

BY-LAWS¹
OF THE
CIVIC ASSOCIATION OF ALBERTSON, INC.
(Adopted on February 5, 2025)

ARTICLE I

NAME

This corporation is and shall be known as the **Civic Association of Albertson, Inc.**

ARTICLE II

MEMBERS

Residents of the unincorporated village of Albertson in the Town Of North Hempstead, Nassau County, New York are eligible to become members of the corporation. Members will be asked to submit an annual fee per household which will provide that individuals in the family of the member to also enjoy the privileges of membership. Members are eligible to become Officers and Directors of the Board.²

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers and Number. The Corporation shall be managed by the Board of Directors (the “**Board**”).³ The number of Directors constituting the entire Board shall be determined by a vote of the majority of the entire Board from time to time and shall be at least three but no more than **fifteen**⁴

Section 2. Election and Term of Office. The initial Directors shall be the persons named in the certificate of incorporation, and they shall serve until the first annual meeting of the Board.⁵ At

¹ NY N-PCL § 602 provides guidance on adopting, amending and repealing by-laws. The initial by-laws must be adopted by the corporation’s incorporators at the organization meeting or by the Board. In addition, NY N-PCL § 202(a)(13) authorizes corporations to adopt, amend or repeal by-laws.

² NY N-PCL § 601(a) indicates that Type B corporations (defined in NY N-PCL § 201(b) as those formed for the following purposes: charitable, educational, religious, scientific, literary, cultural or prevention of cruelty to children or animals) may choose not to have members. Provision for no members must be set forth in the certificate of incorporation or the by-laws.

³ NY N-PCL §§ 701(a). This is the default provision, unless the certificate of incorporation provides otherwise.

⁴ NY N-PCL §§ 702(a) requires the number of directors to be at least three. Subject to this minimum, the number may be fixed by the by-laws. However, NY N-PCL § 707 calculates the statutory minimum for a quorum of directors differently depending on whether the Board has more than fifteen directors. Thus, Sections 2 (Election and Term of Office) and 11 (Quorum and Voting) must be drafted to be compatible. Also see footnote 17. In any event, for practical reasons, it may be advisable to have a smaller Board, especially for a newly organized corporation. This will facilitate adoption of resolutions and other administrative matters.

⁵ NY N-PCL § 405(a). The directors designated in the certificate of incorporation shall hold an organizational meeting at which directors will be elected to serve as provided in the certificate of incorporation or by-laws.

each annual meeting, the Board, by majority vote, shall elect Directors to hold office for a term of one year,⁶ and each such Director shall continue in office for such term and until such Director's successor shall have been elected or qualified, or until such Director's death, resignation or removal.⁷

Section 3. Newly Created Directorships and Vacancies. Newly created Directorships and vacancies among the Directors for any reason may be filled by a majority vote of the Directors,⁸ and the Directors so elected shall serve until the next annual meeting of Directors.⁹

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

Section 5. Removal. Any Director may be removed at any time with cause by a majority vote of the entire Board,¹⁰ such removal to take effect immediately upon such vote.

Section 6. Meetings. Meetings of the Board may be held at any place within or without the State of New York¹¹ as the Board may from time to time fix,¹² or as shall be specified in the notice or waivers of notice thereof.

Section 7. Annual Meetings. The annual meeting of the Board for the election of Directors and officers of the Corporation and for the transaction of such other business as may properly come before the meeting, shall be held at such time and place as may be specified by the Board.¹³

Section 8. Other Regular Meetings. With respect to regular meetings other than the annual meeting, the Board shall meet at times and places to be specified by the Board.¹⁴

However, under NY N-PCL § 405(b), an organizational meeting is not necessary if each director named in the certificate of incorporation signs an instrument electing the directors.

⁶ NY N-PCL § 703(a). Corporations may choose whether directors will be elected at large and/or by districts/sections and/or by virtue of their position or office. NY N-PCL § 703(b) sets the maximum term for directors (except ex officio directors, permitted by § 713(d)) at five years. One year is the default if the term is not specified in the certificate of incorporation or by-laws.

⁶ NY N-PCL § 713(a).

⁷ NY N-PCL § 703(c).

⁸ NY N-PCL § 705(a). This is the default provision unless the certificate of incorporation or by-laws provide otherwise.

⁹ NY N-PCL § 705(c).

¹⁰ NY N-PCL § 706(a). Directors may be removed for cause by majority vote of the directors subject to the requirement that there be a quorum of not less than a majority of directors present for the vote.

¹¹ NY N-PCL § 710(a).

¹² NY N-PCL § 710(b).

¹³ NY N-PCL § 710(a), (b). Meetings may be held at any place or time unless the certificate of incorporation or by-laws provide differently.

¹⁴ NY N-PCL § 710(a), (b).

Section 9. Special Meetings. Special meetings of the Board may be called at any time by the President, a **Vice President and one other Officer**¹⁵ or upon written demand of not less than one-fifth of the entire Board.¹⁶

Section 10. Notice of Meetings. Notice of the time and place of each meeting of the Board shall be mailed to each Director,¹⁷ postage prepaid, addressed to such Director at such Director's residence or usual place of business (or at such other address as such Director may have designated in a written request filed with the Secretary), sent by electronic mail or other form of electronic communication or given personally or by telephone no less than **forty-eight hours** before the time at which such meeting is to be held.¹⁸ Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to such Director.¹⁹

Section 11. Chairperson. The Board may elect a Chairperson, to be present at and preside over all meetings of the Board.

Section 12. Quorum and Voting. Unless a greater proportion is required by law, **one-half** of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.²⁰ Except as otherwise provided by law or by these by-laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.²¹

Section 13. Presence at Meeting by Telephone. Any one or more members of the Board or any committee thereof may participate in any meeting of the Board or of such committee by means of a conference telephone or similar equipment allowing all persons participating in such meeting to hear one another at the same time. Participation by such means shall constitute presence in person at the meeting.²²

Section 14. Action by Written Consent. Except as at the time otherwise required or permitted by law, any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting if all members of the Board or of such committee

¹⁵ NY N-PCL § 710(c). The president and any other officer specified by the by-laws or by the Board may call a special meeting.

¹⁶ NY N-PCL § 710(c).

¹⁷ NY N-PCL § 711(a). Notice to the directors of special meetings is required.

¹⁸ NY N-PCL § 711(b). The by-laws may prescribe what constitutes notice of a meeting, including the amount of time that must pass between the notice and the meeting. Of course, reasonable provisions calculated to reasonably notify Board members should be adopted.

¹⁹ NY N-PCL § 711(c).

²⁰ NY N-PCL §§ 707 calculates the statutory minimum for a quorum of directors differently depending on whether the Board has more than fifteen directors. If a Board has fifteen members or less, the quorum must be at least one-third of the number of members. If a Board has more than fifteen members, the quorum must be at least five members plus one additional member for every ten members in excess of fifteen. Thus, Sections 2 (Election and Term of Office) and 11 (Quorum and Voting) must be drafted to be compatible. Also see footnote 4. In addition, note that if a corporation has only three directors, the provisions for a quorum of one-third of the Board effectively means that a single director could make decisions for the Board in certain circumstances. For small Boards, consider increasing to one-half.

²¹ NY N-PCL § 708(d).

²² NY N-PCL § 708(c).

consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto shall be filed with the minutes of the proceedings of the Board or of such committee.²³

Section 15. Compensation. Directors of the Corporation will serve on a voluntary basis. There is no accommodation made for a salary to be allowed nor for compensation for services rendered to the Corporation. However, if a Director finds it necessary to pay for some service or commodity for the benefit of the Corporation from his or her personal resources, the Board may authorize that the Director shall be reimbursed for such service provided or commodity purchased²⁴

ARTICLE IV

OFFICERS, EMPLOYEES, AGENTS

Section 1. Number and Qualifications. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers, if any, including Assistant Secretaries or Assistant Treasurers, as the Board may from time to time appoint.²⁵ **The President shall be chosen from among the Directors.** The other officers of the Corporation may, but need not, be Directors. One person may hold two or more offices, except the offices of President and Secretary.²⁶ **No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.**²⁷

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by the Board²⁸ at the organizational meeting of the Board and at every annual meeting thereafter.²⁹ Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until the annual meeting of the Board following such officer's election or until a successor shall have been elected and shall have qualified,³⁰ or until such officer's earlier death, resignation or removal.

Section 3. Employees and Other Agents. The Board may appoint from time to time such agents as it shall deem necessary,³¹ each of whom shall be retained at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation as the Board may from time to time determine.³² These bylaws do not provide for the

²³ NY N-PCL § 708(b).

²⁴ NY N-PCL § 515. A non-profit may pay reasonable compensation to its directors and officers. However, it may not pay dividends or distribute its profits.

²⁵ NY N-PCL § 713(a) The Board may appoint officers of its choice or as provided in the by-laws. Note that alternative titles (e.g. "Chief Executive Officer" instead of "President") may be provided in the certificate of incorporation or by-laws.

²⁶ NY N-PCL § 713(a).

²⁷ This is not required by the NY N-PCL but such a provision may be prudent.

²⁸ NY N-PCL § 713(a), (b). The certificate of incorporation may authorize the president to appoint officers, subject to the Board's approval.

²⁹ NY N-PCL § 713(c). All officers are to be elected annually unless the certificate of incorporation or bylaws specify otherwise.

³⁰ NY N-PCL § 713(c). The default term of appointment for officers is one year.

³¹ NY N-PCL § 202(a)(12). The corporation is empowered to appoint officers, employees and other agents and to define their duties. Also, NY N-PCL § 602(f) provides that the by-laws may include any provisions relating to the conduct of its affairs and the rights and powers of its directors and officers.

³² NY N-PCL §715(f) provides that "[t]he fixing of salaries of officers, if not done in or pursuant to the bylaws,

hiring of employees to provide services to the Corporation. To the full extent allowed by law and the certificate of incorporation of the Corporation, the Board may delegate to any agent any powers possessed by the Board.

Section 4. Removal. Any officer or agent of the Corporation may be removed with or without cause by a vote of the majority of the entire Board.³³

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board.

Section 6. President: Powers and Duties.³⁴ The President shall have general supervision of the affairs of the Corporation, and shall keep the Board fully informed about the activities of the Corporation. If the Board has not elected a Chairperson, the President shall serve as the Chairperson of the Board. The President has the power to sign alone, unless the Board shall specifically require an additional signature, in the name of the Corporation all contracts authorized either generally or specifically by the Board. The President shall perform such other duties as shall from time to time be assigned by the Board.

Section 7. Vice President: Powers and Duties.³⁵ The Vice President shall have such powers and duties as may be assigned to him or her by the Board. In the absence of the President, the Vice President shall perform the duties of the President.

Section 8. Secretary: Powers and Duties.³⁶ The Secretary shall act as secretary of all meetings. The Secretary shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.

Section 9. Treasurer: Powers and Duties.³⁷ The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. At the annual meeting of the Board and whenever else required by the Board, the Treasurer shall render a statement of the Corporation's accounts.³⁸ The Treasurer shall at all reasonable times exhibit the Corporation's

shall require the affirmative vote of *a majority of the entire board* unless a higher proportion is set by the certificate of incorporation or by-laws" (emphasis added). This standard may become burdensome for an organization with a large board, particularly if many of the directors are not active. It is therefore worth considering whether making specific provision in the by-laws for a compensation committee or other less cumbersome method of fixing compensation.

³³ NY N-PCL § 714(a).

³⁴ NY N-PCL § 202(a)(12) empowers a corporation to elect or appoint officers and define their duties, and NY N-PCL § 602(f) permits the by-laws to contain provisions relating to the rights or powers of officers. NY N-PCL § 713(e) provides that officers shall have authority to perform their duties as provided in the by-laws and by the Board.

³⁵ Id.

³⁶ Id.

³⁷ Id.

³⁸ NY N-PCL § 519. The president and treasurer are responsible for presenting an annual report to the Board.

books and accounts to any officer or Director of the Corporation and shall perform all duties incident to the position of Treasurer subject to the control of the Board.

ARTICLE V

COMMITTEES

Section 1. Committees of the Board. The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an executive and other standing committees.³⁹ The President shall appoint a chairperson of each committee. Each committee so appointed shall consist of three or more Directors⁴⁰ and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

- (a) the filling of vacancies on the Board or on any committee;⁴¹
- (b) the amendment or repeal of the by-laws or the adoption of new by-laws;⁴²
- (c) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;⁴³
- (d) the fixing of compensation of the Directors for serving on the Board or any committee.⁴⁴

At any meeting of a standing committee, the presence of a majority of its members then in office shall constitute a quorum for the transaction of business. Special committees may be appointed by the President with the consent of the Board and shall have only the powers specifically delegated to them by the Board, provided that no such committee shall have any powers not authorized for standing committees pursuant to this Section 1 of this Article V.⁴⁵

Section 2. Committees of the Corporation. The Board may create committees other than standing or special committees to be committees of the Corporation. Any such committees created by the Board shall be appointed by the President with the consent of the Board. Such committees may consist of Directors and others.⁴⁶

ARTICLE VI

³⁹ NY N-PCL § 712(a). The Board may adopt committees by this procedure only if the certificate of incorporation or by-laws so provide.

⁴⁰ NY N-PCL § 712(a). Committees of the Board are required by law to consist of at least three directors. Thus, this provision may not be especially relevant for a corporation with a small Board. Nonetheless, it may be prudent to retain it at the outset in order to avoid having to amend the by-laws in the future.

⁴¹ NY N-PCL § 712(a)(2).

⁴² NY N-PCL § 712(a)(4).

⁴³ NY N-PCL § 712(a)(5).

⁴⁴ NY N-PCL § 712(a)(3). See footnote 33 regarding compensation of officers.

⁴⁵ NY N-PCL § 712(c).

⁴⁶ NY N-PCL § 712(e). Committees of the corporation (those that are not standing or special committees of the Board) may be elected or appointed in the same manner as officers (see NY N-PCL § 713).

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS⁴⁷

Section 1. Checks, Notes and Contracts. The Board is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and other documents.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or deposit accounts in financial institutions the Board may deem desirable. No provision is made in these bylaws for the Corporation to own real property or to make other kinds of investments.⁴⁸

ARTICLE VII

OFFICE AND BOOKS

Section 1. Office. The Corporation shall transact business within the State of New York. While the Corporation may maintain an Office to be located at such place within or without the State of New York as the Board may from time to time determine, in the alternative the Corporation may have no physical Office location but retain its records virtually or physically at locations agreed upon by the Board.. The Board will maintain a Post Office Box at the Albertson, NY US Post Office and an email address.⁴⁹

Section 2. Books. If the Corporation maintains an Office as mentioned in Section 1, then the correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the charter, a copy of these by-laws, and all minutes of meetings and written consents of the Board will be retained at that location. Otherwise, such records as described above will be retained at other locations and in whatever medium that the Board determines.⁵⁰

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall be the **calendar year**.⁵¹

ARTICLE IX

INDEMNIFICATION⁵²

⁴⁷ NY N-PCL § 202(a) authorizes corporations to enter into contracts, leases, etc.

⁴⁸ Article 5 of the NY N-PCL governs corporate finance. NY N-PCL § 512 governs investments in particular.

⁴⁹ NY N-PCL § 202(a)(11).

⁵⁰ NY N-PCL § 621(a) requires the corporation to keep at its office correct and complete books and records of accounts and minutes of its proceedings. These records may be kept outside of the state.

⁵¹ Choice of fiscal year is left to the discretion of the corporation.

⁵² NY N-PCL § 202(a)(2) empowers corporations to indemnify personnel.

The Corporation shall, to the fullest extent now or hereafter permitted by law,⁵³ indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate is or was a Director, officer, or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees and shall advance the expenses of such person in defending such an action or proceeding,⁵⁴ except to the extent specifically prohibited by law.⁵⁵ The Corporation may make provision with respect to such indemnification of or advancement of expenses⁵⁶ to officers and Directors by agreement or by resolution of the Board of Directors. The Board may make provision for indemnity insurance to be purchased for the protection of its Officers, Directors or agents..⁵⁷

ARTICLE X

AMENDMENTS⁵⁸

These by-laws may be amended by majority vote of the Board at any meeting of the Board, provided that notice of the proposed amendment has been included in the notice of the meeting.⁵⁹

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⁵³ NY N-PCL §§ 717-726 govern indemnification of directors and officers.

⁵⁴ NY N-PCL § 722(a) authorizes the corporation to indemnify officers and directors if the indemnified person acted in good faith for a purpose s/he reasonably believed to be lawful and in the best interests of the corporation. In addition to indemnification by the corporation, directors and officers serving without compensation may not be held liable for official conduct except in egregious cases (NY N-PCL § 720). Furthermore, any director or officer discharging his/her duties in accordance with NY N-PCL § 717(a) may not be held liable for official conduct undertaken in reliance on information and reports provided by officers, employees, attorneys, accountants or Board committees (NY N-PCL § 717(b)).

⁵⁵ NY N-PCL § 721 prohibits a corporation from indemnifying an officer or director for acts committed in bad faith, with intentional dishonesty or for personal gain. NY N-PCL § 719 holds a director liable to creditors, members and other beneficiaries of the corporation's activities for voting for certain corporate actions (e.g. unauthorized distributions) unless s/he discharged his/her duty under NY N-PCL § 717. Also, NY N-PCL § 720 sets forth a cause of action against an officer or director on behalf of the corporation for certain prohibited conduct. However, NY N-PCL § 720-a states that, except for proceedings brought by the attorney general and the cause of action provided in NY N-PCL § 720, a director or officer serving without compensation may not be held liable for official conduct unless such conduct constituted gross negligence or was intended to cause harm.

⁵⁶ NY N-PCL § 723(c) authorizes the corporation to advance expenses if the director or officer executes an undertaking agreeing to re-pay the expenses if s/he is ultimately found not to be entitled to indemnification. Also see NY N-PCL § 725 for further provisions regarding the timing of indemnification payments.

⁵⁷ NY N-PCL § 726 empowers a corporation to purchase insurance to indemnify directors even when the code otherwise forbids indemnification (in such a case, the insurance must provide for a retention amount and co-insurance). However, such indemnification insurance must be limited to the cost of defense if the insured person's deliberately dishonest actions are material to the cause of action or resulted in his/her advantage or financial gain.

⁵⁸ NY N-PCL § 202(a)(13) empowers a corporation to amend by-laws.

⁵⁹ NY N-PCL § 602(b).