

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.

Peter 11/26/2014 5:03 PM

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

Peter 11/26/2014 5:02 PM

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.

Peter 11/26/2014 5:02 PM

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.

Peter 5/5/2015 12:08 PM

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.

Peter 10/27/2015 7:38 AM

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

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.

Peter 11/26/2014 4:56 PM

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

Peter 10/27/2015 7:38 AM

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

Peter 5/5/2015 12:17 PM

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.

Peter 5/5/2015 12:18 PM

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

Peter 11/26/2014 4:58 PM

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."

Peter 11/26/2014 5:00 PM

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.

Peter 11/26/2014 5:06 PM

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

Peter 11/26/2014 5:34 PM

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

Peter 5/5/2015 12:09 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.

Peter 11/26/2014 5:07 PM

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.

Peter 11/26/2014 5:07 PM

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

Peter 11/26/2014 5:09 PM

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

Peter 11/26/2014 5:10 PM

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

Peter 11/26/2014 5:12 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. Attenders: Attenders 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. Attenders are welcome to participate in the activities of the Corporation in such manner as may be discerned by the members of the Corporation, but attenders 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,

Peter 11/26/2014 5:15 PM

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

Peter 11/26/2014 5:20 PM

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

Peter 11/26/2014 5:17 PM

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

Peter 6/15/2015 12:24 PM

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.

Peter 11/26/2014 5:20 PM

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.

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.

Peter 11/26/2014 5:22 PM

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

Peter 10/2/2015 11:07 AM

Comment [26]: This accommodates out practice of previously announced snow dates.

Peter 5/17/2015 4:07 PM

Comment [27]: This provision addresses instances when sessions must be postponed or rescheduled due to weather or other unforeseen circumstance.

Peter 10/2/2015 11:06 AM

Deleted: ten (10

Peter 11/26/2014 5:05 PM

Comment [28]: See F&P at p. 103.

Peter 12/29/2014 5:31 PM

Comment [29]: 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.”)

Peter 11/26/2014 5:23 PM

Comment [30]: See F&P at p. 104.

Peter 11/26/2014 5:24 PM

Comment [31]: See F&P at p. 105.

Peter 11/26/2014 5:25 PM

Comment [32]: This provision is included to make clear that the Trustees retain the authority to conduct their own affairs, including the establishment of committees.

Peter 12/29/2014 5:33 PM

Comment [33]: 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.

Peter 10/2/2015 11:12 AM

Deleted: without the express authorization or approval of the membership properly convened

Peter 11/26/2014 5:27 PM

Comment [34]: F&P at pp. 105-06.

Peter 10/27/2015 7:40 AM

Comment [35]: 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.

Peter 10/27/2015 7:39 AM

Comment [36]: This provision is required by the New York Non-Profit Revitalization Act of 2013, pursuant to the advice of counsel.

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**.

Peter 11/26/2014 5:29 PM

Comment [37]: 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.

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.

Peter 5/5/2015 12:13 PM

Comment [38]: 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 11/26/2014 5:30 PM

Comment [39]: This Article is customary in all corporate By Laws.

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.

Peter 5/5/2015 11:57 AM

Comment [40]: 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.