

## **By-Laws of Friends of Mott Hall II, Inc.**

### ARTICLE I – NAME. PURPOSE

Section 1. Name. The name of the corporation is Friends of Mott Hall II, Inc. (the “Corporation”), a type B corporation as defined in Section 201 of the Not-for-Profit Corporation Law of the State of New York.

Section 2. Purpose. The Corporation is formed, and shall be operated, exclusively for charitable, educational and literary purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the “Code”). *The purpose of the Corporation is to support Mott Hall II, a public school within the county of New York, State of New York, through a broad spectrum of fundraising to improve, support and promote the education and overall experience of the children in the school. The funds will be used to augment and enrich classroom and afterschool education, including additional instructional or after school staff, educational and classroom materials, athletic teams and afterschool clubs and activities, technology, and other student-centered purposes, and physical, infrastructure and technology improvements which directly benefit students or the improved operation of the school.*

### ARTICLE II – MEMBERSHIP

The Corporation shall have no members.

### ARTICLE III – BOARD OF DIRECTORS

Section 1. Powers and Number. The Corporation shall be managed by the Board of Directors (the “Board”). The Directors shall have the power to elect directors and take all other action necessary to carry out the purposes of the Corporation. The number of Directors constituting the entire Board shall be determined by a vote of the majority of the entire Board from time to time, and shall be at least three (3) but no more than seven (7).

Section 2. Election and Term of Office. *The initial Directors shall be the persons named in the certificate of incorporation, and they shall serve until the organizational meeting, when the first Board of Directors shall be elected or assume office due to ex officio status. At each annual meeting, the Board, by majority vote, shall elect Directors to hold office for a term of one year, and each such Director shall continue in office for such term and until such Director's successor shall have been elected or qualified, or until such Director's death, resignation or removal. Directors may be re-elected for successive terms. All directors of the Corporation shall be ex-officio appointees, current members of the school administration or current members of the PTA.*

Ex-Officio members of the Board of Directors shall include:

- *The current principal of Mott Hall 2 (A NYC DOE employee.)*
- *The current director or co-directors (NYC DOE employees) of Mott Hall 2.*
- *The current assistant principal or principals (if there is more than one.)*
- *The co-presidents of the Mott Hall 2 PTA or successor organization.*
- *The current treasurer of the Mott Hall 2 PTA or successor organization.*

Section 3. Newly Created Directorships and Vacancies. Newly created Directorships and vacancies among the Directors may be filled by a majority vote of the Directors, and the Directors so elected shall serve until the next annual meeting.

Section 4. Resignations. Any Director may resign from office at any time by delivering a resignation in writing to the President or Secretary, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

Section 5. Removal. Any Director may be removed at any time with cause by a majority vote of the entire Board, such removal to take effect immediately upon such vote.

Section 6. Location of Meetings. All meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof.

Section 7. Annual Meetings. The annual meeting of the Board for the election of Directors and officers of the Corporation and for the transaction of such other business as may properly come before the meeting, shall be held at such time and place as may be specified by the Board, and shall occur after the annual meeting of the PTA at which PTA elections are held.

Section 8. Other Regular Meetings. With respect to regular meetings other than the annual meeting, the Board shall meet at times and places to be specified by the Board.

Section 9. Special Meetings. Special meetings of the Board may be called at any time by the President or Treasurer or upon written demand of not less than one-half (1/2) of the entire Board.

Section 10. Notice of Meetings. Notice of the time and place of each meeting of the Board

shall be sent to each Director, via electronic mail, or by telephone no less than forty-eight (48) hours before the time at which such meeting is to be held.

Section 11. Quorum and Voting. Unless a greater proportion is required by law, one-half (1/2) of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or by 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.

Section 12. Meetings may be held by telephone or videoconference. Upon a majority vote the Board may decide to meet via telephone or videoconference.

Section 13. Presence at Meeting by Telephone. Any one or more members of the Board or any committee thereof may participate in any meeting of the Board or of such committee by means of a conference telephone or similar equipment allowing all persons participating in such meeting to hear one another at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 14. Action by Written Consent. The board may choose to vote on any proposal other than the elections of new board members or selection of officers, via email or telephone. Except as otherwise required or permitted by law, any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting if all members of the Board or of such committee are informed in writing (including via electronic mail) of the proposed resolution, and a majority of the Board or such committee consents in writing (including via electronic mail) to the adoption of a resolution authorizing the action. The resolution and written consents thereto shall be filed with the minutes of the proceedings of the Board or of such committee.

Section 15. Compensation. Directors of the Corporation shall receive no compensation.

Section 16. Reimbursements. *WHAT DOES DOE language say?*

#### ARTICLE IV – OFFICERS, EMPLOYEES, AGENTS

Section 1. Number, Titles and General Powers. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, up a Treasurers and such other officers, as the Board may from time to time appoint. The other officers of the Corporation must be Directors. One person may hold two or more offices, except the offices of President and Secretary. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity. Each officer has the power to

sign alone, unless these By-Laws or the Board shall specifically require an additional signature, in the name of the Corporation all contracts authorized either generally or specifically by the Board.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by the Board at the organizational meeting of initial Board members and at every annual meeting thereafter. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until the annual meeting of the Board following such officer's election or until a successor shall have been elected and shall have qualified, or until such officer's earlier death, resignation or removal. Officers must be members of the school administration or PTA, and ex officio directors of the Board.

Section 3. Employees. The Board may not appoint employees. The Board may not delegate to any agent any powers possessed by the Board.

Section 4. Contractors or agents. The Board may pay independent contractors or other vendors to perform ad hoc work that supports the Corporations mission.

Section 5. Removal. Any officer of the Corporation may be removed from their position with or without cause by a vote of the majority of the entire Board. Ex officio members may not be removed from the Board by board vote, but maybe removed from their Board office by board vote.

Section 6. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board.

Section 6. President: Powers and Duties. The President shall have general supervision of the affairs of the Corporation, and shall keep the Board fully informed about the activities of the Corporation. The President shall serve as the Chairperson, to be present at and preside over all meetings of the Board. The President has the power to sign alone, unless these By-Laws or the Board shall specifically require an additional signature, in the name of the Corporation all contracts authorized either generally or specifically by the Board. The President shall perform such other duties as shall from time to time be assigned by the Board.

Section 7. Vice President: Powers and Duties. The Vice President shall have such powers and duties as may be assigned to him/her by the Board, including chairing committees on special subjects as designated by the Board. In the absence of the President, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in

the order of their election) shall perform the duties of the President.

Section 8. Secretary: Powers and Duties. The Secretary shall act as secretary of all meetings. The Secretary shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary (including taking and distributing minutes, agendas and announcements, and maintaining corporate records), subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.

Section 9. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. At the annual meeting of the Board and whenever else required by the Board, the Treasurer shall render a statement of the Corporation's accounts. The Treasurer shall at all reasonable times exhibit the Corporation's books and accounts to any officer or Director of the Corporation as well as to any officer of the PTA, and shall perform all duties incident to the position of Treasurer subject to the control of the Board.

## ARTICLE V – COMMITTEES

Section 1. Committees of the Board. The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an executive and other standing committees. The President shall appoint a chairperson of each committee. Each committee so appointed shall consist of three or more Directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

1. the filling of vacancies on the Board or on any committee;
2. the amendment or repeal of the by-laws or the adoption of new by-laws; or
3. the amendment or repeal of any resolution of the Board which by its terms shall not be subject to amendment or repeal.

At any meeting of such standing committee, the presence of a majority of its members then in office shall constitute a quorum for the transaction of business. Special committees may be appointed by the President with the consent of the Board and shall have only the powers specifically delegated to them by the Board, provided that no such committee shall have any powers not authorized for standing committees pursuant to this Section 1 of this Article V.

Section 2. Committees of the Corporation. The Board may create committees other than standing or special committees to be committees of the Corporation. Any such

committees created by the Board shall be appointed by the President with the consent of the Board. Such committees may consist of Directors and others.

#### ARTICLE VI – CONTRACTS, CHECKS, BANK ACCOUNTS AND FUNDS

Section 1. Checks, Notes and Contracts. The Board is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and other documents. Checks and other financial instruments shall be signed by the Treasurer (or another PTA member of the Board) and countersigned by a Director representing the

Section 2. Bank account. The funds of the Corporation must be retained in cash at a bank within one half mile of Mott Hall 2.

Section 3. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

#### ARTICLE VII – OFFICE AND BOOKS

Section 1. Office. *The office of the Corporation shall be located at Mott Hall 2 ADDRESS Street, New York, NY 10025.*

Section 2. Books. There shall be kept at Mott Hall 2 in a locked filing cabinet accessible by at least three board members correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the charter, a copy of these by-laws, and all minutes of meetings and written consents of the Board. Records of all meetings shall be kept online in a form that all officers of the corporation may access at anytime.

#### ARTICLE VIII – FISCAL YEAR

The fiscal year of the Corporation shall be July 1 to June 30.

#### ARTICLE IX - INDEMNIFICATION

The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate is or was a Director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees and shall advance the expenses of such person in defending such an action or proceeding, except to the extent

specifically prohibited by law. The Corporation may make provision with respect to such indemnification of or advancement of expenses to officers and Directors by agreement or by resolution of the Board of Directors.

Notwithstanding the foregoing provisions of this Article IX, no such indemnification or advance of expenses shall be made if the same would constitute an act of self-dealing or a taxable expenditure within the meaning of Sections 4941 and 4945, respectively, of the Code.

#### ARTICLE X - AMENDMENTS

These By-Laws may be amended by 2/3rds vote of the Board at any meeting of the Board, provided that notice of the proposed amendment has been included in the notice of the meeting.

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These By-Laws were approved by majority vote of the Board of Directors of Friends of Mott Hall 2, Inc. on XXXX