

AMENDED
By-Laws
Of
Friends of Art & Design (FAD)
A New York State Not-for-Profit Corporation

Article 1: PURPOSE

- 1.1 Friends of Art & Design (FAD) works to build strong relationships between the High School of Art & Design, a public high school in the City of New York, and the community through academic and professional interaction; to create opportunities that will lead to mutual respect and trust for the benefit of students, teachers, residents and business people in the community.

Article 2: MEMBERSHIP

- 2.1 In accordance with the provisions of Section 601 (a) of the Not-for-Profit Corporation Law of the State of New York, the Corporation has no members.

Article 3: BOARD OF DIRECTORS

- 3.1 Power and number. The board of directors shall have general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The number of directors that shall constitute the board shall be not less than 11. The number of directors may be increased or decreased by action of the Board of Directors amending these by-laws provided that any action of the directors to affect such an increase or decrease shall require the vote of a majority of the entire board.
- 3.2 Election and term. The directors shall be elected biennially at the annual meeting of the Board of Directors, by a majority of the directors then in office, and each shall hold office until the second annual meeting from that date and the earliest of the election or appointment and qualification of such director's successor or until such director's death, resignation or removal. Past Presidents are automatically directors with rights to vote, but are not counted as part of the quorum.
- 3.3 - Vacancies and newly created Directorships. Newly created directorships resulting from an increase in the authorized number of directors and vacancies occurring in the Board of Directors for any cause, including any such vacancy occurring by reason of the removal of any director from office, may be filled by the vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the next annual

meeting and until the earliest of such director's successor being elected or appointed and qualified or until such director's death, resignation, or removal.

- 3.4 **Removal.** A director may be removed with cause by a majority vote of the directors.
- 3.5 **Resignation.** Any director may resign from office at any time by delivering a resignation in writing to the president or co-president. The resignation shall take effect at any time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 3.6 **Meetings.** Regular or special meetings of the Board of Directors shall be held at such times and places as may, from time to time, be fixed by the president or co president or as may be specified in a notice of meeting. Special meetings of the Board of Directors may be held at any time upon the call of the president or co president or any director upon written demand of not less than one-fifth of the entire Board of Directors.
- 3.7 **Quorum.** At each meeting of the Board a majority of the entire Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting to another time and place without notice other than announcement at the meeting, until such a quorum is present. When necessary the president or co-president may institute a proxy vote.
- 3.8 **Manner of Acting and Conflicts Policy.** The vote of a majority of the directors present at any meeting where there is a quorum shall be the act of the Board of Directors. In connection with all actions taken by the Board of Directors with respect to any contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association, or other entity in which one or more of the directors or officers of the Corporation are directors or officers or have a substantial financial interest, affiliation, or other significant relationship, each such interested director or officer of the Corporation shall:
- a. disclose to the Board of Directors the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorships, offices, or substantial financial interest, affiliation, or other significant relationship, which disclosure shall be duly recorded in the minutes or resolutions relating to such actions,
 - b. refrain from taking part in deliberation with respect to such contract or transaction, and
 - c. abstain from voting on any such contract or transaction.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors that authorizes such contract or transaction.

- 3.9 **Organization.** At each meeting of the Board of Directors, the president or co-president will act as President of the Board. In the absence of the president, the co-president will act as President of the Board. The recording secretary shall act as secretary of each meeting of the Board of Directors. In the absence of the recording secretary, the chairman of the meeting shall appoint a recording secretary of the meeting.

- 3.10 The Board of Directors may, by resolution adopted by a majority of the entire board, designate one or more standing committees to have and exercise such power and authority as the Board of Directors shall specify and as permitted by law.

Each standing committee shall consist of three or more directors. The members of ad hoc committees shall be appointed by the president or co-president.

- 3.11 Compensation of Directors. The Corporation shall not pay any compensation to directors for services rendered to the Corporation, except that directors may be reimbursed for reasonable expenses.

Article 4: OFFICERS

- 4.1 Officers. The officers of the Corporation may consist of a president and/or co-President, a Treasurer, and a Secretary and such other officers with such titles as the Board of Directors shall determine, all of whom shall be chosen by and shall serve at the pleasure of the Board of Directors.
- 4.2 Election, Term of Office and Qualifications. The officers of the Corporation shall be elected biennially by a majority vote of the Board of Directors at the last meeting in the school year. The terms of office will begin at the last meeting of the regular school year. Election as an officer will be deemed to be an election to the Board of Directors for the term of the office.
- 4.3 Removal. Any officer may be removed by the vote of a majority of the Board of Directors either with or without cause, at any meeting at which a majority of the directors is present.
- 4.4 Resignations. Any officer may resign at any time by giving written notice to the president or co-president. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 4.5 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term in the manner prescribed in these by-laws for regular appointment to such office.
- 4.6 President or Co-President. The president or co-president shall preside at meetings of the Board of Directors and of the Executive Committee. The president or co-president shall exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as the Board of Directors may assign to the president or co-president. The president or co-president shall have the power to appoint temporary officers until the next meeting of the Board of Directors.
- 4.6 (a) The president or co-president will have the power to grant allocation requests up to \$1,000 annually without the prior approval of the Board.
- 4.7 Vice-President. The vice president shall preside at meetings of the Board of Directors and of the Executive Committee in the absence of the president. The

vice president will in general, perform all duties incident to the office of vice president and such other duties as the president and the Board of Directors may from time to time assign to the vice president.

4.8 Recording Secretary. The recording secretary shall:

- a. record and keep the minutes of all meetings of the Board of Directors;
- b. see that all notices and reports are duly given or filed in accordance with these by-laws or as required by law;
- c. be custodian of the records (other than financial) and have charge of the seal of the Corporation and see that it is used upon all papers or documents whose execution on behalf of the Corporation under its seal is required by law or duly authorized in accordance with these by-laws; and
- d. in general, perform all duties incident to the office of secretary and such other duties as the president or co-president and the Board of Directors may from time to time assign to the recording secretary.

4.9 Treasurer. The treasurer shall:

- a. have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such depositories as shall be designated by the Board of Directors;
- b. exhibit at all reasonable times the Corporation's books of accounts and records to any of the directors of the Corporation upon application during business hours at the office of the Corporation or where such books are kept;
- c. render a statement of the condition of the finances of the Corporation at the annual meeting of the Board of Directors as provided in section 519 of the Not-for-Profit Corporation Law;
- d. receive, and give receipt for, amounts due and payable to the Corporation from any source whatsoever and, subject to the direction of the Board of Directors, authorize the disbursement of funds of the Corporation;
- e. in general, perform all the duties incident to the office of treasurer, and such other duties as the president or co-president or the Board of Directors may from time to time assign the treasurer;
- f. if required by the Board of Directors, give such security for the faithful performance of the treasurer's duties as the Board of Directors may require, and
- g. issue quarterly and annual statements to the Board of Directors.

Article 5: EXECUTIVE COMMITTEE

- 5.1 **The Executive Committee.** There shall be an executive committee of the Board of Directors composed of the president, co-president, the secretary, the treasurer, the immediate past president and two board members selected by the president or co-president and approved by the Board of Directors.
- 5.2 **Interim Executive Committee.** An individual who is a member of the Executive Committee at the time of the annual meeting and who shall continue as a member of the Board of Directors following such meeting, shall remain a member of the Executive committee until such time as the Board of Directors approves new members of the Executive Committee.
- 5.3 **Authority of Executive Committee.** Subject to any limitations specifically imposed by the Board of Directors or Section 712 of the not-for-profit corporation law, or other applicable law, or in section 5.4 of this Article 5, the executive committee of the Board of Directors shall possess and may exercise all of the powers of the Board of Directors except as modified in Section 5.4.
- 5.4 **Restrictions of the Authority of Executive Committee.** The Executive Committee shall not have the right to approve any allocation request, or aggregate requests to the same or related parties, of over \$3,000.
- 5.5 **Executive Committee Reporting Obligations.** The Executive Committee must report all actions taken by it, for the record, at the next stated meeting of the Board of Directors.
- 5.6 **Quorum.** At each meeting of the Executive Committee, a majority of the members of the entire Executive Committee shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Executive Committee, a majority of the members present may adjourn the meeting without notice other than announcement at the meeting, until such a quorum is present. When necessary a proxy vote may be instituted.

Article 6: GENERAL PROVISIONS

- 6.1 **Fiscal Year.** The fiscal year of the Corporation shall end of July 31st.
- 6.2 **Seal.** The Corporate Seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

- 6.3 **Books and Records.** The Corporation shall keep correct and complete books and records of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws, and all minutes of meetings of the Board of Directors and committees thereof.
- 6.4 **Amendments.** These by-laws may be amended by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for this purpose by a majority vote of the directors present and voting, provided that due notice of the proposed amendment(s) shall have been given to the Board of Directors not less than five days in advance in writing or electronic mail.

IN WITNESS WHEREOF, the undersigned directors have adopted these By-Laws as of this 15th day of December, 2009 amending and replacing the existing by-laws.

PRINTED NAMES

**JOYCE ARNOFF
HARRIET BRUDNER
JOAN CAVANAUGH
OLGA BOUTANEFF
FREDERIC COHEN
FLORENCE EIDMAN
JANEEN JOHNSON
ALLAN LEVY
VIRGINIA LYON
ALEXANDRA MATUSINKA
STEPH OPPENHEIM
DENNIS PAGET
PETER H. ROSE
CHARLES SCALERA
JANET SINGER
ELLIOT J. SMITH
SIMONE THORUBER
JOHN ZIEBARTH**