

**BY-LAWS OF Preservation Association of Central New York AMENDED AND RESTATED \_\_\_\_\_,  
2024**

**Reference Materials**

- [PACNY Article of Incorporation 1967 certified copy.pdf](#)
- [PACNY\\_By-Laws\\_Revised 2011, 2018, 2019 working copy](#)
  
- **New York State law**
  - [NYCON-Key Features of the NY nonprofit revitalization Act \(2017\).pdf](#)
  - [NYS non-profit law: \(Scroll down to “NPC”\)](#)
- [NYS Charities Bureau](#)
  - [PACNY Charities Registration registration](#)

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**ARTICLE I - Name, Purpose, and Principal Office**

- 1.01 The name of this organization is the PRESERVATION ASSOCIATION OF CENTRAL NEW YORK, hereafter referred to as “organization”.
- 1.02 The organization is dedicated to the preservation of the historic and architectural resources of Central New York. Its principal areas of activity will be historic preservation and education. It will actively pursue the conservation and protection of significant historical resources that are essential to the cultural and economic well being of the community. It will work independently and in cooperation with other civic organizations and preservation groups to produce and disseminate information on the value of historic preservation.
- 1.03 The principal office shall be the address of the President of the organization, or such other place as the Board of Directors may direct.

**ARTICLE II – Membership**

- 2.01 Members of the organization are any dues-paying person, organization, institution, corporation, or municipality having an interest in the purposes for which the organization was formed.
- 2.02 Membership is intended to be broadly inclusive.
- 2.03 Membership dues shall be such a sum of money as may be fixed by the Board of Directors and shall remain fixed at such sum in ensuing years until otherwise duly changed.
- 2.04 *Annual Meeting:* The Annual Meeting of the Membership shall be held each year at such a place, and hour as the Board may designate, for the purpose of electing Directors and Officers, considering reports of the affairs of the organization and transacting such business as may be properly brought before the Annual Meeting.
- 2.05 *Special Meetings* of the Membership shall be held within thirty days after being so requested in writing by at least twenty-five percent (25%) of the Members in good standing, which request shall specify the purpose of such meeting and shall be addressed to the Secretary. If upon receipt of any such request the Secretary shall fail to call and give notice of such Special Meeting, the Members requesting shall have the right to fix a time and place for such meeting and give notice thereof in the manner hereinafter specified. The business conducted at the Special Meeting shall be restricted to the purpose expressed by the party calling the Special Meeting.
- 2.06 *Notice:* Notice of the time and place of the Annual Meeting or Special Meetings shall be sent to each Member not less than fourteen, nor more than sixty days before the date of said meeting. All such notices shall be addressed to the Members at the last address registered with the organization, and shall be given by personal delivery, by mail, postage charges prepaid, or by electronic mail.
- 2.07 For the Annual Meeting, ten percent (10%) of the Members shall constitute a quorum. When a quorum is once present to organize an Annual Meeting, it is not broken by the subsequent withdrawal of any Members.
- 2.09 Decisions will be made at the Annual Meeting or Special Meetings by a majority of Members in

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attendance or voting by proxy according to procedures determined by the Board.

- 2-10 *Electronic Communication.* Any, or all, Member(s), may participate in any meetings of the membership by means of a conference telephone, electronic video screen communication 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 of the membership.

### **ARTICLE III – Board of Directors**

3.01 The Board of Directors may exercise all powers of the organization and shall have the responsibility for the control and general management of the property, business, and affairs of the organization. The Directors shall in all cases act as a Board, regularly convened, and may by majority vote, take such action and adopt such rules and regulations for the conduct of their meetings and the management of the organization as they may deem proper.

3.02 The Board of Directors shall consist of a minimum of eight and a maximum of twenty members, elected by majority vote of the Members, with staggered terms of office of three years, with one third of directors being elected each year. Members of the Board must be members of the organization. No Director may serve more than two consecutive terms.

3.03 The Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone, video 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 the meeting.

3.04 *Removal.* A Director may be removed for failure to attend three consecutive meetings without good cause, or where a Director has engaged in conduct inconsistent with the policies, practices or standards of the Corporation or for any other good cause. Removal shall be by the majority vote of those Directors present at a regular or special Board meeting provided a quorum is present and provided that such proposed removal action is clearly identified in the notice given for such meeting. Such action may not be taken without a meeting.

3.05 *Resignation.* A Director may resign, at any time, by giving written notice to the Board of Directors, the President or the Secretary. 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.

3.06 Directors, Officers, and committee members shall serve without compensation, but may be reimbursed for reasonable expenses incurred in connection with the performance of their duties upon approval of reimbursement by the Board.

3.06 *Vacancies:* Vacancies occurring by whatever reason may only be filled by vote of the majority of the Board of Directors. Any Director elected to fill a vacancy shall be elected to hold office for the unexpired term of his or her predecessor.

3.07 The organization shall hold harmless any and all Board Members, Officers, Directors, and Staff or otherwise by reason of any all liabilities, claims, demands, or expenses by reason of acting as Board Member, Officer, Director or Staff or otherwise by reason of any and all actions performed or omissions to act by reason of being a Board Member, Officer, Director or Staff of the organization.

- 3.07 *Regular Meetings:* An annual schedule of Regular Meetings of the Board of Directors shall be established each December for the following calendar year. Such schedules of Regular Meetings may be modified as determined by the Board of Directors.

- 3.08 *Special Meetings.* The Board of Directors, whenever called by the President, the Secretary, or any three (3) Directors, may convene Special Meetings in order to consider specific matters that may be confronted by the Corporation between Regular Meetings, provided the order of business is limited solely to purposes specified in the meeting notice. Notice of such meeting must be given in writing at least five (5) and not more than fifteen (15) days before the requested special meeting date, including purpose, time, date and location, shall be given by regular mail, facsimile, electronic communication, telephone and/or personal delivery. If notice is given by telephone or personal delivery, it shall be given not less than three (3) days before the Meeting. If notice is given by regular mail, facsimile or electronic communication, it shall be

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- given not less than five (5) days before the Meeting.
- 3.09 *Waivers of Notice.* Notice of any Meeting of the Board of Directors need not be given to any Director who submits a signed waiver of notice, by regular mail, electronic mail, facsimile or personal delivery, to the Board, the President or the Secretary, either before or after the Meeting, or who attends the meeting without protesting prior to formal commencement, the lack of formal notice.
- 3.10 *Quorum:* A simple majority of the Board of Directors shall constitute a quorum for Special Meetings or Regular Meetings..
- 3.11 Meetings shall be conducted in accordance with procedures set forth in the Articles of Incorporation, the By-Laws and Robert's Rules of Order, in that order.
- 3.12 *Voting.* Each Director shall have one (1) vote. Proxy voting shall not be permitted.
- 3.13 *Action by the Board of Directors.*
- *Action Defined.* Except as otherwise provided by statute and/or Article XII of these By-Laws, an “act,” or “action,” 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.
  - *Written Unanimous Consent.* Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if the Entire Board submits to the Secretary of the Corporation, or his/her designee, a written consent, delivered by regular mail, facsimile and/or electronic mail, authorizing a resolution to permit the action. A copy of the resolution, and all written consents thereto, shall be filed with the minutes of the proceedings of the Board.
  - *Electronic Communication.* Any, or all, Director(s), or committee member(s), may participate in any meetings of the Board of Directors or any committee, by means of a conference telephone, electronic video screen communication 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 of the Board.

### **ARTICLE IV – Officers and Organization**

- 4.01 The officers shall be as follows: President, Vice-President, Secretary, and Treasurer. Officers must be members of the Board of Directors.
- 4.02 The term of office shall be two (2) calendar years. The President shall serve no more than two (2) consecutive terms.
- 4.03 The President shall be the Chief Executive Officer. He or she shall preside at the Annual Meeting, Special Meeting, and Regular Meetings of the organization; he or she shall have the management of the business of the organization and shall see that all orders and resolutions of the Board and Members are carried into effect.
- 4.04 The Vice President shall assist the President, shall act in the President’s absence, and shall assume the Presidency should the President be unable or unwilling to continue in office.
- 4.05 Deleted.
- 4.06 The Secretary shall:
- (a) Attend the Annual Meeting, Special Meetings and Regular Meetings;
  - (b) Record all votes and minutes of all proceedings in a book to be kept for that purpose;
  - (c) Give or cause to be given notice of the Annual Meeting, Special Meetings and Regular Meetings;
  - (d) Keep all the documents and records of the organization as required by law or otherwise in a proper and safe manner;
  - (e) Perform such other duties as may be prescribed by the Board of Directors.
- 4.07 The Treasurer shall:
- (a) Have the custody of the organization’s funds and securities;
  - (b) Keep full and accurate accounts of receipts and disbursements in the organization’s books of account;
  - (c) Deposit all money and other valuables in the name and to the credit of the organization in such depositories as may be designated by the Board;
  - (d) Disburse the funds as may be ordered or authorized by the Board and reserve proper vouchers for

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- such disbursements;
  - (e) render to the Board at the Regular Meetings of the Board, or whenever they require it, an account of all his or her transactions as Treasurer and of the financial condition of the organization based on a fiscal year beginning January first;
  - (f) Render a full financial report at the Annual Meeting;
  - (g) Be furnished by all officers and agents as he or she requires, with such reports and statements as he or she may require as to all financial transactions of the organization;
  - (h) Perform such other duties as are given to him or her by these by-laws or as from time to time are assigned to him or her by the Board or the President.
- 4.08 An Executive Director may be hired and overseen by the Board of Directors with duties and responsibilities as outlined by the Board. The Executive Director shall be responsible for the day-to-day operation of the organization. Staff positions are subject to the approval of the Board of Directors. The President shall have the power to establish committees to complete ongoing and specific tasks.
- 4.09 Vacancies in any Officer position occurring by whatever reason shall be filled by vote of the majority of the Board of Directors. Any Officer elected to fill a vacancy shall be elected to hold office for the unexpired term of his or her predecessor.

### **ARTICLE V – Committees**

- 5.01 The Board will establish Committees to pursue specific goals of the organization; those Committees shall be referred to as Standing Committees. Other Committees shall be referred to as Ad Hoc Committees.
- 5.02 An **Executive Committee** consisting of the President, Vice-President, Secretary and Treasurer shall have and may exercise the powers of the Board in the interim between Regular Meetings for work that is necessary and urgent business. Any actions taken by the Executive Committee shall be reported to the full Board of Directors in writing within ten business days.
- 5.03 The **Governance Committee** shall be appointed by the President, chaired by a Board member, and consisting of not less than three members, whose responsibility shall be to develop and reinforce governance strategies, structures and processes for improving the organization's effectiveness and as otherwise directed by the Board. The Committee shall also have the duty to nominate candidates to succeed Directors and Officers whose terms are to expire at the following Annual Meeting.
- 5.04 A **Finance Committee** shall be appointed by the President consisting of the Treasurer as Committee Chair and not less than two other members of the Board whose responsibility shall be to assist and advise the Board in fiscal and budgetary matters.
- 5.05 A **Membership Committee** shall be appointed by the President, chaired by a Board member, and consisting of not less than three members, whose responsibility shall be to expand the active membership of the Organization.
- 5.06 An **Events Committee** shall be appointed by the President, chaired by a Board member, and consisting of not less than three members whose responsibility shall be to create a year-round program of activities that will be sponsored by the organization.
- 5.07 An **Awards Committee** shall be appointed by the President, chaired by a Board member, and consisting of not less than three members whose responsibility will be to organize an active awards program whereby notable efforts and achievements in local preservation may receive public recognition.
- 5.08 A **Preservation Advocacy Committee** shall be appointed by the President, chaired by a Board member, and shall consist of not less than three members, whose responsibility is to attend to the central purpose of the organization, namely for preserving historic and cultural locations in Central New York. Specifically, the Committee will identify opportunities or occasions for the organization to advocate for specific public policies and to educate the general public on the values to be achieved through preservation of historic and culturally valuable properties. It will propose actions and draft statements for approval by the Board of Directors.
- 5.09 Other committees may be appointed by the President to address specific issues or topics that do not fall within the responsibility of one of the standing committees.

ARTICLE VII – Contracts, Loans, Checks and Deposits

7.01 The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

7.02 No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

7.03 All checks, drafts, or other orders for the payment of money issued in the name of the organization in excess of \$3,000 shall be signed by two officers, or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Checks, drafts, or other orders for the payment of money in amounts smaller than \$3,000 may be issued and signed by the Treasurer alone but authorized and reported to the Executive Committee between scheduled board meetings and reported at the next scheduled board meeting in the Treasurer's regular report. Such smaller expenditures shall be in line with previously approved programs or agreements, utilities/rent/operations, or mission statement of the organization.

7.04. All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such depositories, as the Board of Directors shall direct.

**APPENDIX A—By-Law & Corporate Policy Definitions**

1. **Affiliate-** means any entity controlled by, or in control of, The Corporation.
2. **Charitable Corporation-** Any Not-for-Profit Corporation formed, or deemed to be formed, for charitable purposes, including those formerly considered by the Not-for-Profit Corporation Law to be Type “B” or “C” Corporations, as well as former Type “D” with Charitable purposes.
3. **Director-** means any member of the governing board of The Corporation, whether designated as director, trustee, manager, governor, or by any other title.
4. **Entire Board -** means the total number of Directors entitled to vote which The Corporation would have if there were no vacancies. If the By-Laws provide that the Board shall consist of a fixed number of Directors, then the “Entire Board” shall consist of that number of Directors. If the By-Laws provide that the Board may consist of a range between a minimum and maximum number of Directors, then the “Entire Board” shall consist of the number of Directors within such range that were elected as of the most recently held election of Directors, as well as any Directors whose terms have not yet expired.
5. **Independent Auditor-** means any Certified Public Accountant performing the audit of the financial statements of The Corporation who is not, nor is any member of his/her firm, an Officer, Director, Employee or Volunteer of The Corporation or has a Relative who is such an individual.
6. **Independent Director-** means a Director who:
  - a. is not, and has not been within the last three (3) years, an Employee or Key Person of The Corporation or an Affiliate of The Corporation and does not have a Relative who is, or has been within the last three (3) years, a Key Person (as defined by these By- Laws) of The Corporation or an Affiliate;
  - b. has not received, and does not have a Relative who has received, in any of the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from The Corporation or an Affiliate (other than reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director if permitted by statute and regulation;
  - c. is not a current Employee of or does not have a substantial financial interest in, and does not have a Relative who is a current Officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, The Corporation or an Affiliate of The Corporation if the amount paid by the Corporation or the entity, or received by the Corporation from the entity for such property or services, in any of the last three (3) fiscal years, exceeded the lesser of ten thousand dollars (\$10,000) or two percent (2%) of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than:
    - i. five hundred thousand dollars (\$500,000);
    - ii. twenty-five thousand dollars (\$25,000) if the entity's consolidate gross revenue was five hundred thousand dollars (\$500,000) or more but less than ten million dollars (\$10,000,000);
    - iii. one hundred thousand dollars (\$100,000) if the entity's consolidate gross revenue was ten million dollars (\$10,000,000) or more ; or
    - iv. is not and does not have a Relative who is a current owner, whether wholly or partially, Director, Officer or Employee of The Corporation 's outside auditor or who has worked on The Corporation 's audit at any time during the past three (3) years.
  - For purposes of this definition, the term “compensation” does not include reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director;

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- For purposes of this definition, the term "payment" does not include charitable contributions, dues or fees paid to The Corporation for services which The Corporation performs as part of its nonprofit purposes, or payments made by The Corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to The Corporation are available to individual members of the public on the same terms, and such services received by The Corporation are not available from another source.
7. **Key Person** - means any person, other than a Director or Officer, whether or not an Employee of The Corporation who:
- a. has responsibilities, or exercises powers or influence over The Corporation as a whole similar to the responsibilities, powers, or influence of Directors and Officers;
  - b. manages The Corporation, or a segment of The Corporation that represents a substantial portion of the activities, assets, income or expenses of The Corporation; or alone, or with others, controls or determines a substantial portion of The Corporation's capital expenditures or operating budget.
8. **Member** - means any person afforded rights, entitlements or obligations with respect to the governance and operations of The Corporation, as identified in the By-Laws and/or the Certificate of Incorporation, as may be amended. For instance, if a Membership is authorized to elect Directors or approve By-Laws changes.
9. **Non-Charitable Corporation** - Any Not-for-Profit Corporation formed, or deemed to be formed, for other than the purposes of a Charitable Corporation, including, but not limited to one formed for any one, or more of the following non-pecuniary purposes: civic, patriotic, political, social, fraternal, athletic, agricultural, horticultural, or animal husbandry, or for the purpose of operating a professional, commercial, industrial, trade or service association, including those formerly considered by the Not-for-Profit Corporation Law to be Type "A" Corporations, as well as former Type "D" with Non-Charitable purposes.
10. **Officer**- means any director, trustee, manager, governor, or by any other title, any individual holding an office of The Corporation identified in the Certificate of Incorporation and/or By-Laws.
11. **Related Party** - means:
- a. any Director, Officer or Key Person of The Corporation or any Affiliate of The Corporation;
  - b. any Relative of any individual described in clause (i); or
  - c. any entity in which any individual described in clauses (i) and (ii) herein has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).
12. **Related Party Transaction**- means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which The Corporation, or any Affiliate of The Corporation, is a participant, except that a transaction shall not be a Related Party Transaction if
- a. the transaction, or the Related Party's financial interest in the transaction is *de minimis*
  - b. the transaction would not customarily be reviewed by the Board, or Boards of similar organizations, in the ordinary course of business and is available to others on the same or similar terms; or
  - c. the transaction constitutes a benefit provided to a Related Party solely as a member of a class of the beneficiaries that The Corporation intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.
- The assessment of, and any determination concerning, any Related Party Transaction, must be considered in strict compliance with the adopted policies and procedures of The Corporation.

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- 13. Relative-** of an individual means his or her spouse, domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and/or great-grandchildren.



**APPENDIX B—Board of Directors Conflict of Interest & Related Party Transaction Policy**

**1. Policy Requirements.**

Any real or potential **Conflict of Interest** and/or “**Related Party Transaction**” (each as defined herein) and any other interested matter must be addressed in accordance with the terms of this Board of Directors Conflicts of Interest and Related Party Transactions Policy. Any Conflict of Interest and/or Related Party Transaction, or any other interested matter, authorized in a manner that is materially inconsistent with the terms of this policy may be subsequently rendered void or voidable by a vote of a majority of the Board of Directors, excluding any Directors with an interest in the subject transaction or matter.

**2. Definitions.**

**a. Conflict of Interest.** Unless otherwise specifically excluded herein, a “Conflict of Interest” means any transaction, agreement or any other arrangement, including, but not limited to a “Related Party Transaction,” as defined herein, between this Corporation and another individual or entity that confers a direct, substantial benefit to any Related Party, as defined herein. The following circumstances shall not be considered a Conflict of Interest for purposes of interpretation of this definition or consideration of a Conflict of Interest by the Board of Directors:

- i.** the current, or prior, service of an Officer, Director or Key Person of this Corporation, or a Relative thereof, all as defined herein, as an officer, director, trustee, key employee or partner, or the equivalent thereof, of any corporate entity that is: considered to be an Affiliate, as defined herein; otherwise controlled by, or controls, this Corporation, and/or; an Affiliate of any corporate entity controlled by, or that controls, this Corporation, or;
- ii.** the current, or prior, receipt by an Officer, Director or Key Person of this Corporation, or a Relative thereof, of goods or services offered by this Corporation that are generally made available to other similarly-situated individuals, provided that the recipient does, has not, received any form of preferential treatment as a consequence of his/her relationship with this Corporation.

The assessment of, and any determination concerning any Conflict of Interest must be considered in strict compliance with the adopted policies and procedures of the Corporation.

**b. Related Party Transaction.** Unless otherwise specifically excluded herein, a “Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Corporation, or any Affiliate, is a participant. The following circumstances shall not be considered a Related Party Transaction for purposes of interpretation of this definition or consideration of a Related Party Transaction by the Board of Directors:

- i.** the current, or prior, service of an Officer, Director or Key Person of this Corporation, or a Relative thereof, all as defined herein, as an officer, director, trustee, key employee or partner, or the equivalent thereof, of any corporate entity that is considered to be an Affiliate, as defined herein; otherwise controlled by, or controls, this Corporation, and/or; an Affiliate of any corporate entity controlled by, or that controls, this Corporation, or;
- ii.** the current, or prior, receipt by an Officer, Director or Key Person of this Corporation, or a Relative thereof, of goods or services offered by this Corporation that are generally made available to other similarly-situated individuals, provided that the recipient does not, or has not, received any form of preferential treatment as a consequence of his/her relationship with this Corporation.

The assessment of, and any determination concerning, any Related Party Transaction, must be considered in strict compliance with the adopted policies and procedures of the Corporation.

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- c. Related Party. A "Related Party" means any:
- i. Officer, as defined by statute;
  - ii. Director, as defined by statute;
  - iii. Key Person, as defined by statute;
  - iv. founder of the Corporation;
  - v. individual who has made substantial monetary contributions to the Corporation;
  - vi. Relative, as defined by statute, of an Officer, Director, Key Person, founder or substantial contributor;
  - vii. partnership or professional corporation where an Officer, Director or Key Person, or a Relative thereof, directly or indirectly, has an ownership interest in excess of five percent (5%);
  - viii. entity where an Officer, Director or Key Person, or a Relative thereof, directly or indirectly, holds a thirty-five percent (35%), or greater, ownership or beneficial interest; or, corporate entity where an Officer, Director or Key Person, or a Relative thereof, serves as an officer, director, trustee, key employee or partner, or the equivalent thereof.

### 3. *General Disclosure.*

Prior to initial election, and annually thereafter, each Director shall be required to complete, sign and submit to the Secretary, or an authorized designee, as appropriate, a written statement identifying, to the best of the Director's knowledge, any entity of which such Director is an officer, director, trustee, owner (either as a sole proprietor, partner or member) or employee and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the Director might have a real or potential interest. The Secretary shall provide a copy of all completed disclosure statements to the Board of Directors, or another authorized committee thereof, as appropriate. A copy of each disclosure statement shall be available to any Director on request.

### 4. *Specific Disclosure.*

If at any time during his or her term of service, a Director, Officer or Key Person acquires an interest, or circumstances otherwise arise, which could give rise to a real or potential Conflict of Interest and Related Party Transaction, or any other interested matter, he or she shall promptly disclose, in good-faith, to the Board of Directors, or an authorized committee thereof, as appropriate, the material facts concerning such interest.

### 5. *Process of Review.*

The Board of Directors, or another designated Committee of the Board, shall thoroughly review any real, or potential, Conflict of Interest or Related Party Transaction, or any other interested matter and, if a designated Committee, submit to the Board a recommendation as whether or not it should be approved.

### 6. *Standard of Review.*

For purposes of this policy, amongst the considerations of the Board of Directors, or another authorized Committee of the Board, as appropriate, relative to assessment of any real or potential Conflict of Interest and/or Related Party Transaction, shall be the determination as to whether any financial interest, amounts to a Conflict of Interest and/or a Related Party Transaction, each as defined herein. Should any such financial interest be considered a Conflict of Interest and/or a Related Party Transaction, the terms of this "Conflict of Interest" and/or "Related Party Transaction Policy" shall apply with regard to proper consideration of the matter. Should the financial interest not amount to a Conflict of Interest and/or Related Party Transaction, as defined herein, the transaction shall be considered a matter unworthy of additional non-customary review and/or documentation.

### 7. *Authorization of Conflicts of Interest & Related Party Transactions.*

The Corporation shall not enter into any matter considered to be a Conflict of Interest and/or a Related Party Transaction, or any other interested matter, unless such a financial transaction, or other matter, is determined by the Board to be fair, reasonable and in the Corporation's best interest at the time of such

determination.

**8. *Authorization of Transactions Concerning Substantial Financial Interest.***

With respect to any Conflict of Interest and/or Related Party Transaction, or other interested matter, in which a Related Party, or otherwise conflicted individual, has a substantial financial interest, the Board of Directors, or another authorized designated Committee of the Board, as appropriate shall:

- a.* prior to entering into any such transaction, or matter, to the extent practicable, consider alternative transactions and/or a review of information compiled from, at least, two (2) independent appraisals of other comparable transactions;
- b.* approve the transaction by not less than a two-thirds (2/3s) majority vote of the Directors and/or committee members, as appropriate, present at the meeting; and,
- c.* contemporaneously document the basis for approval by the Board, or authorized committee, as appropriate, which shall include the preparation of a written report, to be attached to the minutes of any meeting where the transaction or matter was deliberated or authorized, identifying the details of the transaction or matter; alternate transactions considered; materials or other information reviewed, Directors, or committee members, present at times of deliberations; names of those who voted in favor, opposed, abstained or were absent; and, the specific action authorized.

**9. *Restrictions.***

With respect to any Conflict of Interest and/or Related Party Transaction, or any other conflicted matter, considered by the Board, or another authorized designated Committee of the Board, as appropriate, no Related Party, or otherwise conflicted individual, shall:

- a.* be present at, or participate in, any deliberations;
- b.* attempt to influence deliberations; and/or,
- c.* cast a vote on the matter.

Nothing herein shall prohibit the Board, or authorized committee, as appropriate, from requesting that a Related Party, or otherwise conflicted individual, present information concerning a Conflict of Interest and/or Related Party Transaction, or any other interested matter, at a Board, or authorized committee thereof, meeting prior to the commencement of deliberations or related voting.

**10. *Audit-Related Disclosure.***

It shall be the duty of the Secretary to see to it that all newly-received and annually-submitted Director Disclosure Statements and any case-specific Conflict of Interest and/or Related Party Transaction reports, together the minutes of any related meetings, are promptly provided to the Secretary of the Board of Directors, or the chair an authorized committee thereof, as appropriate, in an effort to assure that they are properly considered for auditing purposes.

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**APPENDIX C—Annual Potential Conflicts Disclosure Statement**

As a Director or Officer or Key Person of the Corporation, you are required to truthfully, completely and accurately disclose all information requested herein and to promptly update all such information as factual circumstances may change from time-to-time.

*Please mark ‘Yes’ or ‘No’ and provide additional information when requested*

**Financial Information Return Disclosure**

Responses to the following questions are required in order to complete financial information returns annually submitted to the Internal Revenue Service and the Office of the Attorney General.

1. Have you served as an officer, director, trustee, key employee, partner or member of, or hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%), in, an entity, which during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with the Corporation?

**No**       **Yes**      **If Yes, describe below or attach a detailed explanation.**

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2. Have you, individually, or through an entity where you hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation a direct or indirect ownership interest in excess of five percent (5%), during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with any individual who is a current or former “Officer,” “Director” or “Key Person” of the Corporation?

**No**       **Yes**      **If Yes, describe below or attach a detailed explanation.**

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3. Do you have a “Relative” who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, a direct, or indirect, business relationship with the Corporation?

**No**       **Yes**      **If Yes, describe below or attach a detailed explanation.**

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4. Have you, or did you have a “Relative” who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, any transaction with the Corporation that might reasonably be considered a real or potential conflict of interest pursuant to the Corporation’s Board of Directors Conflicts of Interest Policy, which has not been otherwise disclosed herein?

**No**       **Yes**      **If Yes, describe below or attach a detailed explanation.**

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5. Have you been provided with, properly reviewed and reasonably understand the terms of the Corporation's current written Board of Directors Conflicts of Interest Policy?

No    Yes            **If Yes, describe below or attach a detailed explanation.**

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**Independent Director Assessment Disclosure**

In order to qualify as an "Independent Director," as defined by the New York Not-for-Profit Corporation Law, an Officer or Director must respond in the *negative* to each of the following questions, although failure to respond to all questions in the *negative* shall not necessarily preclude such an Officer or Director from serving on the Board of Directors.

1. Are you currently, or have you been within the last three (3) fiscal years, an Employee or a Key Person of the Corporation, or an "Affiliate" (as defined by statute) of the Corporation?

No    Yes            **If Yes, describe below or attach a detailed explanation.**

2. Do you have a "Relative" (as defined by statute) who is, or has been within the last three (3) years, a "Key Person" (as defined by statute) of the Corporation or an "Affiliate" of the Corporation?

No    Yes            **If Yes, describe below or attach a detailed explanation.**

3. Have you received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation, or an "Affiliate" of the Corporation, other than reimbursement for out-of-pocket expenses or compensation as a Director?

No    Yes            **If Yes, describe below or attach a detailed explanation.**

4. Do you have a "Relative" who has received, within the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation, or an "Affiliate" of the Corporation, other than reimbursement for out-of-pocket expenses or compensation as a Director?

No    Yes            **If Yes, describe below or attach a detailed explanation.**

5. Are you, or a Relative, a current officer or employee of, or have a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the Corporation or an "Affiliate" of the Corporation, if the amount paid by the Corporation to the entity or received by the Corporation from the entity for property or services, within the last three (3) fiscal years, exceeded the lesser of ten thousand dollars (\$10,000) or two percent (2%) of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than five hundred thousand dollars (\$500,000); twenty-five thousand dollars (\$25,000) if the entity's consolidate gross revenue was five hundred thousand dollars (\$500,000) or more but less than ten million dollars (\$10,000,000); one hundred thousand dollars (\$100,000) if the entity's consolidate gross revenue was ten million dollars (\$10,000,000) or more?

**PACNY By-Laws 2023**

Note: for purposes of this question, the definition the term “payments” does not include charitable contributions, dues or fees paid to the Corporation for services which the Corporation performs as part of its nonprofit purposes, or payments made by the Corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the Corporation are available to individual members of the public on the same terms, and such services received by the Corporation are not available from another source.

                         **If Yes, describe below or attach a detailed explanation.**

- 6. Are you, or a Relative, a current owner (wholly or partially), Director, Officer or Employee of the Corporation's outside auditor, or have otherwise worked on the Corporation's outside audit at any time during the past three (3) fiscal years?

                         **If Yes, describe below or attach a detailed explanation.**

***Certification***

I, the undersigned, certify that I have read and understand this Annual Conflicts Disclosure Statement. I agree that my actions will comply with the disclosures found in this document. I further affirm that neither I, as a Related Party nor any Relative have, or had, an interest, or has taken any action, that contravenes, or is likely to contravene, the Conflicts of Interests and Related Party Transaction Policy of the Corporation or, otherwise impedes my ability to act as a fiduciary and in the best interests of the Corporation, except those that may have been disclosed herein.

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Director Signature

\_\_\_\_\_  
Date