

**BYLAWS OF THE NEW YORK CITY SEA GYPSIES, INC.**  
**(As amended as of June 26, 2014)**

**ADOPTED BY THE BOARD OF DIRECTORS  
FOLLOWING COMMENT BY MEMBERSHIP**

**Following Review and Revision  
by the  
Bylaws Committee**

**Michael Rothschild  
Alice Chong  
Meredith Massey  
Jeanne Chin**

**and  
Following Review  
by the  
Board of Directors and Legal Advisor**

## ARTICLE I - OFFICES.

The principal office of the Corporation shall be in the City of New York, County of New York, State of New York. The Corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the Corporation may require.

## ARTICLE II - PURPOSES.

The purposes for which this Corporation has been organized are as follows:

To serve its members by fulfilling their desires for mutual assistance in, and enjoyment of, skin and SCUBA diving while abiding by safety and conservation rules and any applicable laws or regulations, and to promote the safe participation in skin and SCUBA diving and related activities. The organization aspires to fulfill these goals through regularly scheduled meetings to organize future club activities, inform its members about various aspects of and matters relating to skin and SCUBA diving and to provide recreation, athletic, sport and cultural activities, entertainment, social activities and diversion, as more fully set forth in the Corporation's Certificate of Incorporation, and other related business.

The Corporation is sometimes referred to as the "Club".

## ARTICLE III - QUALIFICATIONS AND REQUIREMENTS FOR MEMBERSHIP.

### 1. QUALIFICATIONS FOR MEMBERSHIP.

A. Anyone who was any class of member in the Corporation at the time of the ratification of these amended bylaws shall remain the same class of member of the Corporation, subject to all of the provisions of these bylaws.

B. Each member of the Corporation, excluding non-diving and honorary members, must be a fully certified SCUBA diver as a result of passing a SCUBA course given by a recognized certifying agency, such as YMCA, NAUI, PADI, IANTD, TDI, BSAC, or any other agency acceptable to the Board of Directors. Certification must be to the level of PADI Open Water Diver, NAUI Scuba Diver, SDI/TDI Open Water Scuba Diver or the equivalent in any other agency acceptable to the Board of Directors.

### 2. APPLICATION REQUIREMENTS.

A. Each applicant for membership in the Corporation shall file with the Membership Secretary of the Corporation a completed, signed and dated official Corporation membership application form. The Board may adopt an electronic application process.

B. An applicant for prospective membership in the Corporation shall pay to the Corporation the appropriate annual dues, which shall be submitted with the aforementioned application documents.

#### ARTICLE IV - MEMBERSHIP.

1. ACCEPTANCE AS MEMBER. Upon receipt by the Membership Secretary of the documents and fees set forth in Article III, the applicant is eligible to become a member of the Corporation. The Board of Directors may, in its discretion, reject any application for any non-discriminatory reason, and refund the dues tendered by the applicant. If the Board does not reject an application for 30 days after it is submitted, then the applicant shall become a member of the Corporation (a "Member").

#### 2. DURATION OF MEMBERSHIP.

A. Membership shall begin 30 days after the date that all of the application requirements set forth in paragraph (2) of Article III have been met. During this 30-day period the applicant may participate in activities of the Corporation in the same manner as an Active Member except that he is not eligible for election to the Board of Directors or appointment to the Executive Committee

B. Membership shall continue until (i) the Member resigns, or (ii) March 1st of the following calendar year if the Member has not paid all dues and assessments required to be paid and otherwise duly renewed his Membership in the manner directed by the Board.

#### 3. EXPULSION.

A. The Safety Advisor may recommend to the Board that a Member be expelled by reason of engaging in unsafe diving practices on dives sponsored by the Corporation following a written warning (notice) of an unsafe diving practice given by the Safety Advisor, with an opportunity for the Member to respond. A copy of any such warning must be sent to the Board of Directors, along with any response by the Member, together with a recommendation by the Safety Advisor as to whether she believes the Member has adequately addressed the safety issue or that expulsion is recommended, for consideration by the Board.

B. The Board may, on motion of any Director, consider the expulsion of any Member for any non-discriminatory reason.

C. A Member may be expelled from the Corporation only by a supermajority vote of the Board of Directors.

D. Before the Board of Directors votes on the issue of expelling a Member, the Member must be sent a written notice that sets forth in reasonable detail the reason(s) that expulsion is being considered. Any incident(s) described in the notice should include the date, location, and witnesses known to the Board of Directors. The Member shall have at least 20 days to respond in writing to the notice. If the Member requests an opportunity to address the Board in person as part of his or her response, the Board shall accommodate such request.

E. The decision of the Board concerning any expulsion shall be in writing and made part of the minutes of the Board meeting at which the vote occurs. The written decision shall be sent to the Member.

F. A refusal by the Board of Directors to accept the annual renewal of a current Member is the same as an expulsion and the above procedures must be followed. The application of a former member whose membership has lapsed for any reason shall not be considered a renewal and shall be treated in the same manner as a new membership application as set forth in Paragraph 1 of this Article.

#### 4. MEMBERSHIP DUES, FEES AND RENEWAL.

A. Membership dues shall be assessed annually and shall be payable on January 1<sup>st</sup> of each year. The amount of the annual dues and any renewal procedures shall be determined by a vote of the Board. Dues are non-refundable and shall not be prorated.

B. The Board may levy special assessments that in its discretion are necessary to cover any non-ordinary liabilities, disbursements or contingencies.

C. Honorary and Emeritus Members shall pay no dues and shall pay special assessments only if the Board expressly requires such classes of Members to do so.

#### ARTICLE V - MEMBERSHIP CLASSES.

1. CLASSES OF MEMBERS. There shall be five classes of membership in the Corporation, namely: 1) Active Members, 2) Non-Diving Members, 3) Honorary Members, 4) Corresponding Members, and 5) Emeritus Members.

2. ACTIVE MEMBERS. Active Members may participate in all activities of the Corporation.

3. NON-DIVING MEMBERS. Non-Diving Members may participate in all activities of the Corporation with the exception of a dive Chartered or Sponsored by the Corporation. Non-Diving Members are not eligible for election to the Board of Directors or appointment to the Executive Committee.

4. HONORARY MEMBERS.

A. Honorary membership shall be in the sole discretion of the Board of Directors and may only be granted by supermajority vote of the Board of Directors to individuals who have made noteworthy contributions to the Corporation.

B. An Honorary Member shall be entitled to participate in all activities of the Corporation in the same manner as an Active Member except: 1) an Honorary Member is not eligible for election to the Board of Directors or appointment to the Executive Committee, and 2) an Honorary Member may participate in a dive Chartered or Sponsored by the Corporation only if her certification card and current year membership agreement/release has been submitted to the Corporation.

C. Honorary Membership shall continue and automatically renew unless and until a supermajority of the Board of Directors votes to terminate it.

5. CORRESPONDING MEMBERS.

A. Any Member may elect to be a Corresponding Member if she does not maintain a residence within 100 miles of midtown Manhattan by written notice to the Membership Chairperson of such election.

B. A Corresponding Member may participate in all activities of the Corporation in the same manner as an Active Member except that she is not eligible for election to the Board of Directors or appointment to the Executive Committee.

C. Corresponding Members are subject to the same renewal, dues and special assessment requirements as Active Members except that the Board may, in its discretion, reduce the amount of the annual dues or any special assessment for such Members.

#### 6. EMERITUS MEMBERS.

A. An Emeritus Member shall be a Member of the Corporation who: 1) has maintained continuous active membership for more than fifteen consecutive years, 2) who has served as a Director, 3) who is nominated for Emeritus Member status by a Director, and 4) whose Emeritus Member status is approved by a supermajority vote of the Board of Directors.

B. An Emeritus Member shall be entitled to participate in all activities of the Corporation in the same manner as an Active Member.

C. Emeritus Membership shall continue and automatically renew unless and until a supermajority of the Board of Directors votes to terminate it.

#### ARTICLE VI - GUEST DIVERS.

1. A Member may invite a certified SCUBA diver, as defined above in Article III, Paragraph 1, Section B, as the Member's guest on a Club Chartered or Sponsored dive. The Member shall provide written notice of the invitation to the Dive Chair or Member who is coordinating the dive.

2. Prior to commencing a dive a guest must sign the Club Diving Agreement/Release and provide evidence of certification. If the guest is under 18 years of age, a parent or guardian must sign the Club Diving Agreement/Release.

3. The Dive Chair or the Member coordinating the dive, in consultation with the Board of Directors, may notify the Member that the guest is not permitted on the dive for any non-discriminatory reason.

#### ARTICLE VII - MEETINGS.

1. REGULAR MEMBERSHIP MEETINGS. Regular membership meetings of the Corporation shall be held on the second Wednesday of each month, except December, at such place and time as the Board may designate or on such alternate or additional dates as the Board may designate by notice to the membership.

## 2. ANNUAL MEMBERSHIP MEETING.

A. The regular membership meeting for the month of November shall be deemed the Corporation's annual membership meeting, at which meeting the election of the Directors for the following year shall take place in accordance with Article VIII.

B. A notice stating the date, time and place of the annual membership meeting shall appear in: 1) any newsletter of the Corporation that may be published during the months of October and November, prior to the date of the meeting, and 2) at least one communication in the Message Sharing Application used by the Corporation during the month of October and again during the month of November at least five days before the meeting.

C. "Message Sharing Application" means any electronic means designated by the Board for communicating with and disseminating information to the membership of the Corporation, including but not limited to email, applications such as or similar to Google Groups, and future applications intended to serve the same or similar purpose.

D. At the annual membership meeting, the Board of Directors shall submit any reports required by law, summaries of which shall be reprinted in the next issue of any publication of the Corporation.

## 3. SPECIAL MEETINGS.

A. The Board of Directors may call a Special Meeting of the Corporation for any purpose.

B. The Membership Secretary shall give notice of such meeting to the Members entitled to vote thereat of the date, time and place of the special meeting by at least one communication in the Message Sharing Application used by the Corporation, which notice shall be communicated at least 10 days but not more than 30 days before the scheduled date of such meeting.

C. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

4. QUORUM. The presence at any membership meeting at which a vote is to be taken of not less than 10 Members or 1/10th of the total of the Members of the Corporation entitled to vote, whichever is greater, shall constitute a quorum and shall be necessary and sufficient to conduct the business of the Corporation; however a lesser number may adjourn a meeting, in

which case the Board of Directors shall reschedule the meeting for an alternate date and the Secretary shall cause a notice of the rescheduled date of the meeting to be sent in a manner substantially similar to the notice of the adjourned meeting.

5. FIXING RECORD DATE. For the purpose of determining the Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the Members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action or matter, the Board of Directors shall fix, in advance, a date as the record date and the Membership Secretary shall provide notice of such date to the membership.

6. ACTION BY MEMBERS WITHOUT A MEETING. Whenever Members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the Members entitled to vote thereon.

7. PROXIES. Voting by proxy is not permitted at any membership meeting.

8. MINUTES. Minutes of any meeting of the Corporation, as published in any publication of the Corporation, shall be final, except as amended at the meeting next following publication.

#### ARTICLE VIII - MANAGEMENT OF THE CORPORATION.

##### 1. BOARD OF DIRECTORS.

A. The Corporation shall be managed by a Board of Directors, which shall consist of seven voting Directors. Each Director shall have one vote.

B. The seven voting Directors shall be the six elected officers of the Corporation, as set forth in Paragraph 2(B) of this Article, plus the Corporation's immediate past President.

C. The term "Board" means the Board of Directors as described in this Article. The terms "Director" or "Directors" means any one or more of the seven voting Directors as described in this Article.

##### 2. ELECTION OF DIRECTORS.

A. Each Director, except for the immediate past president, shall be individually elected to the position by the Members entitled to vote at the November annual membership



meeting of the Corporation, in the presence of a quorum, by a plurality of those entitled to vote who cast their votes.

B. The Board of Directors shall be: 1) President, 2) Vice President, 3) Recording Secretary, 4) Membership Secretary, 5) Treasurer, 6) Dive Committee Chair, and 7) the immediate past President.

3. TERM OF OFFICE. Directors shall take office commencing January 1st of the year following the election and shall serve through December 31st of such year or until their successors are elected and take office, unless their term is ended early by resignation or removal. Any Director may be re-elected at the Annual Membership Meeting.

4. REMOVAL OF DIRECTORS. Any Director may be removed by a supermajority vote of the Board of Directors, but this removal is subject to veto by a simple majority of all Members entitled to vote at the next regularly scheduled membership meeting. The Director being considered for removal shall be permitted to vote. Removal of a Director shall not constitute expulsion of that person as a Member.

5. RESIGNATION.

A. A director may resign at any time without adverse effect upon his or her Membership by giving written notice to the Board of Directors.

B. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors and the acceptance of the resignation shall not be necessary to make it effective.

6. QUORUM OF DIRECTORS. Four Directors present shall constitute a quorum for the transaction of business, regardless of whether there are seven or fewer Directors. A Director may be present by phone or other electronic means and vote with the consent of the physically present Directors.

7. ACTIONS OF THE BOARD OF DIRECTORS.

A. The Board of Directors may take any action by simple majority vote of the entire Board, except for any action expressly designated in these bylaws as requiring a supermajority vote.

B. For any action by the Board designated in these bylaws as requiring a supermajority of the Board, the vote of five of the seven Directors shall be required. In the event there are fewer than seven Directors at the time of a supermajority vote for any reason, than the vote of two less than the total number of Directors is required to take such action.

8. PLACE AND TIME OF BOARD MEETINGS. The Board of Directors may hold its meetings at the office of the Corporation or at such other places, either within or without the state, as it may from time to time determine.

9. REGULAR ANNUAL MEETING. A regular annual meeting of the Board of Directors shall be held as soon as practicable following the conclusion of the annual membership meeting and vote in November but no later than January 10<sup>th</sup> of the following year.

10. NOTICE OF MEETINGS OF THE BOARD; ADJOURNMENT.

A. Regular meetings of the Board of Directors may be held on seven days notice at such time and place as the President or any two other Directors shall from time to time determine.

B. In circumstances where Board action is needed before the next regular Board meeting, a special meeting of the Board may be held, with notice being given at least 24 hours before such meeting. A special meeting may be held by phone or other electronic means if a physical meeting is not practical.

C. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors.

11. CHAIRPERSON. At all meetings of the Board of Directors, the President, or in his absence the Vice President, shall preside as chairperson. In the event of the absence of both the President and Vice President, the President shall designate a Director to act as chairperson.

12. DUPLICATE RECORDS ETC. The Treasurer shall keep duplicates of all essential records, passwords, keys, permissions, etc. Where applicable, such items may be kept electronically.

## ARTICLE IX – DIRECTORS.

1. STATUS, COMPENSATION, SPECIAL ELECTIONS.

A. Directors are officers of the Corporation but shall be referred to as Directors in order to distinguish them from Additional Officers as may be appointed pursuant to Article XI, which Additional Officers are not entitled to vote in matters concerning management of the Corporation. Any reference to a “voting officer” or similar terminology in any Corporation publication or notice shall be deemed to mean a Director.

B. The Directors shall serve without compensation.

C. The Board, in its discretion, may hold a special election for the position of any resigned, removed or otherwise vacant Director position at any regularly scheduled membership meeting. Notice of such election shall be given to the membership at least 20 days before the meeting.

2. PRESIDENT. The President shall be the chief executive officer of the Corporation; he shall preside at all meetings of the Board of Directors; the President shall have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

3. VICE-PRESIDENT. During the absence or disability of the President, the Vice President shall have all the powers and functions of the President. The Vice-President shall arrange for the speakers at the monthly meetings of the Corporation, and shall perform such other duties as the Board shall prescribe.

4. TREASURER. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit said funds in the name of the Corporation in such bank or trust company as the Directors may elect; in addition, the Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, when countersigned by the President; sign all checks, drafts, notices, and orders for the payment of money, which shall be duly authorized by the Board of Directors; at all reasonable times exhibit the books and accounts to any Director or Member upon reasonable request; the Treasurer shall have the custody of the seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. At the annual meeting of the Members, the Treasurer shall present an accounting covering the term in office to date (which accounting shall be accompanied by the bank records for such period) in writing, at which time the Treasurer shall also present an annual report setting forth in full the financial condition of the Corporation.

The Treasurer shall maintain duplicates of the membership records, shall have custody of the originals of all contracts, permits and similar documents, shall be named as a primary contact for the domain name, authorized to make all changes to the domain name account and shall have copies of the current post office box key and all internet passwords applicable to the club's Internet activities (web page, mailing lists, online membership management systems, payment collection systems, etc). The Treasurer shall also maintain a copy of the current Club Diving Agreement for all Members who wish to participate in diving activities with the Corporation. Where applicable, such items may be maintained electronically.

The Treasurer shall give custody of duplicates of the financial records to any other Director appointed by vote of the Board; the custodian of such duplicate records shall specifically agree to hold them for the purposes of the Corporation.

5. RECORDING SECRETARY. The Recording Secretary shall keep the minutes of meetings of the Board of Directors and membership meetings. The Recording Secretary shall give notice of all meetings of the Board of Directors; have charge of such books and papers; shall attend to such correspondence as may be assigned, and perform all the duties incidental to the office.

6. MEMBERSHIP SECRETARY. The Membership Secretary shall keep a membership roll of the names of all Members of the Corporation, collect dues from each Member, and in coordination with the Treasurer maintain the originals of each Member's Club Diving Agreement for all Members who wish to participate in diving activities with the Corporation. An unalterable image of the original maintained on an electronic medium shall be deemed equivalent to an original.

The Membership Secretary shall also give notice of all regular meetings of the membership of the Corporation as provided for in Article VII, Paragraph 1, or if another Director gives notice of this meeting, the Membership Secretary will ensure that the appropriate membership database and Message Sharing Application is available to that Director.

7. DIVE CHAIR. The Dive Chair (or other Member designated by the Dive Chair in consultation with the Board) shall plan Chartered and Sponsored dives of the club (see Article X, paragraph 1), contract with boat captains on behalf of the Corporation, establish sign-up rosters, ascertain from the Membership Secretary that the Corporation has on file for each diver going on the dive a current, duly executed Club Agreement/Release and certification card, and act as the coordinator in charge of Chartered or Sponsored dive as outlined in Article X (Diving Operations).

## ARTICLE X - DIVING OPERATIONS.

1. DEFINITIONS. There are three categories of dives that involve Members: 1) Chartered, 2) Sponsored and 3) non-sponsored.

A) A Chartered dive is one in which the Corporation commits in advance to pay a dive operator or boat captain an agreed sum for the entire boat, or a certain minimum number of spots on the boat or with the dive operator, without regard to whether the spots are ultimately sold by the Corporation. In turn, the Corporation promotes the dive and endeavors to sell the spots and retains any profit generated. Chartered dives are expressly designated as such by the Board.

B) A Sponsored dive is one in which the Corporation (through the Dive Chair or other Member designated by the Dive Chair in consultation with the Board) facilitates, coordinates or otherwise assists in the making of arrangements for diving, travel or lodging for Members that choose to participate. This may include coordinating group payments and advance deposits by Members to secure spots with hotels, boat captains, dive operators, travel service providers and the like. The Corporation promotes the dives but does not commit in advance of the dive activity to pay for a certain or minimum number of spots. Sponsored dives are expressly designated as such by the Board.

C) A non-sponsored dive is any dive at which Members are present and: 1) is not expressly designated by the Board as a Chartered or Sponsored dive, and 2) where the Corporation has acted as a conduit for information so as to facilitate Members' coordination of their own individual diving activities with each other, such as meeting times at certain dive sites or boats and general information about the site or boat, arranging for shared travel plans, information about gear rental availability and gas fills, and the like. The Corporation may act as a conduit for such information through its Message Sharing Application or other electronic means, the sharing of contact information from the membership list with a Member who requests such information, by announcements at meetings, or by any other means of communication used by the Corporation. The Corporation assumes no responsibility, financial or otherwise, with respect to non-sponsored dives. Non-sponsored dives are the activities of individual Members and are not Corporation activities. The use of the Corporation as a conduit for information for such individual activities is an accommodation and convenience to Members and not an indication of Corporation coordination or involvement in such dives.

2. RESPONSIBILITIES.

A. In the case of non-sponsored dives, the Corporation is not involved and assumes no responsibilities whatsoever.

B. In the case of Chartered and Sponsored dives, the Corporation shall have the responsibilities set forth in the above definitions. In addition, the following shall apply to all Chartered and Sponsored dives:

i) The responsibility for all aspects of the dive(s), including but not limited to appropriate diving profiles and plans, dive site familiarization, gear choice and configuration, and buddy arrangements is always solely that of the individual diver. The determination of a divers qualification and experience for a particular dive is always the sole responsibility of that individual diver.

ii) For boat dives, the Corporation always defers to the captain and crew in matters concerning the boat and dive procedures and assumes no responsibilities for such matters.

iii) The Corporation is never responsible for determining the qualification or fitness of a given diver to do a specific dive, for arranging buddy teams, or for providing gear. Individual Members who choose to assist other divers in such or similar matters (such as, for example, independently insured dive professionals or as individual non-professional divers) do so solely on their own behalf, and not as representatives of the Corporation.

iv) To participate, the Member must have on file with the Membership Secretary a duly signed Club Diving Agreement/Release for the current year and their certification card, and otherwise be in good standing with the Corporation.

v) If a Member has reserved a spot and then cancels, that Member is responsible for finding a substitute Member (or guest of a Member) to take and pay for the spot. In the event there is no substitute, then any advance fees or deposits paid by the Member shall not be refunded and in addition, the Member shall reimburse the Corporation for any fees or sums incurred by the Corporation relating to that spot that exceed the amount of any advance fees or deposits paid by the Member.

C. COORDINATION OF DIVING OPERATIONS. The conduct of all boat dives shall be under the control of the captain and crew. The Dive Chair (or designated dive coordinator) shall convey to the captain or appropriate crew member the consensus of the Members participating in the dive if any issues arise concerning site selection or other logistics or procedures.

ARTICLE XI – COMMITTEES AND ADDITIONAL OFFICERS. The Board of Directors may, in its discretion, establish from time to time such committees and appoint such additional officers as it deems appropriate and beneficial to the operation of the Corporation. Such committees shall be established and officers appointed by vote of the Board. Such committee members and officers shall not be eligible to vote in matters concerning management of the Corporation and shall serve without compensation. Appointments to these committees and offices expire on December 31<sup>st</sup> of the year in which the appointment is made and may be renewed the following year by vote of the Board of Directors. The Directors and Additional Officers may collectively be referred to as the Executive Committee. Additional Officers of the Corporation may include:

- A. Editor of the newsletter of the Corporation;
- B. Social Chair;
- C. Legal Adviser;
- D. IT Chair;
- E. Safety Advisor
- F. Historian.

#### ARTICLE XII - PUBLICATIONS.

1. The Corporation shall publish such information as it deems appropriate in any format it chooses, electronic or otherwise, that will with reasonable reliability communicate the information as intended.

2. If the Corporation publishes a periodic newsletter, that newsletter shall be the official document for the publication of the minutes of any meeting of the Corporation, of the Board of Directors, or of any committee. It shall also be the official document for the publication of notices of meetings and other actions required by the bylaws, the certificate of incorporation or New York State law, supplemented by electronic notification as may be required by these bylaws.

ARTICLE XIII - SEAL. The seal of the Corporation shall be in such form as shall be approved from time to time by the Board of Directors.

ARTICLE XIV – CONSTRUCTION. If there be any conflict between the provisions of the certificate of incorporation and these bylaws, the provisions of the certificate of incorporation shall govern.

ARTICLE XV - AMENDMENTS.

1. These bylaws may be adopted, amended or repealed by either: a) majority vote of all Members entitled to vote, or b) supermajority vote of the Board of Directors. However, any bylaws adopted, amended or repealed by the Board may be rescinded or amended by majority vote of all Members entitled to vote at the next regularly scheduled membership meeting following such action by the Board.

2. If any bylaw affecting the next election of Directors adopted, amended or repealed by the Board, such action shall be taken at least 45 days before the election. The notice of election thereafter provided to the membership shall state the provisions of the bylaws affected together with a statement of the changes made.

ARTICLE XVI – WRITTEN NOTICE BY ELECTRONIC MEANS. The giving of any notice pursuant to these bylaws by electronic means, including but not limited to email, shall satisfy any requirement that such notice be given in writing.

ARTICLE XVII – GOVERNING LAW. The Corporation was incorporated pursuant to the laws of New York State on August 8, 1974, and the laws of New York State, without regard to the conflict of laws principles thereof, shall govern all matters concerning the Corporation.

ARTICLE XVIII – HEADINGS, PLURAL, GENDER. Headings and numbering in these bylaws are for ease of reference only and not intended to affect the legal interpretation or construction of the substance of these bylaws. Whenever the context of a provision of these bylaws requires, the singular shall be interpreted as the plural, the masculine as the feminine, etc., and vice versa, without affecting the substantive meaning of the provision.

ATTESTATION – These bylaws were duly adopted by a supermajority vote of the Board of Directors on June 26, 2014, following a 30-day period of inspection and comment by the membership of the Corporation.

s/ \_\_\_\_\_  
Meredith Massey, Recording Secretary