

## **BY-LAWS**

**of**

### **Friends of Youngstown, Inc.**

#### **ARTICLE I - Purposes**

Subject to limitations set forth in the Certificate of Incorporation, the purposes of Friends of Youngstown (FOY), Inc. shall be:

- (1) To support the Community of Youngstown in their efforts to revitalize, improve and ensure long term sustainability of the community in which we live. FOY will focus on Active Lifestyles, Historical Preservation and Environmental efforts.
- (2) To provide financial support to other individuals and entities engaged in similar pursuits and to seek and create opportunities to raise such funds throughout the community.

#### **ARTICLE II - Offices**

The principal office of the Corporation shall be at 350 Lockport St., PO Box 166, Youngstown, NY 14174.

#### **ARTICLE III - Membership**

There are no members of the Corporation.

#### **ARTICLE IV - Board of Directors**

Section 1. Management of the Corporation and Qualifications of Directors. The Corporation shall be managed by the Board of Directors, which shall consist of not less than three (3) and not more than eighteen (18) Directors. Each Director shall be at least eighteen (18) years of age.

Section 2. Election and Term of Directors. The Directors shall be divided into three (3) classes for the purpose of staggering their terms of office, with, as nearly as practicable, an equal number of Directors in each class. For the first year, one-third of the Directors shall be elected to serve for one year, one-third for two years and one-third for three years. Thereafter, the terms of office of Directors shall be three years. At each annual meeting of the Board of Directors, Directors shall be elected for a term of three (3) years to replace those whose terms have expired. Any member of the Board of Directors may nominate a candidate for the Board. Directors shall be elected by action of the Board as provided in Article IV, Section 7 below. In any case, a Director shall continue to serve until his or her successor shall be elected and qualified, or until his or her earlier resignation or removal.

Section 3. Newly Created Directorships and Vacancies. Newly created directorships and vacancies occurring on the Board for any reason shall be filled by action of the Board as provided in Article IV, Section 7 below; provided, however, that if the number of Directors, then in office is less than a quorum, then such positions may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office until the next annual meeting of directors, and then may be elected for the unexpired term of his or her predecessor.

Section 4. Removal of Directors. Any Director may be removed for cause by action of the Board as provided in Article IV, Section 7 below.

Section 5. Resignation. A Director may resign at any time by giving written notice to the Board, the Chairman or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

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

Section 7. Action of the Board.

(a) Unless otherwise required by law or these By-Laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one (1) vote. Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

(b) Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 8. Regular Annual Meeting. A regular Annual Meeting of the Board shall be conducted each year on a date and at a place to be fixed by the Board of Directors, for the election of Directors, adoption of a budget, and such other business as may come before the Board. Officers shall be elected at every third annual meeting.

Section 9. Regular and Special Meetings of the Board. The Board shall conduct at least one (1) regular meeting during the course of each year in addition to the Annual Meeting. Such regular meeting may be held without notice at such time and place as the Board shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the Chairman upon at least three (3) days notice to each Director by personal

delivery, electronic means, mail or overnight delivery service. Notice must be received by a Director at least three (3) days prior to the time of the special meeting. Notice of any meeting (annual, other regular or special) need not be given to any Director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him or her. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors. At all meetings of the Board, the Chairman or, in his or her absence, a chairman chosen by the Board, shall preside.

Section 10. Committees. The Board may designate from among its members, by action as provided in Article IV, Section 7 above, the following committees, each consisting of three (3) or more Directors. Each committee shall serve at the pleasure of the Board.

(a) Executive Committee. The Executive Committee shall consist of the officers of the Board and the most recent past Chairman (if a Director). The Chairman/President shall serve as Chair. Except as otherwise provided by law or in these By-Laws, the Executive Committee shall have all the authority of the Board and may act on behalf of the Corporation in any matter when the Board of Directors is not in session, but the Committee shall not take final action on behalf of the Corporation unless it is reasonably necessary to the accomplishment of the purposes of the Corporation to take such action prior to the next meeting of the Board of Directors, and in that event the Committee shall report such action to the Board at its next meeting.

(b) Special Committees. The Board may from time to time create such special committees as may be deemed advisable. The members of such committees shall be appointed by the Chairman/President with the prior consent of the Board.

Section 11. Limitation of Authority of Committees. No committee shall have authority as to the following matters:

- (a) The filing of vacancies in the Board of Directors or in any committee.
- (b) The fixing of compensation of the Directors for serving on the Board or any committee.
- (c) The amendment or repeal of the By-Laws or the adoption of new By-Laws.
- (d) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Section 12. No Compensation. The Directors shall not receive any compensation for their services, but they may be reimbursed for any reasonable expenses incurred on behalf of the Corporation.

## **ARTICLE V - OFFICERS**

**Section 1. Offices, Election, Term.** The officers of the Corporation shall be a Chairman, Vice-Chairman, Secretary, Treasurer, and such other officers as the Board may determine, who shall have duties, powers and functions as provided by these By-Laws or by resolution of the Board. Any two (2) or more offices may be held by the same person, except the offices of Chairman and Secretary. The officers shall be elected at the first annual meeting of the Board to hold office for a term of three years ending at the annual meeting held in the third year after such election or until his or her successor has been elected and qualified. Thereafter, officers shall be elected at every third annual meeting of the Board.

**Section 2. Removal, Resignation, Salary.** Any officer may be removed by the Board with or without cause. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect a successor to fill the unexpired term. All officers shall serve without compensation.

**Section 3. Chairman.** The Chairman shall have the general powers and duties of supervision and management of the Corporation; shall preside at all meetings of the Board; shall serve as Chair of the Executive Committee and ex-officio member of all other committees; and shall be authorized to sign checks of the Corporation in the absence of the Treasurer. The Chairman shall perform all duties incident to the Office of Chairman and such other duties as are properly assigned to the Board.

**Section 4. Vice-Chairman.** During the absence or disability of the Chairman, the Vice-Chairman shall have all the powers and functions of the Chairman. The Vice-Chairman shall perform such other duties as the Board shall prescribe.

**Section 5. Treasurer.** The Treasurer shall have the care and custody of all the funds and securities of the Corporation; shall deposit said funds in the name of the Corporation in such bank or trust company as the Board may elect; shall sign all checks, drafts, notes, and orders for the payment of money, provided that checks over \$2,000 shall also be signed by another officer; shall give a statement of receipts and disbursements at regular meetings of the Board; shall propose the annual budget of the Corporation; and shall perform all other duties incident to the office of Treasurer or as are properly required by the Board.

**Section 6. Secretary.** The Secretary shall have charge of the records of the Corporation; keep the minutes of the meetings of the Board; shall attend to the giving and serving of all notices of the Corporation; attend to such correspondence as may be assigned; and shall perform all duties incidental to the office.

## **ARTICLE IV - INDEMNIFICATION**

The Corporation shall indemnify any person made, or threatened to be made, a party to an action or proceeding by reason of the fact that such person or his or her testator or intestate is

or was a director or officer of the Corporation, or (to the extent not indemnified thereby) served any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Corporation in the capacity of officer or director in the case of actions in the right of the Corporation and in any capacity in the case of all other actions, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, in the manner and to the full extent allowed by the Not-for-Profit Corporation Law, provided that no such indemnification shall be required with respect to any settlement or other non adjudicated deposition of any threatened or pending action or proceeding unless the Corporation has given its prior consent to such settlement or other disposition. The Corporation is authorized to the full extent allowed by the Not-for-Profit Corporation Law to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors and officers under the provisions of the Not-for-Profit Corporation Law, to indemnify directors and officers in instances in which they may be indemnified by the Corporation under the provisions of the Not-for-Profit Corporation Law, and to indemnify the directors and officers in instances in which they may not otherwise be indemnified under the provisions of the Not-for-Profit Corporation Law.

#### **ARTICLE VII - FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year.

#### **ARTICLE VIII - AMENDMENTS**

These By-Laws may be amended only by the affirmative vote of a majority of the Directors present at the time of the vote, provided a quorum is present.

Adopted: 5/13/2023