

BY-LAWS
of
THE PURCHASE COMMUNITY, INC.

Adopted by the Members at the Meeting of September 27, 1983 at the Purchase Community House
Amended by the Board of Directors at the Meeting of June 3, 1987
Amended by the Board of Directors at the Meeting of February 11, 1997
Amended by the Board of Directors at the Meeting of May 7, 2013
Amended by the Board of Directors at the Meeting of December 16, 2014

ARTICLE ONE

Offices

The principal office of the Purchase Community, Inc., hereinafter to be referred to as the Corporation, shall be located at the Purchase Community House on Purchase Street, Town of Harrison, County of Westchester, State of New York. The Corporation may have such other offices, with the State of New York, as the Board of Directors of the Corporation may determine from time to time.

ARTICLE TWO

Members

Section 1. Qualification for Membership (Amended)

Any resident of the area defined by the Purchase School District as of May 7, 2013 shall be eligible for membership in the Corporation.

Section 2. Election of Members (Amended)

Any person who is a resident as defined by Section 1 of this Article is a Member of the Corporation.

Approval of such membership for all qualified applicants shall be automatic upon payment of any required dues or fees, if such has been authorized as a condition for membership by the Board of Directors of the Corporation.

Section 3. Voting Rights

Each Member in good standing who has attained the age of twenty-one years shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 4. Termination of Membership

The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a Member for cause after an appropriate hearing, and, by a majority of those present at any regularly constituted meeting of the Board, suspend or expel any member who shall be in default in the payment of dues for the period fixed hereinafter by Section 2 of Article 8. Membership shall also be automatically terminated when a member ceases to be a resident of the area defined in Section 1 of this Article.

ARTICLE THREE

Meeting of Members

Section 1. Annual Meeting

An annual meeting of the Members shall be held at the principal office of the Corporation or such other place within the Town of Harrison as the Board of Directors so designate, on the second Tuesday of the month of June in each year, at 8:00pm, or such other date and time as the Board of Directors may designate, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings

Special meetings of the Members of the Corporation may be called by the President upon his/her own motion, the Board of Directors, or upon the written request of thirty Members for the purposes specified in said request. The place of such meeting shall be the principal office of the Corporation, or such other place within the Town of Harrison as the Board of Directors so designate.

Section 3. Notice of Meetings

Written or printed notice stating the place, day, and hour of any meeting of Members shall be given to each Member entitled to vote at such meeting, not fewer than 10 days nor more than 30 days before the date of such meeting, by or at the direction of the President, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 4. Quorum (Amended)

At all meetings of the Members of the Corporation, a quorum shall consist of not fewer than one hundred (100) Members. In case a quorum shall not be present, the meeting may be adjourned by those present to a future date, pursuant to notice as provided in Article Three, Section 3 of these by-laws.

ARTICLE FOUR

Board of Directors

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, Qualifications and Election (Amended)

The number of directors shall not be fewer than six nor more than twenty, as determined by the Board. Directors shall be elected at the Annual Meeting of Members by a plurality of votes, and the term of office of each director shall be until the next Board is elected at the Annual Meeting. Election may be by oral or written ballot as designated by the Members present at the meeting, which shall be presided over by the then existing President or Vice-President. Except as provided under Article Five, Section 1, below, Directors need not be Members of the Corporation and shall not exceed two in number. Any Member of the Corporation is qualified to be a Director.

Section 3. Regular Meetings

A regular meeting of the Board of Directors shall be held without any other notice than these by-laws, and at the same place as, the Annual Meeting of Members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Corporation in the absence of any other designation in the resolution.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any five Directors, and shall be held at the principal office of the Corporation or at such other place as the Directors may determine.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least 10 days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his/her address as shown by the records of the Corporation.

Section 6. Quorum (Amended)

Six Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Board of Directors

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 8. Vacancies

All vacancies occurring on the Board of Directors may be filled for the unexpired term by majority vote of those Directors present at a duly called meeting of the Board. In accordance with Article Seven, the Nominating Committee must recommend to the Board qualified candidates, if any, to fill any vacancy.

Section 9. Removal

A Member of the Board of Directors may be removed by two-thirds vote of the Directors present at a duly constituted meeting for reasons that may be established by the Board providing written notice is given to such Director at least fifteen days prior to the date of such meeting.

ARTICLE FIVE

Officers

Section 1. Officers (Amended)

The Officers of the Corporation shall consist of a President, one or more Vice presidents, (the number to be determined by the Board of Directors), A Secretary, A Treasurer and the Chairperson of the Finance Committee. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for the term of the Board who appointed them and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. No person shall be elected or serve as an Officer of the Corporation unless he/she is a member of the Corporation and any Officer shall resign his/her office by ceasing to be a Member.

Section 2. Election and Term

The Officers of the Corporation shall be elected by the Directors at the first meeting after each Annual Meeting and their term of office shall be from the time of their election until the next Annual Meeting of the Directors, or until such time as their successors are chosen.

Section 3. The President and Vice Presidents

The President or in his/her absence one of the Vice Presidents, shall preside at the meeting of the Corporation and of its Board of Directors. The President shall be the chief executive and shall be charged with overseeing that all orders and resolutions of the Board of Directors be carried into effect, and shall work with the Director of the Purchase Community House in carrying out of all programs and other activities, including administrative matters relating thereto. The President shall work with and be an ex-officio member of all Committees.

In the event of the death, permanent or temporary disability of the President or in the event the President is otherwise incapable of carrying out the duties of the office, the First Vice President shall be appointed by the Board of Directors to fill the vacancy for the unexpired term.

Section 4. The Secretary

The Secretary of the Corporation shall give notice of all meetings of the Members of the Corporation and of the Board of Directors. He/She shall keep the minutes of such meetings. He/She shall be the custodian of or be responsible for the safeguarding of all the records of the Corporation, shall be the custodian of the seal of the Corporation; and shall perform such other duties as the Board of Directors may from time to time assign.

Section 5. The Treasurer

The Treasurer of the Corporation shall have responsibility for and custody of corporate funds and shall keep records of the assets and indebtedness of the Corporation. In addition, he/she shall perform such other duties as the Board of Directors may from time to time assign.

Section 6. The Chairperson of the Finance Committee

The Chairperson of the Finance Committee or a Committee member designated by the Chairperson shall preside at all meetings of the Finance Committee and shall perform such other duties as the Board of Directors may from time to time assign.

Section 7. Vacancies

A vacancy in any office other than the office of the President because of the death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE SIX

Standing and Other Committees

Section 1. Standing Committees

At its Annual Meeting, the Directors shall elect from the Board and from the Members of the Corporation a Finance Committee of not less than three persons. A quorum for the Finance Committee shall not be less than fifty percent of the total number of persons elected to the committee. At the same meeting, or at a regular or special meeting of the Board, the President shall appoint Standing Committees from the Board of Directors and Members of the Corporation, said committees consisting of not less than two persons.

Section 2. Powers of the Executive Committee

When the Board of Directors is not in session, an Executive Committee comprised of the Officers and Chairperson of the Finance Committee shall be vested with all the powers of the Board of Directors so far as the same can properly be delegated and it shall be its duty to exercise such powers whenever immediate action is required.

Section 3. Duties of the Finance Committee

It shall be the duty of the Finance Committee, subject to the control of the Board of Directors, to supervise the finances and investments of the Corporation; to supervise and cooperate with the Treasurer in the performance with his/her duties; to provide for the proper equipment and maintenance of the House and Grounds of the Corporation and to supervise and review the employment of necessary personnel; and generally to perform such other duties as may from time to time be assigned to it by the Board of Directors.

The Committee shall work with the President and the Director of the Purchase Community House in developing budgets and in controlling expenditures under budgets approved by the Board of Directors. The Committee shall approve all expenditures and major repairs, whether or not budgeted.

Section 4. Special Committees

The Board of Directors may from time to time establish Special Committees for such purposes and with such powers as to them seem wise, and the members of said Special Committees when so established shall be appointed by the President, who shall designate a Chairperson thereof.

ARTICLE SEVEN

Nominating Committee

Section 1. Appointment of Nominating Committee (Amended)

At least thirty days prior to the Annual Meeting of the Members in each year, the President shall appoint, with the approval of the Board of Directors, a Nominating Committee composed of not less than three Members.

Section 2. Procedure by Nominating Committee

- (a) The Nominating Committee shall nominate candidates to represent the entire community and to carry on and further the purposes and objectives of the Corporation.
- (b) The Nominating Committee shall receive and consider any other nominations from the Members provided such received not less than ten days prior to each Annual Meeting of the Members. The names of such candidates, together with those nominated by the Nominating Committee, shall be presented to the Members at their Annual Meeting. The number of candidates nominated in accordance with this Section together with any candidates nominated at the Annual Meeting shall not exceed five.
- (c) The Nominating Committee shall nominate and post at least seven days before said Annual Meeting of the Members upon the bulletin board in the Purchase Community House the list of candidates for the Board of Directors.

ARTICLE EIGHT

Section 1. Annual Dues

The Board of Directors shall determine from time to time the amount of initiating fee, if any, and annual dues, if any, payable to the Corporation by Members of the Corporation provided notice in writing be given to the Members before the implementation thereof.

Section 2. Default and Termination of Membership

When any Member is in default in the payment of dues or initiating fee for a period of three months from the beginning of the period for which such dues or initiating fee became payable, his/her membership may thereupon be terminated by the Board of Directors as provided herein above.

ARTICLE NINE

Seal

The Board of Directors shall provide a corporate seal, which shall be "The Purchase Community, Inc. corporate seal, 1926, New York."

ARTICLE TEN

Rentals

The Board of Directors shall have the power to fix and to collect rent for the use of the Corporation's property. This power may be delegated from time to time to the Finance Committee and may be exercised by the Executive Committee when the Board of Directors is not in session. Reasonable rent for the use of the Corporation's property shall be charged to the Town/Village of Harrison for a meeting house and for other Town purposes, and generally to all other persons, organizations and corporations. A schedule of charges shall be fixed by the Finance Committee subject to the approval of the Board of Directors. Such charges shall be revised from time to time by the Finance Committee subject to the approval of the Board of Directors.

ARTICLE ELEVEN

Amendment of by-laws and Conduct of Meetings

Section 1. Amendment of by-laws

These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by the vote of two-thirds of the Directors present at any regular meeting or special meeting, providing the Members are given a notice of said meeting at least ten days prior to the date for holding the same. The notice shall contain the text of the proposed new by-laws, or the proposed amendment to the by-laws or shall explain the nature and content of the proposed by-laws or amendment, and state that the complete text will be posted on the bulletin board of the Purchase Community House for at least ten days immediately preceding such meeting.

Section 2. Conduct of Meetings

All meetings shall be conducted in accordance with Robert's Rules of Order, as revised.

ARTICLE TWELVE

Indemnification

Section 1. Indemnification of Director or Officer

If a director or officer of the Corporation is made a party to any civil or criminal action or proceeding in any manner arising from the performance by such director or officer of his/her duties for or on behalf of the Corporation, then to the full extent permitted by law, the Corporation, upon affirmative vote of a majority of the Board of Directors, a quorum of directors as specified in Article Four, Section 6 herein being present at the time of the vote who are not parties to the action or proceeding, shall:

- (a) Advance to such director or officer all sums found by the board, so voting, to be necessary and appropriate to enable the director or officer to conduct his/her defense, or appeal, in the action or proceeding; and
- (b) Indemnify such director or officer for all sums paid by him/her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit for any sums advanced to the director or officer pursuant to paragraph (a) of this section.