

# NON-PROFIT BYLAWS

## *Disclaimer:*

Bylaws govern the internal operations of an organization or corporation, and as a result, before compiling bylaws, you should first consider how you want your organization/corporation to operate.

The bylaws have been drafted to fit the needs of most non-profit organizations and generally parallel the statute; nonetheless, changes or additions may be required to fit the particular needs of your organization. The herein contained bylaws should be checked against the user's current statutes for any subsequent changes or interpretations.

This document is not a substitute for legal advice of an attorney. The materials and information may not reflect the most current legal developments in your state. You may wish to have an attorney review the completed draft of your bylaws before they are adopted by your corporation to ensure that they conform to current state law.

## *To customize this document, you will need the following information:*

1. Agreed upon name of organization or corporation and address where it shall be headquartered
2. The mission statement or predetermined written purpose of the organization/corporation
3. The type of non-profit that is being established
4. Established Board of Directors, minimum/maximum number of board members required and required qualifications to become a board member
5. Term to be served by each board member, allowable number of consecutive terms
6. Minimum number of meetings each member must attend per year; number of consecutive meetings missed before board member status is re-evaluated
7. Minimum number of board members present to have a quorum
8. If there is an Executive Committee, the minimum number of Directors required; the maximum percent allowable of interested persons to serve on the board of directors at any time
9. Beginning and end of the organization's/corporation's fiscal year
10. Number of months the organization/corporation has to make available the financial statements for review after the close of the fiscal year
11. What is deemed to be the majority vote and who would fall into this category
12. Date the bylaws are to be adopted by the board members
13. Date, county and state where this bylaws are to be executed and filed
14. Articles of incorporation (the primary rules that will govern the management of an organization/corporation)

# **Choose Cohoes for Art**

## **Mission Statement**

The mission of Choose Cohoes for Art (CCfA) is to support art and artists in Cohoes, to create community awareness of the arts, and to foster cultural vitality by hosting or promoting art-related events in the greater Cohoes area.

**NON-PROFIT BYLAWS  
OF  
Choose Cohoes for Art, Inc**

**Preamble**

The following Bylaws shall be subject to, and governed by, the New York State Non Profit Law and the Article of Incorporation of Choose Cohoes for Art Inc. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Articles of Incorporation said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Choose Cohoes for Art, it shall then be these Bylaws which shall be controlling.

**ARTICLE 1 – NAME**

The legal name of the Corporation shall be known as Choose Cohoes for Art, Inc, and shall herein be referred to as the “CCfA.”

**ARTICLE 2 – PURPOSE**

The general purposes for which this CCfA has been established are as follows:

The purpose for which the Non-Profit Corporation is formed as set forth in the attached Articles of Incorporation of Exhibit “A.”

The CCfA is established and shall be operated exclusively for conducting educational, cultural, and research programs; and engaging in all activities that will further and are consistent with the mission of the Corporation, including, but not limited to, public cultural performances and exhibits, presentations to groups, panel discussions, publication of literature, public education, and public relations. within the meaning of IRA Publication 557 Section 501(c) (3) Organization of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding section of any future federal tax code.

In addition, this Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the CCfA shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The CCfA shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of New York and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the CCfA. At no time and in no event shall the CCfA participate in any activities which have not been permitted to be carried on by an Arts Committee exempt under Section 501(c) of the Internal Revenue Code of 1986.

### **ARTICLE 3 – OFFICES**

The principal office of the CCfA shall be located at 65 Remsen Street, Suite 1 Cohoes, New York 12047.

The CCfA may have other such offices, as the Board of Directors may determine or deem necessary, or as the affairs of the CCfA may find a need for from time to time.

### **ARTICLE 4 – DEDICATION OF ASSETS**

The properties and assets of the CCfA are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this CCfA, on dissolution or otherwise, shall inure to the benefit of any person or any member, director or officer of this CCfA. On liquidation or dissolution, all remaining properties and assets of the CCfA shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Internal Revenue Code.

### **ARTICLE 5 – BOARD OF DIRECTORS**

#### **General Powers and Responsibilities**

The CCfA shall be governed by a Board of Directors (the “Board”), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the New York State Articles of Incorporation. The Board shall establish policies and directives governing business and programs.

#### **Number and Qualifications**

The Board shall have up to fifteen, but no fewer than five Board members. The number of Board members may be increased beyond fifteen members or decreased to less than five members by the affirmative vote of a majority of the then serving Board of Directors. A Board member need not be a resident of the State of New York.

In addition to the regular membership of the Board, representative of such other organizations or individuals, as the Board may deem advisable will be invited to participate under the following classifications.

#### **Member classification**

Board Member: Any person invited by the Board and approved as a voting member.

Associate: Any person, business or association that that supports the Mission of Choose Cohoes for Art, Inc. and wants to volunteer and participate in our activities will be considered an associate member. This is a non-voting classification.

#### **Board Compensation**

The Board shall receive no compensation other than reasonable expenses. However, provided the compensation structure complies with Sections relating to “Contracts Involving Board Members

and/or Officers” as stipulated under these Bylaws, and nothing in these Bylaws shall be construed to preclude any Board Member from serving the CCfA in any other capacity and receiving compensation for services rendered.

### **Board Elections**

The Governance Committee shall present nomination for new and renewing Board members at the Board meeting immediately preceding the beginning of the next fiscal year. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by a majority of those Board members at a Board meeting at which a quorum is present.

### **Term of Board**

All appointments to the Board shall be for a term of two years. No person shall serve more than three consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to an additional term.

### **Vacancies**

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed three (3) consecutive meetings of the Board of Directors, or a total of four (4) meetings of the Board during any one calendar year;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set for Article 5 – Meetings, that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the president of the Board, the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General is first notified, no director may resign when the CCfA would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by vote of a majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

### **Resignation**

Each Board member shall have the right to resign at any time upon written notice thereof to the President, Vice-President, and Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

### **Removal**

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a majority of then-serving Board members.

### **Meetings**

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President or any four regular Board members may call a special meeting of the Board with five days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, and email or by fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place in which to hold any special meeting of the Board.

### **Minutes**

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings which shall be delivered to the CCfA to be placed in the minute books of the CCfA and a copy of which is to be delivered to each Board member via either regular mail, hand delivered, emailed or faxed within 15 business days after close of each Board meeting.

### **Action by Written Consent**

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting for the action so taken shall be signed by all Board members. Such consent shall be placed in the minute book of the **Choose Cohoes for Art Inc.** and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original

for all purposes. In addition, facsimile signatures and electronic signatures or other electronic “consent click” acknowledgments shall be effective as original signatures.

### **Quorum**

At each meeting of the Board of Directors or Board Committees, the presence of the lesser of (a) seven (7) members or (b) one-third (1/3) of the members currently serving on the Board, but in no case less than three, shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the shall be the deciding vote. The act of the majority of the Board members servicing on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board President or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committee if during the meeting he or she is in radio or telephone communication with the other Board members participating in the meeting.

### **Proxy**

A Board member who is unable to attend a meeting of the Board or a Board Committee may vote by written proxy given to any other voting member of the Board or Committee or designated staff member who is in attendance at the meeting in question. However, a vote by proxy shall not be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three months from the date of execution. Each proxy shall be revocable unless expressly stated therein to be irrevocable or unless made irrevocable by law.

### **Board Member Attendance**

An elected Board Member who is absent from three consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President his/her commitment to the CCfA. The Board may deem a Board member who has missed six consecutive meetings without such a reevaluation with the President to have resigned from the Board.

## **ARTICLE 6 – OFFICERS**

### **Officers and Duties**

The Board shall elect officers of the CCfA which shall include a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may designate by resolution. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the president of the Board. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their office and other such duties which may be required by law, other Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of

employment. Therefore, without any bias or predisposition to the rights of any officer, that may be under any contract of employment, any officer which may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Board of Directors president, president and/or secretary of the CCfA, without bias or predisposition to all rights, if any, of the CCfA under any contract to which said officer is a part thereof. All resignations shall become effective upon the date in which the written notice of resignation was received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies, in any office because of death, resignation, disqualification, removal or for any other cause, shall be filled in accordance to the herein prescribed bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

#### **President of the Board**

It shall be the responsibility of the President of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The President is authorized to execute, in the name of the CCfA, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the CCfA.

#### **Vice President of the Board**

In the absence of, or in the event of the President's inability or refusal to act, it shall then be the responsibility of the Vice-President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

#### **Secretary**

The Secretary, or his/her designee, shall be the custodian of all records and documents of the CCfA which are required to be kept at the principal office of the CCfA, shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings in books proposed for that purpose. S/he shall attend to the giving and serving of all notices of the CCfA, and shall see that the seal of the CCfA is affixed to all documents, the execution of which on behalf of the CCfA under its seal is duly authorized in accordance with the provisions of these bylaws.

#### **Treasurer**

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the CCfA, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designation by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the CCfA, as may be ordered by the Board of Directors, and shall render to the President, Vice-President and directors, whenever

they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the CCfA.

The Treasurer shall also be responsible for filing of any required State and Federal reports.

## **ARTICLE 7 – RECORDS AND REPORTS**

### **Maintenance and Inspection of Articles and Bylaws**

The CCfA shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the director's at all reasonable times during office hours.

### **Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns**

The CCfA shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

### **Maintenance and Inspection of Other Corporate Records**

The CCfA shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the CCfA. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the CCfA shall turn over to his or her successor or the President or Vice-President, in good order, such corporate/Organization monies, books, records, minutes, lists, documents, contracts or other property of the CCfA as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the CCfA and each of its subsidiary corporations/Organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

### **Preparation of Annual Financial Statements**

The CCfA shall prepare annual financial statements using generally accepted accounting principles. The CCfA shall make these financial statements available to the New York Attorney General and members of the public for inspection no later than three months after the close of the fiscal year to which the statements relate.

### **Reports**

The Board shall ensure an annual report is to be sent to all directors within 120 days after the end of the corporation's/Organizations fiscal year, and which shall contain the following information:

- a) The assets and liabilities, including the trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of this CCfA for both general and restricted purposes during the fiscal year.
- d) The information required by Non-Profit Corporation Code concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report or independent accountants, or, if there is no such report, the certificate of an authorized officer of the CCfA that such statements were prepared without audit from the books and records of the CCfA.

## **ARTICLE 8 – COMMITTEES**

### **Committees of Directors**

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each such committee shall consist of two (2) or more directors, and may also include persons who are not on the Board, to serve at the pleasure of the Board. The Board may designate one or more alternative members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee required the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members if this were a membership.
- b) Fill vacancies on, or remove the members of the Board of Directors, or in any committee that has the authority of the Board.
- c) Fix compensation of the directors serving on the Board or on any committee.
- d) Amend or repeal the Article of Incorporation or bylaws or adopt new bylaws.
- e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.

- f) Appoint any other committees of the Board of Directors or their members.
- g) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or considerably all of the property and assets of the Arts Committee otherwise than in the usual and regular course of its business; or revoke any such plan.
- h) Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall compel the CCfA in a contract or agreement or expend CCfA funds.

#### **Meetings and Actions of Committees**

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 5 - Board of Directors of these bylaws, concerning meetings and actions of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these bylaws for the government of any committee.

#### **Executive Committee**

Pursuant to Article 7, Committee of Directors, the Board may appoint an Executive Committee composed of a minimum of at least three more directors, one of whom shall be the President of the Board (or the Vice President, the Secretary, and the Treasurer), to serve as the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the CCfA between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 7, Committee of Directors. The Secretary of the CCfA shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.

#### **Audit Committee**

The Board, at its sole discretion, shall appoint an Audit Committee, which shall otherwise govern the committee's operations, and of which the committee may be comprised of one or more persons of which may include persons other than directors of the corporation.

The membership of the Audit Committee shall not include the following persons:

- a) The President of the Board;
- b) The Treasurer of the CCfA;
- c) Any employee of the CCfA; or

- d) Any person with a material financial interest in any entity doing business with the CCfA.

## **ARTICLE 8 - STANDARD OF CARE**

### **General**

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve in such a manner as the director deems to be in the best interest of this CCfA and with such care, including reasonable inquiry, as an ordinary prudent and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the CCfA whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accounts or other persons as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence.

So long as in any such case, the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8, Conflict of Interest, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a directors, including, without limitation of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the CCfA, or assets held by it, are dedicated.

### **Loans**

The CCfA shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the New York Attorney General; provided, however, that this corporation may advance money to a director or officer of the CCfA or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

### **Conflict of Interest**

The purpose of the Conflict of Interest policy is to protect the CCfA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise benefit in the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/Organizations and is not intended as an exclusive statement of responsibilities.

### **Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors, who are considering the proposed transaction or arrangement.

### **Establishing a Conflict of Interest**

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while establishing a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

### **Addressing Conflict of Interest**

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested individual may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented, and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The President of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the CCfA can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the CCfA's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

### **Violations of Conflict of Interest Policy**

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the

basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Procedures and Records**

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Annual Statements**

Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflict of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands the CCfA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

### **Mutual Directors**

No contract or transaction or transaction between the CCfA and any New York non-profit public benefit corporation, of which one or more of its directors of the CCfA, is void or voidable because such director(s) are present at a meeting of the Board which authorizes, approves, or ratifies the contract or transaction if the material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the Board and the Board authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director(s), or if the contract or transaction is just and reasonable as to the CCfA at the time it is authorized, approved or ratified.

### **Restriction on Interested Directors**

Not more than 10 percent (0%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the CCfA for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the occupation.

### **Indemnification**

To the fullest extent permitted by law, this CCfA shall indemnify its “agents,” as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” and including an action by or in the right of the CCfA, by reason of the fact that the person is or was a person described in that in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any “proceeding” shall be advanced by the CCfA of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the CCfA for those expenses.

The CCfA shall have the power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the CCfA, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent permitted by law.

## **ARTICLE 11 – EXECUTION OF CORPORATE INSTRUMENTS**

### **Execution of Corporate instruments**

The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the CCfA.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the CCfA, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the CCfA, and other corporate/Organization instruments or documents, memberships in other corporations/Organizations, and certificates of shares of stock owned by

the CCfA, shall be executed, signed and/or endorsed by Secretary or Treasurer or any Assistant Secretary or Assistant Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the CCfA, or in special accounts of the CCfA, shall be signed by such person or persons as the Boards of Directors shall authorize to do so.

### **Loans and Contracts**

No loans or advances shall be contracted on behalf of the CCfA and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the CCfA may enter into any contract or execute and deliver any instrument in the name of and on behalf of the CCfA.

## **ARTICLE 13 – FISCAL YEAR**

The fiscal year for the CCfA shall begin on January 1 and shall end on December 31.

## **ARTICLE 14 – AMENDMENTS AND REVISIONS**

These bylaws may be adopted, amended or repealed by the vote of the majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

## **ARTICLE 15 – CORPORATE/Organization SEAL**

The Board of Directors may adopt, use and alter a corporate/Organization seal. The seal shall be kept at the principal office of the CCfA. Failure to affix the seal to any corporate/Organization instrument, however, shall not affect the validity of that instrument.

## **ARTICLE 16 – CONSTRUCTION AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Non-Profit Corporation Law as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a CCfA as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be

considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

**CERTIFICATE OF SECRETARY**

I, [NON-PROFIT\_SECRETARY\_NAME], certify that I am the current elected and acting Secretary of the benefit Choose Cohoes for Art, Inc, and the above bylaws, consisting of [NUMBER\_OF\_PAGES] pages, are the bylaws of this corporation as adopted by the Board of Directors on this [DAY\_ADOPTED] day of [MONTH\_ADOPTED] [YEAR\_ADOPTED], and that they have not been amended or modified since the above.

***EXECUTED*** on this [DAY\_EXECUTED] day of [MONTH\_EXECUTED] [YEAR\_EXECUTED], in the County of [NON-PROFIT\_COUNTY] in the State New York.

[SECRETARY SIGNATURE]  
(Duly Elected Secretary)

**EXHIBIT “A”**

**ARTICLES OF INCORPORATION**

**NONPROFIT CORPORATION ARTICLES OF INCORPORATION**

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of New York do hereby certify:

**ARTICLE 1**

The name of the Corporation shall be Choose Cohoes for Art Inc.

**ARTICLE 2**

The place in this state where the principal office of the Corporation is to be located is the City of Cohoes, Albany County.

**ARTICLE 3**

Effective Date

The effective date of incorporation shall be: upon filing by the Secretary of State.

**ARTICLE 4**

Members

The corporation will not have members

**ARTICLE 5**

Purpose

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE 6**

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

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ARTICLE 6  
Indemnification

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 7  
Distribution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this day of March \_\_\_\_, 2018.

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**ARTICLE 8**

The corporation is not for profit and a Mutual Benefit Corporation

**ARTICLE 9**

**Registered Agent and Office**

The street address of the initial registered office of the corporation is:

PO Box

Cohoes, NY 12047

The name of the initial registered agent is:

Name of agent Inc.

**ARTICLE 14**

**Incorporator**

The name and address of the Incorporator is:

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Signature

March 17, 2018