May 15.

**Section 3. Special Meetings.**

Special meetings of the members may be called at any time by the Board of Directors or by any twelve members of the Corporation.

**Section 4. Notice.**

Written notice of the annual meeting of the members shall be mailed by regular or electronic mail to each member, as well as to those nominated for the Board of Directors, at least thirty days prior thereto and shall include the names of all nominees. Written notice of every special meeting of the members shall be mailed by regular or electronic mail to each member at least twenty days prior thereto.

**Section 5. Quorum.**

Forty percent of the members of the Corporation present in person shall constitute a quorum at any meeting of the members.

**Section 6. Appointments.**

At the annual meeting the members shall, as hereinafter provided, appoint members of a Board of Directors and members of a Nominating Committee.

**ARTICLE IV  
BOARD OF DIRECTORS**

**Section 1. Board of Directors.**

a) The initial Board of Directors shall consist of:

Irene Goodman for a term ending on July 1<sup>st</sup>, 2017;

Stella M. Schultz for a term ending on July 1<sup>st</sup>, 2018;

Salvatore Meli for a term ending on July 1<sup>st</sup>, 2019;

and the majority of the Board of Directors shall consist of members of the Manhasset Monthly Meeting of the Religious Society of Friends through Dec. 31<sup>st</sup>, 2026.

b) *Appointment; Number.* The business and affairs of the Corporation shall be managed by a Board of Directors, who shall be appointed by members of the Corporation at their annual meeting. The Board will contain up to fifteen members who shall embody the broadest possible range of diversity, life experience and Quaker values..

c) *Members ex officio.* Notwithstanding any other provision of these bylaws the Director(s) of any program operated as part of the corporation shall serve as members of the Board of Directors by virtue of their positions.

d) *Members-at-Large.* Successor and additional members of the Board shall

be nominated by a Nominating Committee to serve as Members-at-Large. To the extent feasible, terms of office shall be organized so that approximately one-third of the Members-at-Large of the Board are appointed each year for a term of three years. The nominating committee shall be appointed by the corporate members at its annual meeting and shall take such form as the corporate members find appropriate for task at that particular time and shall not be bound by “past practice” in any form whatsoever and shall serve until the next annual corporate meeting.

e) *Corporation membership.* At all times, at least 80% of the members of the Board shall be members of the Religious Society of Friends, except only to the extent that compliance with such membership requirement is not possible because one or more ex officio members are not members of the Corporation. In such a case, the Nominating Committee shall promptly satisfy such requirement to the extent possible, by increasing the number of seats if then fewer than 15, and/or nominating one or more Corporation members as Members-at-Large of the Board to fill such additional seats and also seats which are open because of death or resignation.

f) *Privileges and responsibilities.* Ex officio and Members-at-Large of the Board shall have the same privileges and responsibilities as other members of the Board.

**Section 2. Limitations of Service.** No person who shall have served as a Director for nine consecutive years shall be eligible for reappointment as a Director during the ensuing twelve months. However this limitation shall not preclude

a) reappointment to a third three-year term of a Director who has completed a part of another Director’s term and an initial three-year term;

b) the continuing service of a Director who, at the expiration of such nine years is, or is to be, the Director of a corporation program; or

c) the continuing service of a Director who is, or is to be, appointed to the office of Treasurer pursuant to Article VI. Section 1 at the first meeting of the Board of Directors after the annual meeting at which such Director’s term would otherwise expire.

d) all Directors shall hold office until their successors are appointed.

**Section 3. Vacancies.** Vacancies in the Board of Directors shall be filled by appointment by the remaining members of the Board, even though less than a quorum, after recommendation of the Nominating Committee. The person so named shall serve until the next meeting of the members of the Corporation. The

balance of any unexpired term shall then be filled following normal nominating procedures.

**Section 4. Time and Place of Meetings.** The Board of Directors shall meet at such times and places as the Board may from time to time appoint or as may be designated in the notice calling the meeting. Any member of the corporation may attend a meeting of the Board of Directors.

**Section 5. Notice.** Written notice of every meeting of the Board of Directors shall be mailed by regular or electronic mail to each Director at least seven days prior to the date of the meeting. When a meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken. A Director may waive any notice required to be given by these ByLaws or New York Law. A waiver is valid when given in writing to the person or persons entitled to such notice, whether before or after the time stated therein.

**Section 6. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business.

**Section 7. Personal Liability of Directors.** A Director of this Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, as such a Director, unless

- a) The Director has breached or failed to perform the duties of his or her office under the applicable provisions of law ; and
- b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

**Section 8. Use of Conference Telephone Equipment.** Unless the Board of Directors determines otherwise in a particular case, one or more persons may participate in any meeting of the Board of Directors or any committee or subcommittee by conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other. However, the use of such equipment is not a matter of right for any person.

#### **Section 9. Resignation and Removal**

a) Resignation: Any director of Long Island Quaker Charities, Inc. may resign at any time by giving written notice to the Board of Directors or the President or Secretary of the Board of Long Island Quaker Charities, Inc.. Any

such resignation is effective when the notice is delivered, unless the notice specifies a later date.

b) Removal. Any director may be removed, with or without cause, and a replacement appointed by the members of the corporation at a duly called meeting of the corporation.

## **ARTICLE V**

### **POWERS OF THE BOARD OF DIRECTORS.**

**Section 1. General.** The Board of Directors shall manage the entire business and affairs of Long Island Quaker Charities, Inc.. The Board of Directors may exercise all such corporate powers of Long Island Quaker Charities, Inc. and do all such lawful acts to the fullest extent permitted by law except as otherwise provided for in these Bylaws.

**Section 2. Contracts.** The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, Long Island Quaker Charities, Inc., and such authority may be general or confined to the specific instance. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind Long Island Quaker Charities, Inc. by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose and to any amount.

**Section 3. Board Committees.** The Board of Directors may, by resolution, designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors, *except* no such committee shall have the authority to:

- (1) Amend, alter, or repeal the Bylaws;
- (2) Elect, appoint, or remove any member of any such committee or any director or officer of Long Island Quaker Charities, Inc.;
- (3) Amend the Articles of Incorporation;
- (4) Adopt a plan of merger or adopt a plan of consolidation with another corporation;
- 5) Authorize a sale, lease, or exchange of all or substantially all of the property and assets of Long Island Quaker Charities, Inc. not in the ordinary course of business;
- (6) Authorize the voluntary dissolution of Long Island Quaker Charities, Inc. or revoke proceedings therefore;
- (7) Adopt a plan for the distribution of the assets of Long Island Quaker Charities, Inc.; or
- (8) Amend, alter, or repeal any resolution of the Board of Directors which, by its terms, provides that it shall not be amended, altered, or repealed by such committee.

**Section 4. Consultants.** The Board of Directors may invite additional individuals with expertise in a pertinent area to meet with and assist the Board. Such consultants shall not vote or be counted in determining the existence of a quorum and may be excluded from any executive session of the Board by vote of the directors.

**Section 5. Compensation.** Directors shall not receive any stated compensation for their services as directors.

**Section 6. Presumption of Assent.** A director of Long Island Quaker Charities, Inc. who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the minutes of such meeting state otherwise.

## **ARTICLE VI CORPORATE OFFICERS**

**Section 1 Positions.** The officers of Long Island Quaker Charities, Inc. shall consist of a Clerk, a Assistant Clerk, a President, a Secretary and a Treasurer. All officers shall be members of the Board of Directors of Long Island Quaker Charities, Inc..

**Section 2 Appointment and Term of Office.** The officers of Long Island Quaker Charities, Inc. shall be elected or appointed annually by the Board of Directors. Each officer shall hold office until a successor shall have been elected or appointed and qualified, or until said officer's death, or until said officer shall have resigned or shall have been removed in the manner hereafter provided. The appointment of an officer does not itself create contract rights.

**Section 3 Powers and Duties.** The officers of Long Island Quaker Charities, Inc. shall have the following powers and duties:

a) **Clerk.** The Clerk shall preside at all membership meetings as well as meetings of the Board of Directors, and shall make reports to the members and Board of Directors and shall perform all such duties as are incident to his or her office or as are required by the Board of Directors, including without limitation, coordinating all Board matters, membership meetings, providing leadership in formulating, developing and evaluating corporate policies and goals, and approving the agenda for all meetings.

b) **Assistant Clerk.** During the absence or disability of the Clerk, the Assistant Clerk shall exercise all functions of the Clerk. The Assistant Clerk shall have such powers and discharge such duties as may be assigned from time to time to such Assistant Clerk by the Clerk or by the Board of Directors.

c) **President.** The President shall serve as the chief executive officer and Executive Director of Long Island Quaker Charities, Inc. subject to the policy direction of the Board of Directors. The President shall have and exercise the general powers and duties usually vested in the president of a nonprofit corporation.

d) **Secretary.** The Secretary shall keep accurate minutes of all meetings of the Board of Directors, and shall perform all the duties commonly incident to this office, and shall perform such other duties and have such other powers as the Board of Directors shall designate. In the Secretary's absence, an Assistant Secretary shall perform the Secretary's duties.

e) **Treasurer.** The Treasurer shall oversee the care and custody of the money, funds, valuable papers, and documents of Long Island Quaker Charities, Inc., and shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to this office.

**Section 4. Vacancies -.** If the office of any officer or agent becomes vacant by any reason, the Board of Directors may choose a successor or successors who shall hold office until the next corporate membership meeting.

## ARTICLE VII

### INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

**Section 1. Indemnification.** This Corporation shall indemnify any Director or Officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to or who is called as a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation, as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

**Section 2. Not Exclusive.** The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, contract, vote of disinterested Directors or pursuant to the direction, however embodied, of any court of competent jurisdiction or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. It is the policy of this Corporation that indemnification of, and advancement of expenses to, Directors and Officers of this Corporation shall be made to the fullest extent permitted by law. To this end, the provisions of this Article shall be deemed to have been amended for the benefit of Directors and Officers of this Corporation effective immediately upon any modification of the existing New York State law which expands or enlarges the power or obligation of corporations to indemnify, or advance expenses to, their Directors and Officers

**Section 3. Expenses.** This Corporation shall pay expenses incurred by an Officer or Director, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by this Corporation.

**Section 4. Continuation of Rights.** The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided by, this Article, continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

**Section 5. Fund.** This Corporation shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to (1) deposit funds in trust or in escrow, (2) establish any form of self-insurance, (3) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of this Corporation or (4) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article. The provisions of this Article shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 1 of this Article but whom this Corporation has the power or obligation to indemnify, or to advance expenses for, under the provisions of the DLA or otherwise. The authority



granted by this Section 5 shall be exercised by the Board of Directors of this Corporation.

**Section 6. Contract.** A contract shall exist between this Corporation and each Officer and Director with respect to indemnification and advancement of expenses as provided by this Article and as otherwise provided by applicable law. No amendment or repeal of any provision of this Article, and no amendment or termination of any trust or other fund created pursuant to Section 5, shall alter, to the detriment of such Director or Officer, the right of such person to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment, repeal or termination.

## **ARTICLE VIII CONFLICT OF INTEREST**

**Section 1: Definitions** - A conflict of interest arises when any "Responsible Person" or any "Party Related to a Responsible Person" has an "Interest Adverse to Long Island Quaker Charities, Inc." A Responsible Person is any individual in a position to exercise substantial influence over the affairs of Long Island Quaker Charities, Inc., and specifically includes, without limitation, directors and officers of Long Island Quaker Charities, Inc. and the Clerk and members of any committee making recommendations or decisions on behalf of Long Island Quaker Charities, Inc.. A Party Related to a Responsible Person includes his or her extended family (including spouse, ancestors, descendants and sibling, and their respective spouses and descendants), an estate or trust in which the Responsible Person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the Responsible Person or any member of his or her extended family is a director, director or officer or has a financial interest. An "Interest Adverse to Long Island Quaker Charities, Inc." includes any interest in any contract, transaction or other financial relationship with Long Island Quaker Charities, Inc., and any interest in an entity whose best interests may be impaired by the best interests of Long Island Quaker Charities, Inc. including, without limitation, an entity providing any goods or services to or receiving any goods or services from Long Island Quaker Charities, Inc., an entity in which Long Island Quaker Charities, Inc. has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of Long Island Quaker Charities, Inc..

**Section 2: Disclosure**- If a Responsible Person is aware that Long Island Quaker Charities, Inc. is about to enter into any transaction or make any decision involving a conflict of interest (a "Conflicting Interest Transaction") such person shall: (i) immediately inform those charged with approving the Conflicting Interest Transaction on behalf of Long Island Quaker Charities, Inc. of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the Responsible Person's knowledge that bear on the advisability of Long Island Quaker Charities, Inc. entering into the Conflicting Interest Transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

**Section 3: Approval of Conflicting Interest Transactions** - Long Island Quaker Charities, Inc. may enter into a Conflicting Interest Transaction provided the material facts as to the Responsible Person's relationship or interest and as to the Conflicting Interest Transaction are disclosed or are known to the Board of Directors or to a committee of Long Island Quaker Charities, Inc. that authorizes, approves or ratifies the Conflicting Interest Transaction, and the Board of Directors in good faith authorizes, approves or ratifies the Conflicting Interest Transaction by the affirmative vote

of a majority of the disinterested directors on the Board, even though the disinterested directors are less than a quorum.

## **ARTICLE IX EXEMPT ACTIVITIES**

**Section 1. General.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of Long Island Quaker Charities, Inc. shall take any action or carry on any activity, by or on behalf of Long Island Quaker Charities, Inc., not permitted to be taken or carried on without penalty by an organization exempt from taxation, by a New York nonprofit corporation, or by an organization whose contributions are deductible under federal income tax laws as they now exist, or as they should hereafter be amended.

**Section 2. Fiduciary Responsibility.** Each member of the Board of Directors shall serve in a fiduciary capacity, acting at all times in the best interest of Long Island Quaker Charities, Inc. and not his or her own interest or the interest of another entity or person. Each director shall exercise his or her power in such manner as not to disqualify Long Island Quaker Charities, Inc. from federal income tax exemption as a qualified charitable organization or from classification as a public charity.

**Section 3. Prohibition Against Sharing in Corporate Earnings.** No director, officer, or employee of, or member of a committee of, or person connected with Long Island Quaker Charities, Inc., or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operation of Long Island Quaker Charities, Inc., and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of Long Island Quaker Charities, Inc..

## **ARTICLE X GIFTS TO LONG ISLAND QUAKER CHARITIES, INC.**

**Section 1: Method** - Donors may make gifts to Long Island Quaker Charities, Inc. by naming or otherwise identifying Long Island Quaker Charities, Inc., whether or not a director, agent or custodian is designated to have custody of the property contributed. Gifts shall vest in Long Island Quaker Charities, Inc. upon receipt and acceptance by it as evidenced in writing by an officer, employee or agent of Long Island Quaker Charities, Inc.. Long Island Quaker Charities, Inc. may enter into agreements with directors, agents or custodians having custody of the funds of Long Island Quaker Charities, Inc., specifying additional terms of such custody. Long Island Quaker Charities, Inc. may hold title to any cash or property in its own name, and invest, manage and distribute such property as directed by the Board of Directors.

**Section 2: Split-Interest Gifts** - Long Island Quaker Charities, Inc. shall have the power and authority to receive, arrange and administer deferred and other split-interest gifts, including but not limited to, charitable lead trusts, charitable remainder trusts (i.e. unitrusts and annuity trusts), pooled income funds, and charitable gift annuities.

**Section 3: Donor Restrictions** - Any donor may, with respect to a gift made by such donor to

Long Island Quaker Charities, Inc. and at the time of the gift, provide restrictions or conditions which are not inconsistent with the charitable purposes of Long Island Quaker Charities, Inc., as to (i) the charitable purposes or uses to be supported; (ii) whether distributions will be made from principal and/or income (e.g. establishment of a permanent endowment fund whereby only net appreciation of said fund is available for current distribution); (iii) the geographic limits; or (iv) the name, as a memorial or otherwise, for a fund given, or addition to a fund previously held, or anonymity for the gift. All such restrictions or conditions by donors shall be followed unless inconsistent with the provisions in the Articles of Incorporation or Bylaws of Long Island Quaker Charities, Inc. or as otherwise required by law.

**Section 4: Investments** - Restrictions involving the naming of a fund as a memorial or otherwise may be satisfied by keeping such fund under such name in a common investment with other funds in such a manner as to reflect appropriately the interest of each fund in such common investment. The funds shall be separately accounted for as to their market value and net appreciation, from time to time.

**Section 5: Presumptions as to Donor's Intent** - Each gift to a fund of Long Island Quaker Charities, Inc. shall be presumed to be intended (i) to be used only for exempt purposes; (ii) to be productive of a reasonable return from interest, dividends, rents or gains, realized and unrealized, available, in whole or part, for current expenditure at the discretion of the Board of Directors, in fulfillment of its exempt purposes; (iii) to be used only for such purposes and in such manner as not to disqualify the gift or fund from deduction as a charitable contribution, gift or bequest in computing any federal income, gift or estate tax of the donor or estate; and (iv) not to disqualify Long Island Quaker Charities, Inc. from exemption from federal income tax as a qualified charitable organization or from classification as a public charity. If a restriction or condition by the donor if followed, results in use contrary to the intent so presumed, or if the Board of Directors is advised by legal counsel that there is a substantial risk of such result, the restriction or condition shall not be followed, but shall be varied by the Board of Directors so far as necessary to avoid such result, except if the donor has clearly stated that compliance with the restriction or condition is a condition of the gift, then the gift shall not be accepted in case of such advice unless an appropriate judicial or administrative body first determines that the condition and restriction need not be followed. Reasonable charges and expenses of legal counsel for such advice and proceedings shall be properly charged against the subject fund.

**Section 6: Variance** - Whenever the Board of Directors determines that conditions or circumstances are such or have so changed since the restriction or condition by the donor as to the purpose, or manner of distribution, use, or investment was provided, that literal compliance with the restriction or condition is, in effect, unnecessary, incapable of fulfillment, impracticable, or impossible, or the restriction or condition is inconsistent with the charitable needs of the area served by Long Island Quaker Charities, Inc., it may order such variance from or modification of the restriction or condition and the application of the whole or any part of the principal or income of the fund as in its judgment will more effectively serve the religious, charitable, educational, scientific or literary purposes of Long Island Quaker Charities, Inc..

**Section 7: Refusal to Accept Gifts** -. The Board of Directors in its discretion may refuse to accept any gift to Long Island Quaker Charities, Inc. for any reason deemed sufficient by the Board of Directors.

**ARTICLE XI  
FISCAL YEAR**

The fiscal year of Long Island Quaker Charities, Inc. shall end at midnight on the 30th day of June of each year.

**ARTICLE XII  
DISSOLUTION**

The dissolution of Long Island Quaker Charities, Inc. can only be enacted by the members of the corporation at a meeting called by the Board of Directors In the event of the dissolution of Long Island Quaker Charities, Inc., all of its property, both real and personal, of whatever nature and wheresoever located, shall be transferred to the Manhasset Monthly Meeting of the Religious Society of Friends or its successor corporation, or if none, then said assets shall be transferred to such other organization or organizations, organized and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors of Long Island Quaker Charities, Inc. shall determine.

**ARTICLE XIII  
AMENDMENT OF BYLAWS**

These Bylaws may be amended, repealed or restated by the corporate members at its annual meeting or at a special meeting. The Bylaws may contain any provision for the regulation and management of the affairs of Long Island Quaker Charities, Inc. that is not inconsistent with its Articles of Incorporation, or applicable laws.

WHEREFORE THE ABOVE STATED BYLAWS WERE APPROVED THE 25<sup>TH</sup> DAY OF SEPTEMBER, 2016 AT A DULY CALLED MEETING OF THE MANHASSET RELIGIOUS SOCIENT OF FRIENDS.

MEMBERS PRESENT:

James C. Schultz, Presiding Clerk  
Salvatore Meli, Clerk  
Irene Goodman, Barbara Meli, Stella M. Schultz

Attenders present:

Richard Lopez and Joseph Best