

GREENPOINT WATERFRONT ASSOCIATION FOR PARKS & PLANNING, INC.

CORPORATE BY-LAWS

ARTICLE I.

Name, Territory and Office

Section 1. *Name.* The Corporation shall be known as Greenpoint Waterfront Association for Parks & Planning, Inc. (hereinafter “the Corporation”).

Section 2. *Territory.* The Corporation shall conduct operations primarily in the City of New York, in the State of New York, primarily in the Borough of Brooklyn, subject to changes by the aforementioned Corporation.

Section 3. *Office.* The principal office of the Corporation shall be located in the County of Kings, State of New York. This office shall direct Corporation activities and be the depository for all Corporation records. The Corporation may also have offices at such other places within the state as the board may from time to time determine or the business of the Corporation may require.

ARTICLE II.

Purpose

The Corporation has purposes that are “charitable” and “educational” in nature, as said terms are defined by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and, in so doing, shall:

- a. foster public awareness of, and educate the public regarding the environmental, waterfront, open space, parks and city planning issues affecting quality of life, particularly in the Greenpoint and Williamsburg neighborhoods of Brooklyn and their environs;
- b. conduct any and all lawful activities that may be useful in accomplishing the foregoing purposes.

ARTICLE III.

Membership

This Corporation shall have no Members.

ARTICLE IV.

Board of Directors

Section 1. *General Management.* The general management of the affairs of this Corporation shall be vested in a Board of Directors. The Board of Directors shall have control of the property of the Corporation and shall determine its policies with the advice of its various committees. It shall have power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this Corporation and to promote its best interest.

Section 2. *Number.* The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) members, the number of Directors to be determined from time to time by resolution of the entire Board of Directors provided that no decrease in the number of Directors shall shorten the term of any incumbent Director. As used in this Article, the term "the entire Board of Directors" shall mean the total number of Directors entitled to vote that the Corporation would have if there were no vacancies.

Section 3. *Qualifications.* Each member of the Board of Directors must be at least eighteen (18) years of age and committed to advancing the purposes of the Corporation.

Section 4. *Selection Procedure, Terms of Office, Newly Created Directorships & Vacancies*

4.1. *Selection Procedure.* At each Annual Meeting, the Board of Directors, by a plurality of the votes cast, shall elect new Directors to replace those whose terms are expiring to terms of three (3) years.

4.2. *Terms of Office.* The term of office for a Board member shall be three (3) years unless otherwise provided in these By-Laws. One-third of the members shall be selected every three years. The terms of office for all Directors shall begin on the day of their election and shall conclude upon the election of their successors.

4.3. *Newly Created Directorships.* Newly created Directorships resulting from an increase in the number of Directors shall be filled by vote of a majority of Directors then in office, regardless of their number. Directors elected to fill newly created Directorships shall hold office in accordance with their classification and until their successors have been elected and qualified.

4.4. *Vacancies.* A vacancy in office shall arise upon the death, resignation or removal of a Director. A vacancy on the Board of Directors occurring in the interim between Annual Meetings may be filled by an interim successor appointed by the Board of Directors. At the next Annual Meeting following the vacancy, the Board may elect, by a vote of a majority of Directors, a permanent successor for the vacated position. Directors elected to fill vacancies shall hold office for the remainder of the term of the vacated position in accordance with the classification of said position and until their successors have been elected and qualified.

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

Section 6. *Suspension & Removal.*

6.1. *Suspension.* Any or all of the members of the Board of Directors may be suspended for cause by a two-thirds (2/3) majority vote of the Board at any Annual Meeting, Regular Meeting or Special Meeting of the Board called for that purpose, provided there is a quorum for the meeting at which the action is taken. The period of suspension can last only until such time as the next Annual Meeting. At any meeting where a vote is to be taken to suspend a member of the Board, the Director in question may attend and shall be given a reasonable opportunity argue in his/her defense.

6.2. *Removal.* Any or all of the members of the Board of Directors may be removed with or without cause by a two-thirds (2/3) majority vote of the Board at any Annual Meeting or Special Meeting of the Board called for that purpose, provided there is a quorum for the meeting at which the action is taken. At any meeting where a vote is to be taken to remove a member of the Board, the Director in question may attend and shall be given a reasonable opportunity argue in his/her defense.

Section 7. *Meetings.*

7.1. *Annual Meetings.* The Board of Directors shall convene an Annual Meeting each year for the purpose of electing Directors and transacting such other and further business of the Corporation as may be required.

7.2. *Regular Meetings.* The Board of Directors shall endeavor to convene Regular Meetings on a monthly basis. Regular Meetings of the Board of Directors may be held at such times as may be fixed from time to time by resolution of the Board of Directors.

7.3. *Special Meetings.* Special Meetings of the Board of Directors shall be held whenever called by the President, the Secretary, or any three (3) Directors. Notice of Special Meetings shall be given personally or by telephone, electronic mail, facsimile or first class mail and shall state the purposes, time and place of the meeting. If notice is given personally or by telephone it shall be given not less than three (3) days before the meeting; if it is given by electronic mail, facsimile or first class mail, it shall be given not less than five (5) days before the meeting.

Section 8. *Waivers of Notice.* Notice of a meeting need not be given to any Director who submits a signed 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.

Section 9. *Place of Meetings.* The Board of Directors may hold its meetings at the principal office of the Corporation, or at such place or places within or without the State of New York as the Board of Directors may from time to time by resolution determine.

Section 10. *Quorum.* A quorum shall be required for the legal and proper conduct of the business of the Board of Directors. A majority (50% + 1) of the total number of members of the Board of Directors then in existence shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Directors.

Section 11. *Adjournment.* A majority of Directors present at a meeting of the Board of Directors, whether or not a quorum is present, may adjourn any meeting to another time and place. Reasonable notice, given personally or by telephone, electronic mail, facsimile or first class mail, of the adjournment shall be given to all Directors who were absent at the time of the adjournment, and unless the purposes, time and place of the meeting are announced at the adjourned meeting, to the other Directors.

Section 12. *Action by the Board of Directors.*

12.1. *Action Defined.* Except as otherwise provided by law or in these By-Laws, an "Action," or "Act," of the Board of Directors shall mean an action at a meeting of the Board authorized by vote of a majority of the Directors present at the time of the vote, provided a sufficient quorum is present. The purchase sale, mortgage or lease of real property shall only be authorized by vote of a two-thirds (2/3) majority of the Directors present at the time of the vote, provided a sufficient quorum is present. The sale, lease, exchange or other disposition of all, or substantially all, the assets of the Corporation shall only be authorized by vote of a two-thirds (2/3) majority of the Directors present at the time of the vote, provided a sufficient quorum is present, and a court of competent jurisdiction in the county where the Corporation maintains its principal place of business, if required by law.

12.2. *Written Consent.* 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 consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

12.3. *Electronic Communication.* Any one (1) or more members of the Board of Directors 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. Participation by such means shall constitute presence in person at a meeting.

Section 13. *Voting.* Each member of the Board of Directors shall have one vote.

ARTICLE V.

Officers

Section 1. *Officers, Election, Term.* The Board of Directors shall elect by majority vote a President, Secretary and Treasurer, and such other Officers as it may determine, who shall be given such duties, powers and functions as hereinafter provided. Officers shall be elected to hold office for one (1) year from the date of election. Each Officer shall hold office for the term for which he or she is elected and until his or her successor has been elected. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. *Suspension, Removal and Resignation.* Officers serve at the discretion of the Board of Directors. Any Officer elected by the Board may be suspended or removed by the Board. In the event of the death, incapacitation, resignation, suspension or removal of an Officer, the Board shall appoint an acting successor to fill the un-expired term.

Section 3. *Duties.*

3.1. *President.* The President shall be the principal volunteer executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors by these by-laws or by statute to some other Officer or agency of the Corporation. The President is the sole member of the Board of Directors that can speak on behalf of the Corporation unless the President and/or the Board of Directors have otherwise delegated that authority or authority is granted otherwise within these By-Laws. In general, the President shall perform all duties as may be prescribed by the Board of Directors from time to time.

3.2. *Vice President.* In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President and/or the Board of Directors.

3.3. *Secretary.* The Secretary shall ensure that the minutes of the meetings of the Members, and the Board of Directors and its committees are recorded and maintained in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, and be custodian of the corporate records of the Corporation. The Secretary shall keep a register of the post office address, telephone number and, where appropriate electronic address of each member of the Board of Directors and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President and/or the Board of Directors. In addition, the Secretary shall notify members of the Board of Directors of their election to office or their appointment to committees and keep a record of the transactions of the Corporation. The Secretary may delegate recording and other duties as she may deem appropriate. The Secretary shall perform such other duties as from time to time may be assigned to him/her by the President and/or the Board of Directors.

3.4. *Treasurer.* The Treasurer shall be responsible for the supervision of an account of all monies received or expended by the by the Corporation and shall keep the Board of Directors informed on all pertinent financial matters. The Treasurer shall provide a financial report at all regular meetings of the Board in a format prescribed by the Board; and, shall serve as the Board's liaison with the independent auditor. He/she shall serve on the Audit and Finance committee, but shall be precluded from serving as Chair. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her by the President and/or the Board of Directors.

ARTICLE VI.

Committees

Section 1. *Appointments.*

1.1. *Standing Committees.* At its discretion, the Board of Directors may appoint standing corporate committees.

1.2. *Ad Hoc Committees.* Additional committees may be created and appointed by the President with the consent of the Board of Directors as needed for special purposes.

Section 2. *Powers and Responsibilities.* Each committee and every member thereof shall serve at the pleasure of the Board of Directors. No committee shall have the power to represent, bind or otherwise speak for the Corporation without the express consent of the Board of Directors. Each committee shall keep minutes of proceedings and regularly report to the Board of Directors.

Section 3. *Number of Committee Members & Qualifications.* All committees of the Corporation shall consist of at least three (3) Directors. The Board of Directors may establish or waive qualifications for committee membership at its discretion. Committees may be comprised of Directors or other individuals otherwise unaffiliated with the Corporation at the discretion of the Board of Directors.

Section 4. *Meetings.* Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President of the Corporation or the Chairperson of the Committee or by a majority vote of all of the members of the Committee.

Section 5. *Quorum and Manner of Acting.* Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the committees of the Board shall be subject at all times to the directives of the Board of Directors.

Section 6. *Executive Committee.* The Board of Directors, at its discretion may appoint an Executive Committee to be comprised of the elected Officers of the Corporation, to wit: President, Vice President, Secretary and Treasurer. Additional members of the Board of Directors may be appointed to serve on the Committee at the discretion of the Board. The President shall serve as the President of the Executive Committee. The Executive Committee shall maintain surveillance of the business and affairs of the Corporation and shall be empowered to transact only such business as may be necessary between meetings of the Board of Directors. The Committee shall be responsible for overseeing the personnel affairs of the Corporation, including, but not limited to developing and reviewing personnel policies and hiring, training, supervising evaluating and, if necessary, terminating the Corporation's Executive Director. The Committee shall also be responsible for ensuring that the Corporation engages in strategic planning. Meetings of the Committee may be called by the President or by any two (2) members of the Committee. The Committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board of Directors.

ARTICLE VII.

Fiscal Year & Annual Audit

Section 1. *Fiscal Year.* The fiscal year for the corporation shall be the calendar year.

Section 2. *Annual Audit.* Should an audit be required by statute or regulation, the accounts of the Corporation shall be audited in a manner in compliance with said statute or regulation. In all instances, any retained Certified Public Accountant, his or her firm, or any related entity, shall only perform audit-related business, and no other business whatsoever, for the Corporation.

ARTICLE VIII.

Compensation, Reimbursement & Loans

Section 1. *Director & Officer Compensation.* No elected Director, Officer or member of a Committee shall receive compensation for his/her services. The Board of Directors shall be empowered to provide reasonable compensation, together with reimbursement for reasonably incurred expenses, for offices or positions not afforded voting privileges for purposes of corporate decision-making, such as the position of Executive Director.

Section 2. *Reimbursement.* Notwithstanding the mandates of this Article, at the discretion of the Board of Directors, individual Directors, Officers, members of Committees and employees may be reimbursed in an amount determined by the Board for expenses reasonably incurred by them in the performance of their duties.

Section 3. *Loans.* No loans shall be made by the Corporation to its Directors, Officers, members of committees or to any other corporation, firm, association or other entity in which one or more of its Directors, Officers or committee members are Directors or Officers or hold a substantial financial interest, except as may be permitted by law.

ARTICLE IX.

Contracts, Loans, Bank Checks & Drafts & Bank Deposits

Section 1. *Contracts.* The Board of Directors, except as these By-Laws may otherwise provide, may authorize any officer or officers, agent or agents, in the name of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but unless so authorized by the Board of Directors, or expressly authorized by these By-Laws, no Officers, agents or employees shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it financially liable in any amount for any purpose.

Section 2. *Loans.* No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 3. *Bank Checks and Drafts.* All bank checks and drafts and all other such orders for the payment of monies out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. *Bank Deposits.* All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE X.

Duty of Care, Loyalty & Obedience and Conflicts of Interest

Section 1. *Duty of Care, Loyalty & Obedience*

1.1. *Duty of Care.* All members of the Board of Directors shall exercise that same care that a reasonable person, with similar abilities, acumen & sensibilities, would under similar circumstances at all times. A director, an officer or employee will undertake to understand all, or substantially, all of the consequences of their actions or the omissions of their actions.

1.2. *Duty of Loyalty.* No officer, director or employee shall engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No officer, director or employee shall take any action, or establish any interest, that compromises his/her ability to represent the Corporation's best interest.

1.3 *Duty of Obedience.* No officer, director or employee shall disobey a majority decision of the Board of Directors.

Section 2. *Conflicts of Interest.*

2.1. *Definition.* A conflict of interest exists when a matter to be acted upon by the Board of Directors confers a direct, substantial benefit to any Officer or Director of the Board, or business or agency from which such an Officer or Director derives an income or has authority in governance.

2.2. *Disclosure.* A member of the Board with a real or potential conflict shall disclose the conflict or potential conflict as soon as he/she recognizes the conflict. If self-disclosure is not revealed, the Board President or any member of the Board of Directors can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the President or any other member of the Board states the opinion that such a conflict exists and the challenged Board member refuses to abstain from the deliberations or voting as requested, the President shall immediately call for a vote of the Directors to determine whether the challenged Director is in a conflict of interest. If a majority of the Directors present vote to require the abstention of the challenged Director, that Director shall not be permitted to vote.

2.3. *Abstention.* A member of the Board of Directors shall abstain from voting on any matter before the Board that places him or her in a conflict of interest.

Section 3. *Code of Ethical Conduct for the Board of Directors.* Upon being seated as members of the Board of Directors, and annually thereafter, each Director shall be required to execute a document entitled "Code of Ethical Conduct for the Board of Directors" and thereafter abide by the terms of said Code for the duration of their term on the Board.

Article XI.

Anti-Discrimination & Harassment

Discrimination or harassment of any kind is not productive and will not be tolerated by this Corporation. Any individual bound by these by-laws who is subject to unfair treatment, inappropriate conduct or abusive behavior relating to race, ethnicity, national origin, gender, religion, age, disability, veteran status, marital status, sexual orientation, political or union affiliation, or records of arrests or convictions, or who experiences inappropriate physical touching or suggestive language is encouraged to report it immediately to the Chair or President. Any individual bound by these by-laws who is aware of such unfair treatment, inappropriate conduct, abusive behavior, inappropriate physical touching or suggestive language must report such activity immediately. Appropriate policies concerning workplace discrimination and harassment will be reflected in the personnel procedures and program procedures promulgated by the Corporation. However, nothing in this Article will bind the staff of the Corporation, who will instead be covered by the procedures contained in their personnel policies and program procedures.

ARTICLE XII.

Fundamental Corporate Changes

Fundamental Corporate Changes & Property/Asset Acquisition & Disposition

Section 1. *By-Law Amendment.* These By-Laws may be amended, repealed or altered in whole or in part by a two-thirds (2/3) majority vote of the members of the Board of Directors present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose.

Section 2. *Certificate of Incorporation.*

2.1. *Amendment.* The corporation's Certificate of Incorporation may be changed or amended, in whole or in part, by a two-thirds (2/3) majority vote of the Board of Directors present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, provided all statutory approvals are subsequently secured and any Certificate of Change or amendment is accepted for filing by the New York State Department of State.

2.2. *Governing Effect.* If there is any conflict between the provisions of the Certificate of Incorporation and the By-Laws, the provisions of the Certificate of Incorporation shall govern.

Section 3. *Creation of Parent/Subsidiary Relationship.* This Corporation may enter into a parent/subsidiary relationship with another corporation, or form a corporation for purposes of creating a parent/subsidiary relationship, by a two-thirds (2/3) majority vote of the Board of Directors present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose.

Section 4. *Merger or Consolidation.* This Corporation may be merged or consolidated by a two-thirds (2/3) majority vote of the Board of Directors present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, provided all statutory approvals are subsequently secured and any Certificate of Change or amendment is accepted for filing by the New York State Department of State.

Section 5. *Dissolution.* This Corporation may be dissolved by a two-thirds (2/3) majority vote of the Board of Directors present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose. Upon dissolution of the Corporation, any residual assets shall be donated to a not-for-profit corporation(s) with similar purposes of this Corporation.

Section 5. *Property Acquisition & Asset Disposition.* The purchase, mortgage, sale, exchange, transfer, or long-term lease (five (5) or more years) of real property or disposition of all, or substantially, corporate assets shall only be authorized by vote of a two-thirds (2/3) majority of the Board of Directors present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, and the transaction is approved by a court of competent jurisdiction in the county where the Corporation maintains its principal place of business, if required by statute.

CODE OF ETHICAL CONDUCT FOR THE BOARD OF DIRECTORS

As a 501(c)(3) not-for-profit corporation, Greenpoint Waterfront Association for Parks & Planning, Inc. (hereinafter “the Corporation”) is committed to maintaining the highest standard of conduct in carrying out its fiduciary duties of care, obedience and loyalty in pursuit of its charitable mission. As such, each and every board member shall adhere to the following code of conduct:

By-Laws & Policies

- Be aware of and fully abide by the constitution, bylaws, rules and regulations of the Corporation and policies of the corporation, pursuant to the Not-for-Profit Corporation Law (N-PCL) of the State of New York.
- Ensure compliance of the corporation with all laws, regulations and contractual requirements.
- Respect and fully support the duly made decisions of the board in accordance with their fiduciary duties of obedience and loyalty.
- Respect the work and recommendations of committees who are duly charged and have convened and deliberated accordingly, pursuant to the N-PCL.
- Work diligently to ensure that the board fully assumes its role as a policy-making, governing body.
- View and act towards the Chief Executive Officer as the chief administrative officer with the sole responsibility for the day-to-day management of the organization, including personnel, and for implementation of board policies and directives.

Informed Participation

- Attend most, if not all, meetings of the board and assigned committees.
- Keep well-informed of all matters, including financial, that come before the board and/or assigned committees.
- Respect and follow the “chain of command” of the board and administration.
- Constructively and appropriately bring to the attention of the board, officers, committee chairs and/or appropriate staff any questions, personal views, opinions and comments of significance on relevant matters of governance, policymaking and our constituencies.
- Oppose, on the record, board actions with which one disagrees or is in serious doubt.
- Appropriately challenge, within the structure and bylaws of the corporation, those binding decisions that violate the legal, fiduciary or contractual obligations of the corporation.
- Do not fully commit to others or self to vote a particular way on an issue before participating in a deliberation session in which the matter is discussed and action duly taken.
- Act in ways that do not interfere with the duties or authority of staff.

Conflict of Interest, Representation & Confidentiality

- Represent the best interests of the corporation at all times and to declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith, on behalf of the best interests of the corporation. This includes those interests or conflicts that may pertain to another entity related to the Corporation.
- Conform to the procedures for such disclosure and actions as stated in the bylaws or otherwise established by the board, pursuant to N-PCL.
- Will not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because, or as a result, of the board member’s affiliation with the Corporation.
- Publicly support and represent the duly made decisions of the Board.

- Speak positively of the organization to the Corporation members, and all current and potential stakeholders and constituencies.
- Do not take any public position representing the Corporation on any issue that is not in conformity with the official position of the corporation.
- Do not use or otherwise relate one's affiliation with the board to independently promote or endorse political candidates or parties for the purpose of election.
- Maintain full confidentiality and proper use of information obtained as a result of board service in accordance with board policy or direction.

Interpersonal

- Speak clearly, listen carefully to and respect the opinions of fellow board members and key staff.
- Promote collaboration and partnership among all members of the board.
- Maintain open communication and an effective partnership with the Board's officer and committee leadership.
- Be "solution focused", offering criticism only in a constructive manner.
- Do not filibuster or engage in activities during meetings that are intended to impede or delay the progress and work of the board because of differences in opinion or other personal reasons.
- Always work to develop and improve one's knowledge and skills that enhances one's abilities as a board member.

Disclosure of Conflicts of Interests...

Please circle 'Yes' or 'No' and answer as appropriated.

1. Have you had a direct or indirect business relationship during the past fiscal year or current year with the Corporation through ownership of more than 35% with any person who is a current or former officer, director, trustee or key employee of the Corporation?

Yes (please describe below) No

2. Do you have a family member who had a direct or indirect business relationship with the Corporation during the past fiscal year or current year?

Yes (please describe below) No

3. Did you serve as an officer, director, trustee, key employee, partner or member of an entity (or a shareholder of a professional corporation) that did business with the Corporation during the past fiscal year, is currently or may be doing business in the current fiscal year?

Yes (please describe below) No

According to the Conflict of Interest provisions in the Corporation's by-laws as presented below, please state any relevant disclosures that are not covered by the previous questions.

Section 1. Duty of Care, Loyalty & Obedience.

- a. All members of the Board of Directors shall exercise that same care that a reasonable person, with similar abilities, acumen & sensibilities, would exercise under similar circumstances at all times. A director, an officer or employee will undertake to understand all, or substantially, all of the consequences of their actions or the omissions of their actions;
- b. No officer, director or employee shall engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No officer, director or employee shall take any action, or establish any interest, that compromises his/her ability to represent the Corporation's best interest;
- c. No officer, director or employee shall disobey a majority decision of the Board;
- d. All members of the Board of Directors, all Officers of the Corporation and all employees of the corporation are hereby bound to Fiduciary duty for and on behalf of the corporation, such that the interests of the corporation shall remain paramount to any and all of their personal interests whatsoever. All members of the Board of Directors, all officers of the corporation and all employees shall exercise their Fiduciary Duty at all times, especially when making a decision on behalf of the corporation.

Section 2. Conflict of Interest.

- a. A conflict of interest does exist when a matter to be acted upon by the Board of Directors confers a direct, substantial benefit to any Director of the Board, or business or agency from which such a Director derives an income or has authority in governance;
 - b. A member of the Board of Directors shall abstain from voting or attempting to influence the vote on any matter before the Board that places him or her in a conflict of interest. Said board member shall disclose the conflict or potential conflict as soon as he/she recognizes the conflict. If self-disclosure is not revealed, the Board President or any member of the Board of Directors can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Board desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the President or any other member of the Board states the opinion that such a conflict exists and the challenged Board member refuses to abstain from the deliberations or voting as requested, the President shall immediately call for a vote of the Directors to determine whether the challenged Director is in a conflict of interest. If a majority of the Directors present vote to require the abstention of the challenged Director, that Director shall not be permitted to vote;
 - c. Each member of the Board of Directors shall annually sign the Code of Ethics as developed by the Board, which shall further explain the expected duties of all Board members and the methods to exercise their obligations under these bylaws;
 - d. The Corporation is dedicated to the development of a strong nonprofit sector and representatives of that sector may sit on its Board of Directors and still qualify for services offered by the Corporation. Participation as a member of the Board does not preclude an organization that the board member is affiliated with from receiving services. Affiliation includes, but not limited to an organization for which the board member is employed by, or is a member of its Board of Directors. . The receipt of services or the potential of receiving services may, however, constitute a conflict of interest from time to time as defined herein. In the event that such a conflict of interest is determined to compromise the individual Board member's ability to represent the Corporation's best interest regarding a specific issue or action before the board, the procedures stated in the Article are in force.
4. Did you have during the past fiscal year, have currently or anticipate having conflicts as defined in the bylaws that has not been previously disclosed herein?

Yes (please describe below) No

Certification

I, the undersigned, certify that I have read and understand the Code of Ethical Conduct of the Corporation. I agree that my actions will fully comply with the statements and intent of the Code of Ethical Conduct. I affirm that neither I, nor any member of my family or household, has had an interest or taken any action which counters the conflict of interests' policies of the organization or impedes my ability to act as a fiduciary and in the best interests of the corporation, except potentially those interests or actions as stated and fully disclosed below.

(Board Member Signature)

Date

Other Disclosure of Conflicts of Interests...

Nature of Conflict(s)
