

Minutes of the Annual Meeting of Members of the Corporation

December 6, 2016

At 7:05 p.m. Justine Gaeta called the meeting to order. Justine welcomed everyone and reviewed the agenda for the evening.

The first order of business was to approve the minutes. Paul Abramson made a motion to approve the minutes from the last meeting of Members held on August 11, 2016. Jini Sachse seconded. The motion carried.

Next, Justine Gaeta made an appointment of the Election Inspectors who took an oath and agreed to faithfully execute their duties and stay impartial. Both Victoria Weinberg and Carol Wolf signed and agreed to the Oath.

Annual Report: President Justine Gaeta explained what a Member of the Corporation is; being at least 21 years of age and living in Purchase entitles people to be a Member of the Corporation. Last year we had 2968 members in 1483 Households. This year we have 3291 individual members in 1602 households. This change is likely due to increased voter registration in this Presidential election year and children attaining the age of 21 and remaining in the community at their parent's homes. Justine also presented our audited financial statement for the Member's review.

Executive Director Jim Kelly welcomed all in attendance and personally thanked the Board of Directors, Staff and community members for their support.

Quorum Count: Victoria Weinberg and Carol Wolf verified the Quorum Count. 100 Members are required either in person or by proxy. Victoria and Carol reported that we had 15 Members in person and 129 via proxy. Of the 129 proxies, 125 were voting in favor of the pending resolutions and 4 were abstaining.

Nominating Committee: Sharlise Smith-Rodriguez, the Nominating Committee Chair, proposed an Amendment to the Certificate of Incorporation. The amendment changes the name of the organization from, "The Purchase Community, Inc." to "Purchase Community, Inc". In addition, the amendment changes the number of Directors from 30 to a range of 10 to 20 as determined by the Board. Paul Abramson made a motion to approve the Amendments to the Certificate of Incorporation and Alison Danzig seconded. Motion carried.

Sharlise Smith-Rodriguez next made a motion to approve the amended and re-stated by-laws. Christine Griff seconded the motion. Motion Carried

Finally, Sharlise Smith-Rodriguez made a motion to approve the proposed Slate of Board of Directors. Chris Griff seconded the motion. Motion carried.

Please see the attached Meeting Notice for specifics on each of the three resolutions.

Old Business: None

New Business: Justine Gaeta and Jim Kelly gave out branded PCH items to commemorate members and their tenure. Both current and previous Board members were recognized along with the years they dedicated themselves to the PCH.

The meeting was adjourned at 7:22 p.m.

Respectfully submitted, Loren Canell, Secretary

NOTICE OF ANNUAL MEETING OF MEMBERS

Dear Resident:

November 1, 2016

You are cordially invited to the Annual Meeting of the Members of Purchase Community, Inc. at 7:00PM on Tuesday December 6, 2016 at the Purchase Community House Auditorium.

The purpose of this meeting is to elect Directors as well as amend the Certificate of Incorporation and By-laws. Enclosed are copies of the proposed Certificate of Incorporation and proposed By-laws. Those documents as well as the original versions are available on our website www.PurchaseHouse.com. A proxy is also available on the website.

Certificate of Incorporation Changes:

- Change the name of the corporation from "The Purchase Community, Inc." to "Purchase Community, Inc." This change will allow easier searching as we are now found under the letter "T" in New York State records instead of the letter "P".
- Change the number of Directors from 30 to a range of 10 to 20 as determined by the Board of Directors.

The major changes to the By-laws are the same as above so that the Certificate of Incorporation and By-laws conform to one another. Most other changes to the By-laws are made in an effort to comply with the current Not for Profit Corporation Law ("NPCL") and clarify the language used. The complete amended and restated By-laws are enclosed.

By-law Changes

- Change the name of the corporation from "The Purchase Community, Inc." to "Purchase Community, Inc." This change will allow easier searching as we are now found under the letter "T" in New York State records instead of the letter "P".
- Eliminate a date of determination in the Membership criteria.
- Remove the approval requirement to be a Member.
- Change the annual meeting date to December.
- Lower the number of Members needed to request a Special Meeting from 30 to 10.
- Proxies are defined in accordance with the NPCL.
- Change the number of Directors from a set number of 30 to a range of 10 to 20 as determined by the Board.
- Quorum of Directors changed to be consistent with NPCL.
- Better define committees and membership eligibility in those committees.
- Add a provision where candidates for Director nominated by a Member with written support of 25 Members must be added to the slate.
- Define the process for voting on Directors at the Annual Meeting.
- Eliminate Dues.
- Change the corporate seal provision to match the new corporation name.
- Add Article Twelve requiring Conflict of Interest and Whistle Blower policies as per NPCL.

Slate of Directors:

The following 2016-2017 Slate is proposed by the Nominating Committee in accordance with Article Seven of the proposed By-laws. They are all returning Directors.

Paul Abramson
Andrew Benerofe
Mary Burton
Loren Canell
Clare Conlin
Allison Danzig

Justine Gaeta
Christine Griff
Marylee Liebowitz
Thomas Manisero
Cornelia Mrose
Jini Sachse

Scott Sherman
Sharlise Smith-Rodriguez
Robert Warshauer
Victoria Weinberg

If you cannot attend, a proxy and postage paid return envelope are enclosed for your use. A quorum of 100 Members in person or by proxy is required for the meeting to proceed. Your support in person or by proxy is appreciated. If you have any questions, please feel free to call our Executive Director, Jim Kelly, at 914-949-2636.