

# **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 October 2, 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.

## **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 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.

### **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.

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.

#### **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.

#### **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 six (6) 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, except as the membership may delegate through its approval of the Handbook of the Corporation or the operating budget of the Corporation, or in some other fashion.
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. 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.