

**BY-LAWS**

**OF**

**THE PURCHASE ENVIRONMENTAL PROTECTIVE ASSOCIATION, INC**

**Amended: November 28, 2011**

**BY-LAWS**  
**OF**  
**THE PURCHASE ENVIRONMENTAL PROTECTIVE ASSOCIATION, INC.**

**ARTICLE I**  
**THE CORPORATION**

Section 1.1 Principal Office. The Purchase Environmental Protective Association, Inc. (hereinafter the “Corporation”) shall have its principal office in Purchase in the Town of Harrison, County of Westchester, State of New York, or at such other place as may from time to time be determined by the Board of Directors.

Section 1.2 Powers and Objectives. The Corporation shall have all of the powers enumerated in the New York Not-for-Profit Corporation Law (the “NPCL”), as such may be amended from time to time; provided, however, the Corporation shall exercise its powers only in furtherance of its charitable, educational, and scientific purposes as specified in the Corporation’s Certificate of Incorporation as such terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and the Treasury Regulations promulgated thereunder. The object of the Corporation shall be to promote the interests, rights, health, safety and welfare of the property owners and residents of Purchase, New York and the surrounding communities; to foster reasonable and just zoning and land use regulations, ordinances and master plans by local, county, city, state or other governmental agencies; to support programs directed at achieving reasonable population standards in relation to the resources of said area; to review zoning and land use matters affecting said area; to oppose by appearances before governmental agencies and by institution of legal proceedings zoning changes, master plan changes, variances, construction permits and other land use actions which are considered detrimental to the said area. To the extent, if any, that there is a conflict or any inconsistency between the objectives of the Corporation as set forth in this Section 1.2 or elsewhere in these Bylaws and the provisions of the Corporation’s Certificate of Incorporation, the provisions of the Corporation’s Certificate of Incorporation shall control.

**ARTICLE II**  
**MEMBERSHIP**

Section 2.1 Members. The Corporation shall be a membership corporation. There shall be two (2) classes of Members, Class A (Voting) and Class B (Non-Voting), as provided for in Sections 2.2 of these Bylaws.

Section 2.2 Eligibility; Membership Classes.

(a) Any person or entity interested in furthering the mission and objectives of the Corporation as set forth in Article I hereof and in the Corporation's Certificate of Incorporation, as such may be amended from time to time, and who otherwise comply with the requirements for membership in the Corporation as may from time to time be established by the Board of Directors, shall be eligible to be a Member of the Corporation.

(b) As set forth in Section 2.1 hereof, the membership of the Corporation shall be divided into two (2) classes of Members as follows:

(i) Class A Members shall be those Members who satisfy the requirements for timely payment of annual dues provided for in Section 2.4 hereof, and shall have such voting and other rights, powers and duties provided for in Section 2.5 hereof.

(ii) Class B Members are not be required to pay annual dues to the Corporation and shall have such rights and privileges as shall be established from time to time by the Board of Directors, but shall not have any voting rights relating to the Corporation.

Section 2.3 Membership Status. Any person or entity meeting the general eligibility requirements for membership in the Corporation of Section 2.2(a) hereof shall become a Class B Member of the Corporation upon approval of their application. New applicants for membership in the Corporation and existing Class B Members shall become Class A Members upon the Corporation's receipt of the full amount of the then current annual dues amount required to be paid by Class A Members as provided in Section 2.4 hereof.

Section 2.4 Dues. The annual dues required to be paid by Class A Members shall be equal to such amount and shall be payable at such times as shall be established from time to time by the Board of Directors.

Section 2.5 Powers and Duties of Class A Members. In addition to any such other rights, powers, and authority established by law, by the Certificate of Incorporation of the Corporation and by these By-Laws, Class A Members shall have the sole right, power and authority to:

- (i) elect the Directors of the Corporation pursuant to Section 3.3 of these By-Laws;
- (ii) authorize the amendment and/or restatement of the Certificate of Incorporation of the Corporation;
- (iii) authorize the merger or consolidation of the Corporation with any other entity;

- (iv) authorize the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property and assets of the Corporation; and
- (v) authorize the voluntary dissolution and liquidation of the Corporation, and the plan of distribution of assets upon dissolution and liquidation and the revocation of voluntary dissolution proceedings.

Section 2.6 Annual, Regular and Special Meetings. The Annual Meeting of the Members of the Corporation for the election of Directors and for the transaction of any other business which may be properly brought before the meeting shall be held each year on such date, and at such time and at such place (either within or outside the State of New York) as the Board of Directors shall determine. In addition to the Annual Meeting of the Members, the Members shall hold such number of regular meetings at such times and at such places as may from time to time be determined by the Board of Directors. Special meetings of the Members may be called by the President at any time or by the President or Secretary upon the written request of at least ten percent (10%) of the Class A Members entitled to vote pursuant to notice as fixed in Section 2.7 of these By-Laws.

Section 2.7 Notice. Written notice of a meeting of the Members shall state the place, date and time of such meetings, and, unless it is an annual meeting, indicate that notice is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting also shall state the purpose for which the meeting is called. Notice of any meeting of the Members shall be given either by First Class U.S. Mail, private express delivery courier service, electronic mail (email) or facsimile transmission, or personally in accordance with the provisions of Section 6.5 hereof. Notice shall be given not less than ten (10) nor more than fifty (50) days before the meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time or place to which the meeting is adjourned as announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if after the adjournment the Board fixes a new record date for the adjourned meeting, a Notice of Adjourned Meeting shall be given to the membership of record on the new record date entitled to notice. Notice of a meeting of the Members need not be given to any Member who submits a signed waiver of notice in accordance with Section 606 of the NPCL.

Section 2.8 Quorum; Action by the Members.

(a) Except as may otherwise specifically be provided by the NPCL, the Certificate of Incorporation of the Corporation or these By-Laws, at all meetings of the Members, the presence of at least one-tenth (1/10) of the Class Members entitled to cast a vote thereat, in person or by proxy, shall constitute a quorum for the transaction of business. Except as may otherwise specifically be provided by the NPCL, the Certificate of Incorporation of the Corporation or these By-Laws, the affirmative vote of a majority of the Class A Members who are present and entitled to vote at a meeting at which a quorum is present shall be the act of the Class A Members.

(b) Any action required or permitted to be taken by the Members may be taken without a meeting, if the Class A Members consent in writing to such action. Such consent shall have the same force and effect as the vote of the Membership. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by the written consent of the Class A Members without a meeting, and that these By-Laws authorized the Members to so act. Such statement shall be prima facie evidence of such authority.

Section 2.9 Transfer of Membership. Membership in the Corporation is not transferable.

Section 2.10 Termination of Membership. Membership in the Corporation shall be terminated by death, resignation, expulsion, or dissolution and liquidation under Articles 10 and 11 of the NPCL.

(a) Any Member may resign his membership in the Corporation by giving written notice of such intent to resign to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting of the Board following receipt of such notice.

(b) A Member may be suspended for a period or expelled at any time for cause upon the affirmative vote of at least a majority of the entire Board of Directors; provided, however, that a statement of the charges shall have been mailed by registered mail to the Member at his last recorded address at least ten (10) days before final action is taken thereon. Such statement of the charges shall be accompanied by a notice of the date, time and place where the Board of Directors is to take their action at which time the affected Member shall be entitled to present a defense to such charges. The Board of Directors, in its sole and absolute discretion, may from time to time establish by resolution or otherwise standards and guidelines for what shall constitute "cause" for the removal of a Member, including, without limitation, violation of any of the By-Laws or rules of the Corporation; conduct prejudicial to the best interests of the Corporation; and/or failure to timely pay dues of the Corporation.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

Section 3.1 Powers and Duties. The Board of Directors of the Corporation shall have the authority, power and responsibility for the general management, control, supervision and oversight of the affairs, business, activities, property and assets of the Corporation, and may make such rules, regulations and guidelines for the promotion and advancement of the Corporation and its purposes as the Board of Directors may deem advisable. The Board of Directors, in addition to the powers and authority expressly conferred upon it by these By-Laws, by statute, by the Certificate of Incorporation of the Corporation and otherwise, is hereby empowered to exercise all such powers as may be exercised by the Corporation, except as

expressly provided otherwise by the NPCL, by the Certificate of Incorporation of the Corporation or by these By-Laws.

Section 3.2 Number and Qualification. The number of Directors shall not be fewer than three (3), the exact number of which shall be established from time to time by the Board of Directors (the “Established Number”). The Directors shall be selected with regard to their potential for active service and support to the Corporation. In order to be eligible for election as a Director of the Corporation, a candidate must reside in Purchase, New York; provided, however, that a candidate for election as a Director of the Corporation who does not reside in Purchase, New York may be elected as a Director only upon the unanimous vote of the entire Board of Directors. Each Director shall be at least eighteen (18) years of age.

Section 3.3 Election and Term.

(a) The Members shall elect Directors from among those persons nominated by the Nominating Committee. Each Director shall be elected by a plurality of the votes cast at the Annual Meeting of the Members. Each Member so voting shall be entitled to cast one (1) vote for each Director position open for election and voting shall not be cumulative. If the Members fail to fill the full Established Number of Director positions from among those individuals nominated by the Nominating Committee, the Nominating Committee shall nominate additional individuals for election by the Members until such time as the Members shall have elected an individual nominated and approved for each open Director position.

(b) At all times during which there are six (6) or more Directors, the Directors shall be divided into three (3) classes composed of as nearly equal a number of Directors as possible for the purposes of staggering their terms in office. In accordance with procedures to be established by resolution of the Board of Directors, the terms of office of each such class of Directors shall be established so that the term of one class of Directors expires each year with the first such term expiring at the first Annual Meeting of the Members following the adoption of these By-Laws. Following the expiration of the initial term of appointment for each class, which may be shorter than three (3) years, each class of Directors as then and thereafter elected shall serve staggered terms of three (3) years each. Notwithstanding the foregoing, in the event that the Board of Directors determines that the Established Number of Directors shall be five (5) or fewer, each Director shall serve for a term of one (1) year.

(c) For purposes of the foregoing, a Director shall hold office until the Annual Meeting of the Members for the year in which his or her term expires and until his or her successor is duly elected and qualified, subject, however, to such Director’s prior death, resignation, retirement, disqualification or removal from office. There shall be no limit to the number of consecutive terms of office that a particular Director may serve.

Section 3.4 Place of Meeting. The Board of Directors may hold its meetings at the principal office of the Corporation, or at such place or places within or without the State of New York as the Board of Directors may from time to time by resolution determine.

Section 3.5 Annual, Regular and Special Meetings; Notice. The Annual Meeting of the Board of Directors shall be held on such date, and at such time and at such place as the Board of Directors shall determine; provided, however, that such date shall be as soon as practicable following the Annual Meeting of the Members. In addition to the Annual Meeting of the Board of Directors, the Board of Directors shall hold such number of other regular meetings at such times and at such places as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the President at any time or by the Secretary on the written request of a majority of the members of the Board of Directors. Notice of all regular and special meetings stating the place, date and hour of the meeting shall be given to each Director either: (i) by First Class U.S. Mail, private express delivery courier service, or electronic mail (email) or facsimile transmission, not less than ten (10) days prior to the scheduled starting time of the meeting, (ii) personally or by telephone on at least seventy-two (72) hours notice prior to the scheduled starting time of the meeting, or (iii) on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate under the existing circumstances, in all such cases in accordance with the provisions of Section 6.5 hereof. Notice of a meeting need not be given to any Director who submits a signed waiver of notice in accordance with these By-Laws and Section 711 of the NPCL.

Section 3.6 Meetings by Means of Conference Telephone. Any one or more Directors or members of a committee of the Board of Directors may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications equipment allowing all persons participating in such meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 3.7 Quorum; Attendance of Board Meetings by President and Secretary.

(a) Except as may be otherwise specifically provided by the NPCL, the Certificate of Incorporation of the Corporation or these By-Laws, at all meetings of the Board of Directors, one-third (1/3) of the entire Board of Directors, but in no event fewer than two (2) Directors, shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting to another time and place until a quorum shall be present.

(b) The President and the Secretary of the Corporation (regardless of whether they are not otherwise Directors) shall be entitled to attend all meetings of the Board of Directors; provided, however, that if they are not otherwise Directors of the Corporation, they shall not be entitled to vote with regard to any action occurring thereat and their presence thereat shall not be counted towards establishing whether a quorum exists at any such meeting.

(c) Notwithstanding the right of the President or the Secretary of the Corporation or any other person who is not a Director to attend meetings of the Board of Directors, the Board of Directors, in its sole and absolute discretion, may hold closed meetings or executive sessions of the Board of Directors in which event only members of the Board of Directors and persons expressly authorized by the Board of Directors may be present thereat.

Section 3.8 Vacancies and New Directorships. Any newly created Directorship or vacancy occurring on the Board of Directors (other than vacancy of an *ex officio* position, if any) shall be filled by the Board of Directors from among those candidates established by the Nominating Committee in the manner set forth in these By-Laws. A Director elected to fill a vacancy not resulting from an increase in the number of Director positions shall have the same remaining term as that of his or her predecessor.

Section 3.9 Resignations. Any Director may resign at any time by giving written notice to the Board of Directors or to the Chairperson or Secretary. Such resignation shall take effect at the time specified in such notice, and acceptance shall not be necessary to make such resignation effective. If no time is specified in the notice of resignation, then the resignation shall take effect upon delivery.

Section 3.10 Removal. Any Director may be removed from office at any time for cause upon the affirmative vote of a majority of the Members or upon the affirmative vote of at least a majority of the entire Board of Directors. The Board of Directors, in its sole and absolute discretion, may from time to time establish by resolution or otherwise standards and guidelines for what shall constitute “cause” for the removal of a Director from office. A Director’s absence without excuse from either three (3) consecutive meetings of the Board of Directors or fifty percent (50%) or more of the meetings of the Board of Directors during a particular calendar year shall constitute “cause” for removal of such Director, upon which the Board of Directors may, but shall not be required to, act to remove such Director from office.

Section 3.11 Action by the Board of Directors.

(a) Except as otherwise provided by law, the Certificate of Incorporation of the Corporation, or these By-Laws, an act of the Board of Directors means action at any duly constituted meeting of the Board of Directors by the affirmative vote of a majority of the Directors present at such meeting (including those Directors who are counted for purposes of determining the existence of a quorum at such meeting but who are otherwise prohibited from participating and voting thereat in accordance with the provisions of Section 7.2 hereof).

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

Section 3.12 Compensation. Directors shall receive no compensation for their services as Directors, but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties in accordance with policies established by the Board of Directors. Further, a Director shall be entitled to receive reasonable compensation for services rendered to the Corporation in a professional capacity upon prior approval from the Board of Directors.



Section 3.13 Entire Board of Directors. As used in these By-Laws generally, the term "entire Board of Directors" means the total number of Directors the Corporation would have if there were no vacancies from the Established Number.

## ARTICLE IV

### COMMITTEES OF THE BOARD OF DIRECTORS

Section 4.1 General. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive and other standing committees. Each such standing committee shall have the authority granted to it by resolution of the entire Board of Directors. In addition, the Board of Directors may establish one (1) or more special or advisory committees of the Board as may from time to time be deemed suitable, necessary, or convenient to aid in accomplishing the purposes of the Corporation, each such Committee consisting of at least three (3) Directors of the Corporation appointed by the Chairperson, with the consent of the Board, and having the powers and duties specified herein or as shall be designated in the resolution of the Board of Directors establishing such committee. The Chairperson shall be an *ex-officio* member of all committees of which the Chairperson is not otherwise a regular member.

Section 4.2 Executive Committee. The Board of Directors may designate, upon the vote of at least seventy-five percent (75%) of the Directors present at a duly constituted meeting of the Board of Directors, from among the members of the Board of Directors, an Executive Committee composed of: (i) the Chairperson and such other Officers of the Corporation who are also Directors of the Corporation, each of whom shall serve until his or her term of office expires, and (ii) at least one (1) additional Director, who shall serve for one (1) year terms. Except to the extent limited by the NPCL, these By-Laws or a resolution of the Board of Directors, the Executive Committee shall have and may exercise all the powers and authority of the Board of Directors relating to the management of the business, operations, activities and affairs of the Corporation between meetings of the Board of Directors; provided, however, that the Executive Committee shall not have the power or authority with regard to the following matters: (i) filling vacancies in the Board of Directors or any committee thereof; (ii) adopting, amending or repealing any By-Law of the Corporation or any resolution of the Board of Directors which by its terms shall not be so amendable or repealable; (iii) the sale, transfer or other disposition of all or substantially all of the assets or property of the Corporation; (iv) the merger, consolidation, liquidation, dissolution or winding up of the Corporation; and (v) such other matters as the Board of Directors from time to time shall specify by resolution thereof.

Section 4.3 Nominating Committee. The Board may establish a Nominating Committee, which shall be composed of the Chairperson and at least two (2) Directors designated by vote of at least seventy-five percent (75%) of the Directors present at a duly constituted meeting of the Board of Directors, and who shall serve for one (1) year terms; provided, however, that no person (other than the Chairperson) may serve on the Nominating Committee for more than two consecutive one (1) year terms; and provided further, however, that no person (including the Chairperson) may serve on the Nominating Committee in the event

that such person's term of office as a Director or Officer of the Corporation is scheduled to expire during the current term of the Nominating Committee. The Nominating Committee shall nominate persons for election as Directors by the Members and Officers of the Corporation by the Board of Directors. The Nominating Committee shall meet in advance of the Annual Meeting of the Members to approve and submit to the Members the names of those persons nominated for election as Directors of the Corporation. The Nominating Committee shall meet in advance of the Annual Meeting of the Board of Directors to approve and submit to the Board of Directors nominees for the election of Officers of the Corporation (as described in Article V hereof).

#### Section 4.4 Meetings and Actions of Committees.

(a) Meetings and actions of Committees of the Board of Directors shall be governed by, held and taken in accordance with, the provisions of Article III of these By-Laws, concerning meetings and actions of the Board of Directors, with such changes in the context of those By-Law provisions as are necessary to substitute the Committee and its members for the Board of Directors and its members, except that: (i) a majority of all of the members of a Committee shall constitute a quorum for the transaction of business and the affirmative vote of a majority of all of the members of the Committee shall be the act of the Committee, and (ii) the time and place for regular meetings of Committees shall be designated by resolution of the Board of Directors or, if no such Board resolution is adopted, at such times and places as shall be fixed by the Chairperson of the Committee, or if not so fixed, by a vote of a majority of all of the members of the Committee. Special meetings of Committees may also be called by resolution of the Board of Directors or by the Chairperson of the Committee. Notice of special meetings of any Committee shall also be given to any and all alternate members of such Committee, who shall have the right to attend all meetings of the respective committee.

(b) Each Committee shall report to the Board of Directors when required and shall keep regular minutes of its meetings which shall be filed with the corporate records of the Corporation.

(c) The Board of Directors may adopt rules for the governance of any Committee not inconsistent with any provision of the NPCL or these By-Laws.

Section 4.7 Tenure of Members of Committees of the Board of Directors. Each committee of the Board of Directors and every member thereof shall serve at the pleasure of the Board of Directors and for such terms as set forth herein or as the Board of Directors shall otherwise determine.

Section 4.8 Alternate Committee Members. The Board of Directors may designate one or more Directors as alternate members of any standing or special committee of the Board of Directors who may replace any absent member or members at any meeting of such committee.

## ARTICLE V

### OFFICERS

Section 5.1 General. The Officers of the Corporation shall be chosen by the Board of Directors and shall be [a Chairperson,] a President, a Treasurer, and a Secretary. The Board of Directors may from time to time elect or appoint such other Officers, including one or more vice or assistant Officers, as the Board may deem necessary or convenient. Other than the Chairperson, if any, and Treasurer who must be Directors of the Corporation, Officers of the Corporation may be, but are not required to be, Directors of the Corporation. Any two (2) or more offices may be held by the same person with the exception of the offices of Chairperson, if any, President and Secretary; provided, however, that no instrument required to be signed by more than one (1) Officer of the Corporation may be signed by the same person in more than one (1) capacity.

Section 5.2 Election and Tenure. Each of the Officers of the Corporation shall be elected or appointed by the Board of Directors at its Annual Meeting from among those candidates nominated by the Nominating Committee. Each Officer of the Corporation shall serve at the pleasure of the Board of Directors for such terms as shall be determined from time to time by the Board of Directors (or if not so specified, for a term of one (1) year), or until his or her successor shall have been duly elected and qualified or until such Officer's earlier death, resignation or removal, as hereinafter provided.

Section 5.3 Removal. Each Officer of the Corporation shall serve at the pleasure of the Board of Directors, and may be removed by the Board of Directors at any time with or without cause by the affirmative vote of a majority of the entire Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not in and of itself create any contractual rights.

Section 5.4 Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson, if any, the President or the Secretary of the Corporation. A resignation shall take effect at the time specified in the notice thereof, and, unless otherwise specified in said notice, acceptance of such resignation shall not be necessary to make such resignation effective. If no effective date is specified in the notice, resignation shall be effective upon delivery of the notice.

Section 5.5 Vacancies. A vacancy in any office by reason of death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term of such office.

Section 5.6 Duties of Chairperson. The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors at which the Chairperson is present and perform such other duties as the Board of Directors may prescribe from time to time.

Section 5.7 Duties of the President. The President shall have overall responsibility for implementing the policies and directives of the Board of Directors and shall have such other duties and powers as may be assigned by the Board of Directors. The President shall be accountable to the Board of Directors for the management of the Corporation and shall report periodically to the Board of Directors on the affairs of the Corporation as the Board of Directors shall require. The President shall be responsible for supervising the day-to-day operations of the Corporation, may employ and discharge other employees of the Corporation, may approve ordinary and reasonable expenditures and, subject to the limitations set forth herein (including, without limitation, the provisions of Article VIII hereof) or otherwise established from time to time by the Board of Directors regarding certain contracts, instruments and documents, may execute on behalf of the Corporation such contracts, instruments and documents to which the Corporation is a party, including, without limitation, documents and forms required by federal, state and local governments to be executed by the Corporation's Officers; provided, however, that any deed, mortgage, note, bond, contract, instrument and/or other document (collectively, "Contracts"), or series of related Contracts, obligating the Corporation to expend during any twelve (12) month period in excess of a specified dollar threshold to be established from time to time by resolution of the Board of Directors, or in the case of any single Contract whose term exceeds twelve (12) months, shall require the prior approval of the Board of Directors or the Executive Committee. Consistent with the policies and directives of the Board of Directors, the President may delegate or assign to other Officers of the Corporation and managers of the Corporation such management duties as are necessary and prudent to accomplish the objectives of the Board of Directors and the mission of the Corporation.

Section 5.8 Duties of Treasurer. The Treasurer shall oversee the financial affairs of the Corporation including: (i) being responsible for overseeing the maintenance of the books of account and financial records of the Corporation, (ii) having charge and custody of, and be responsible for the investment and management of, all funds and securities of the Corporation, and (iii) depositing all such funds in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall ensure that a true and accurate accounting of the financial transactions of the Corporation is made, and whenever the Board of Directors so requires, shall present an account to the Board of Directors of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. If required by the Board of Directors or by law, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

Section 5.9 Duties of Secretary. The Secretary shall attend all meetings of the Board of Directors and shall ensure that there is an accurate record of the proceedings at such meetings in a book or books to be kept for that purpose; the Secretary shall also perform like duties for the Executive Committee and all other standing committees when required. The Secretary shall conduct the duties of such office in cooperation with the President of the Corporation. The

Secretary or his or her designee shall give, or cause to be given, notice of all special meetings of the Board of Directors and all other notices required to be given by the NPCL or by these By-Laws, and shall perform such other duties as may be prescribed by the Board of Directors or by the President. If the Secretary or his or her designee shall be unable to give, or shall otherwise fail to cause to be given, notice of a special meeting of the Board of Directors, then either the Board of Directors or the President shall choose another Officer of the Corporation to cause such notices to be given. The Secretary or his or her designee shall have custody of the seal of the Corporation and the Secretary shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the signature of the Secretary. The Board of Directors may give general authority to any other Officer to affix the seal of the Corporation and to attest the affixing by his or her signature. The Secretary shall collect any and all fees, annual dues and subscriptions and turn them over to the Treasurer. The Secretary shall see that all books, reports, statements, certificates and other documents and records required by law to be kept or filed are properly kept or filed, as the case may be. In particular, and without limitation of the foregoing, the Secretary shall keep a current list of all of the Members of the Corporation and shall see that all reports, returns, information returns, or other documents which are or may be required to be filed with the Internal Revenue Service are properly and timely filed.

Section 5.11 Voting Securities Owned by the Corporation. Powers of attorney, proxies, waivers of notice of meeting, consents and other instruments relating to securities owned by the Corporation may be executed in the name of, and on behalf of, the Corporation, upon direction to do so by the Board of Directors, or by any two (2) of the following persons: the Chairperson, the President or the Treasurer or such other person or persons as the Board of Directors may from time to time designate. Any of the foregoing Officers, as shall be designated by the Board of Directors, may, in the name of and on behalf of the Corporation, take all such action as any such designated Officer may deem advisable to vote in person or by proxy at any meeting of security holders of any corporation in which the Corporation may own securities and at any such meeting shall possess and may exercise any and all rights and powers incident to the ownership of such securities and which, as the owner thereof, the Corporation might have exercised and possessed if present. The Board of Directors may, by resolution, from time to time confer like powers upon any other person or persons.

Section 5.12 Compensation. The Officers shall receive such salary or compensation as from time to time may be determined by the Board of Directors.

## **ARTICLE VI**

### **GENERAL PROVISIONS**

Section 6.1 Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors and, in the absence of such determination, shall commence on July 1<sup>st</sup> in each calendar year and shall end on June 30<sup>th</sup> of the next succeeding calendar year.

Section 6.2 Books and Records. There shall be kept at the office of the Corporation: (i) correct and complete books and records of account; (ii) minutes of the proceedings of the Board

of Directors and any committee of the Board of Directors; (iii) a current list of the Directors and Officers of the Corporation and their residential and business addresses; (iv) a current list of the Members of the Corporation and their residential and business addresses; (v) a copy of the Certificate of Incorporation of the Corporation and these By-Laws, (vi) a copy of the Corporation's application for recognition of exempt status under Section 501(c)(3) of the Code (*i.e.*, IRS Form 1023); and (vii) copies of the Corporation's federal information returns for the immediately preceding three (3) years (*i.e.*, IRS Form 990).

Section 6.3 Corporate Seal. The Board of Directors shall have the authority to select the inscription and form of the Corporation's corporate seal.

Section 6.4 Disbursements. All checks or demands for money and notes of the Corporation for amounts less than such threshold amount designated by resolution of the Board of Directors shall be signed by either the President or the Treasurer or such other person or persons as the Board of Directors may from time to time designate. All checks or demands for money and notes of the Corporation for amounts greater than such threshold amount designated by resolution of the Board of Directors shall be signed by any two (2) of the following persons: the Chairperson, the President or the Treasurer or such other person or persons as the Board of Directors may from time to time designate.

Section 6.5 Notices.

(a) Whenever written notice is required to be given under the provisions of the NPCL, the Certificate of Incorporation of the Corporation, or of these By-Laws, such notice may be given either by: (i) First Class U.S. Mail, (ii) a generally recognized private express delivery courier service, (iii) electronic mail (email) transmission, or (iv) by facsimile transmission, in each case, addressed to such person at his, her or its mailing address, email address or fax number, as the case may be, as such appears in the records of the Corporation, with prepaid postage or delivery charges. Except as otherwise provided for herein, such notice shall be deemed to be delivered to the party entitled to receive notice: (i) in the case of U.S. Mail or private express delivery courier service, at the time when deposited in the United States mail or when delivered to the private express delivery courier service, or (ii) in the case of email or facsimile, upon the sender's completion of email or facsimile transmission, and receipt of confirmation of completed transmission, if available. Notice may also be given to any Director either personally, or by telephone communication to his or her residence or office either directly or by leaving a message thereat.

(b) Whenever any notice is required to be given under the provisions of the NPCL, the Certificate of Incorporation of the Corporation, or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to such notice and who did not receive the same, whether before, or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person at a meeting shall be deemed equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when a person attends such meeting solely for the express purpose of objecting to the transaction of any business because of the failure to lawfully call or convene such meeting.

Section 6.6 Minutes. Minutes shall be taken at all meetings of the Board of Directors and of all Committee meetings, including a record of attendance, and shall, after final approval thereof by the Board of Directors or a Committee thereof, be filed and maintained as part of the permanent records of the Corporation in the office of the Corporation designated for such purpose. Such minutes shall reflect all business conducted, including findings, conclusions and recommendations.

Section 6.7 Other Offices. The Corporation may have offices at such places both within and without the State of New York as the Board of Directors may from time to time determine.

Section 6.8 Pronouns. Any masculine personal pronoun shall be considered to mean the corresponding feminine or neuter personal pronoun, as the context requires.

## ARTICLE VII

### **DUTIES OF DIRECTORS AND OFFICERS; CONFLICT OF INTEREST; LIMIT ON LIABILITY; INDEMNIFICATION**

#### Section 7.1 Duties.

(a) Each Director and Officer of the Corporation shall perform his or her duties as a Director or Officer, including his or her duties as a member of any Committee of the Board upon which he or she may serve, and/or as an Officer of the Corporation, in good faith and with that degree of diligence, care and skill which an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a Director or Officer shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

(i) one (1) or more other Directors or Officers or employees of the Corporation whom the Director or Officer believes to be reliable and competent in the matters presented, or

(ii) counsel, public accountants or other persons as to matters which the Director or Officer believes to be within such person's professional or expert competence, or

(iii) a Committee of the Board upon which he or she does not serve, duly designated in accordance with a provision of the Certificate of Incorporation of the Corporation or these By-Laws, as to matters within its designated authority, which Committee the Director or Officer believes to merit confidence,

so long as in so relying he or she shall be acting in good faith and with such degree of diligence, care and skill, but such Director or Officer shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

(b) Notwithstanding the foregoing, Directors and Officers, when acting in good faith, may rely upon financial statements of the Corporation represented to them to be correct by the President, the Treasurer or the Officer of the Corporation having charge of its books or accounts, or stated in a written report by an independent public or certified public accountant or firm of such accountants that such financial statements fairly reflect the financial condition of the Corporation. A person who so performs his or her duties shall have no liability by reason of being or having been a Director or Officer of the Corporation.

Section 7.2 Interested Directors and Officers.

(a) No contract, transaction or other arrangement between the Corporation and an Interested Person (as defined below), or between the Corporation and any other corporation, firm, association, organization or other entity in which one or more Interested Persons have a Financial Interest (as defined below) or are directors, Directors, or officers (“Common Office”), shall be either void or voidable for this reason alone, provided that:

(i) The material facts as to such Interested Person’s Financial Interest in such contract, transaction or arrangement and as to any such Common Office are disclosed in good faith to the Board of Directors of the Corporation or a Committee thereof, and the Board of Directors or the Committee thereof, authorizes such contract, transaction or arrangement by a vote sufficient for such purpose; and

(ii) The Interested Person does not attend, cast his or her vote with respect to the approval of the contract, transaction or other arrangement at issue, nor otherwise participate in the meetings or deliberations at which such contract, transaction or other arrangement are approved or authorized; and

(iii) The contract, transaction or other arrangement is fair and reasonable to the Corporation.

(b) Directors who are Interested Persons may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee that authorizes such contract, transaction or arrangement, but as set forth above, shall not participate in the discussion nor vote on any matters with respect to which such Director has a Financial Interest.

(c) For purposes of this Section 7.2:

(i) “Interested Person” shall mean any Director, Officer or member of any standing or advisory Committee of the Corporation, who has a direct or indirect Financial Interest, as well as any member of any such individual’s immediate family.

(ii) “Financial Interest” shall mean any direct or indirect:

(a) ownership or investment interest in any entity with which the Corporation has a contract, transaction or other arrangement;



- (b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a contract, transaction or other arrangement; or
- (c) a potential or prospective ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is considering entering into a contract, transaction or other arrangement and which contract, transaction or other arrangement has been presented for consideration or approval by the Corporation's Board of Directors or a Committee thereof.

(iii) "Compensation" or "Compensation Arrangement" shall include any direct or indirect remuneration, as well as gifts or favors that are substantial in nature.

(d) The Board of Directors shall establish a conflict of interest policy (a "Conflicts of Interest Policy") that is applicable to all members of the Board of Directors and each of the Officers of the Corporation and which complies with guidelines, rulings and principals as shall be established by the Internal Revenue Service with regard to conflicts of interest of organizations exempt from tax under Section 501(c)(3) of the Code. To the extent that any provision in these By-Laws relating to conflicts of interest is inconsistent with the provisions of the Conflicts of Interest Policy adopted by the Board of Directors, as such may be amended and/or revised from time to time, the provisions of the Conflict of Interest Policy shall govern.

### Section 7.3 Indemnification of Directors, Officers, Members of Committees and Employees and Volunteers.

(a) The Corporation shall indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that he or she is or was a Director, Officer, member of any Committee, employee or volunteer of the Corporation, or, at the request of the Corporation, served any other organization in any capacity, against judgments, penalties, fines, settlements and reasonable expenses actually incurred, including those expenses actually incurred prior to the final disposition of such proceeding, to the full extent and in such circumstances as is permitted by law, including, in particular Section 722 of the NPCL, as such may be amended or supplemented, or by any successor thereto. The Corporation shall advance expenses to such persons to the fullest extent permitted by Section 722 of the NPCL, as such may be amended or supplemented, or by any successor thereto. Such right to indemnification and advancement of expenses shall continue as to a person who has ceased to be a Director, Officer, member of a Committee, employee or volunteer of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-Law, agreement, vote of the disinterested Directors or otherwise. Nothing contained in this

Section 7.3 shall affect any rights to indemnification to which corporate personnel other than Directors and Officers may be entitled by contract or otherwise by law.

(b) No indemnification or advancement of expenses shall be made under this Article VII if such indemnification or such advancement of expenses would be inconsistent with: (i) the provisions of Section 4958 of the Code or the Treasury Regulations promulgated thereunder, (ii) a provision of the Corporation's Certificate of Incorporation or these By-Laws, or (iii) a resolution of the Board of Directors or other proper corporate action, in effect at the time of the occurrence of the event giving rise to the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification or such advancement of expenses. The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the indemnified person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 7.4 Limit on Liability. No Director or Officer of the Corporation shall have any personal liability to the Corporation or its members for damage resulting from any breach of such Director's or Officer's duties as a Director or Officer of the Corporation; provided, however, that this Section 7.4 shall not eliminate or limit the liability of any Director or Officer: (a) if a judgment or other final adjudication adverse to such Director or Officer establishes that his or her acts or omissions (i) were in bad faith or involved intentional misconduct or a knowing violation of law or that such Director or Officer personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, or (ii) violated Section 719 of the NPCL, unless the NPCL is amended or supplemented to so limit or eliminate such liability, or (b) to the extent that such personal liability is otherwise required by, or can not otherwise be eliminated in accordance with, the NPCL.

Section 7.5 Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation, the Directors, Officers, members of Committees and employees of the Corporation, and other persons otherwise entitled to indemnification, to the full extent and in such circumstances as is permitted under the NPCL or such other applicable statute. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article VII or by operation of law and it may insure directly the Directors, Officers, members of Committees or employees of the Corporation for liabilities against which they are not entitled to indemnification under this Article VII as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

Section 7.6 Loans to Directors and Officers Prohibited. Except as otherwise permitted by law, no loans shall be made by the Corporation to its Directors or Officers, or to any other corporation, firm, association or other entity in which one or more of the Corporation's Directors or Officers are directors or officers or hold a substantial financial interest.

## ARTICLE VIII

### CONTRACTS, CHECKS, DRAFTS, AND BANK ACCOUNTS

Section 8.1 Execution of Contracts. In general, except to the extent expressly authorized by the Board of Directors or by these By-Laws, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract, instrument, document or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose. In accordance with Section 5.7 hereof and subject to Section 8.3 hereof, the President shall be authorized to execute in the name of and on behalf of the Corporation such contracts, instruments and documents to which the Corporation is a party; provided, however, that any deed, mortgage, note, bond, contract, instrument and/or other document (collectively "Contracts"), or a series of related Contracts, obligating the Corporation to expend during any twelve (12) month period in excess of a specified dollar threshold to be established from time to time by resolution of the Board of Directors or, in the case of any single Contract whose term exceeds twelve (12) months, shall require the prior approval of the Board of Directors or the Executive Committee and shall be signed by either the President, the Chairperson or another member of the Executive Committee. The Board of Directors may authorize any other Officer, and/or any employee or agent of the Corporation, in the name of or and on behalf of the Corporation, to enter into any contract or execute and deliver any contracts, instruments and documents, and such authority may be general or confined to specific instances.

Section 8.2 Grants, Contributions and Assistance in furtherance of Exempt Purposes. The making of grants and contributions, and otherwise rendering financial assistance in furtherance of the accomplishment of the exempt purposes of the Corporation, may be authorized by the Board of Directors. The Board of Directors may authorize a Committee of the Board and/or any Officer of the Corporation, in the name of and on behalf of the Corporation to make any such grants, contributions and provide such assistance.

Section 8.3 Loans and Guarantees. No loans or other obligations of indebtedness, including guarantees of payment, in excess of a specified dollar threshold to be established from time to time by resolution of the Board of Directors, shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 8.4 Checks, Drafts, etc. All checks, drafts and any other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.5 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**ARTICLE IX**

**AMENDMENTS**

These By-Laws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted, by the affirmative vote of a majority of the Class A Members or the affirmative vote of a majority of the entire Board of Directors at a duly constituted meeting thereof.

\* \* \*

I, \_\_\_\_\_, acting in my capacity as the \_\_\_\_\_ of the Purchase Environmental Protective Association, Inc., hereby certify that these By-Laws are a true, correct and complete copy of the current By-Laws of the Purchase Environmental Protective Association, Inc. adopted by the Board of Directors of the Purchase Environmental Protective Association, Inc. at a duly constituted meeting thereof held on \_\_\_\_\_, 2011.

\_\_\_\_\_  
Name:  
Title: