

NEW YORK CITY MUSEUM EDUCATORS ROUNDTABLE (NYCMER) BYLAWS

ARTICLE I

Name and Nonprofit Policy

Section 1. Name. The name of this corporation is New York City Museum Educators Roundtable (NYCMER), hereinafter referred to as the “Corporation.”

Section 2. Nonprofit Policy. The Corporation shall not be operated for profit, and its entire properties, assets and facilities shall be devoted to the purposes for which it is organized as set forth in its Certificate of Incorporation, as these purposes may from time to time be amended.

ARTICLE II

Purposes

Section 1. Purposes. The purposes of the Corporation as set forth in its Certificate of Incorporation are exclusively educational in nature:

- a. to address issues of museum and educational interest;
- b. to exchange and disseminate relevant information;
- c. to explore and implement cooperative programming opportunities through roundtable discussions, workshops, seminars, symposia, professional development series and conferences;
- d. to pursue related charitable, cultural and educational purposes as permitted under section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

Board of Trustees

Section 1. Powers. The Board of Trustees (the “Board”) shall have custody, control and direction of the Corporation, its property and other assets. The Board's obligation to its members is to govern in a style that embraces and supports diversity on many levels, including but not limited to race, ability, and identity, incorporates a spectrum of perspectives, and emphasizes the importance of equity.

Section 2. Composition. The voting Board shall be composed of Officers (as defined in Article IV, Section 1), Appointed Trustees (as defined in Article V, Section 1), and Trustees-at-Large (“Trustees” as defined in Article VI, Section 1).

Section 3. Number. The Board shall consist of (i) four (4) Officers; (ii) five (5) Appointed Trustees; (iii) the Immediate Past President of the Corporation, who shall serve ex-officio for one (1) year following the expiration of their term as President; and (iv) no fewer than eight (8) Trustees elected from among the Members. The total number of members constituting the entire Board shall be not less than seventeen (17) nor more than twenty-five (25), and shall be fixed by resolution of the Board. The Board, by a two-thirds (2/3) vote of all members of the Board, may resolve to increase or decrease the number

of Trustees to the extent permitted in the Corporation's Certificate of Incorporation, as long as no decrease shall shorten the term of any incumbent Trustee.

Section 4. Nomination of Candidates for the Board. Candidates are nominated by the Nominating Committee (as defined in Section 14b of this Article III) from Members in good standing. A Member in good standing is current with their dues payment.

- a. The Nominating Committee shall accept nominations from the Members for candidates for election to the Board for a term that begins with the Annual Board Meeting (as defined in Section 9 of this Article III) after the Annual Members' Meeting (as defined in Section 6 of Article VI) at which the candidate is announced. The Nominating Committee shall put forward candidates for election to the Board.
- b. Each nomination of a candidate for election to the Board must: (i) be made in writing, stating the office for which the nomination is being made and the qualifications of the nominee; (ii) be accompanied by a letter from the nominee in which the nominee states that they are a Member of the Corporation and expresses the desire to serve in the designated office if elected; (iii) be accompanied by a letter of recommendation from a current Member of the Corporation; (iv) be accompanied by responses to a Board Candidate Questionnaire provided by the Nominating Committee; and (v) be sent to the Chair of the Nominating Committee by digital transmission at least sixty (60) days before the Annual Members' Meeting.
- c. The Chair of the Nominating Committee shall ascertain that all candidates have consented to stand for election and shall report on the nominations to the Board at the Regular Board Meeting (as defined in Section 9 of this Article III) immediately preceding the announcement of the candidates to the Members for the election.

Section 5. Representation.

- a. No more than three (3) Trustees may have the same full-time institutional affiliation. The number of Officers and Appointed Trustees with the same full-time institutional affiliation shall not exceed two (2).
- b. In instances where there are members of the Board with a singular part-time or contractual relationship with an institution that has met the limit for representation, the total number of members of the Board with the same institutional affiliation should not exceed one-third of the voting body of the Board at any time.
- c. In instances where there are members of the Board with multiple part-time or contractual relationships, the member's institution will be attributed to the affiliated organization with less Board representation.

Section 6. Meetings. The annual meeting of the Board (the "Annual Board Meeting" also referred to as "Board Retreat") shall be held on a date and at a time and place to be fixed by the Board and named in the notice of the meeting. Regular meetings of the Board ("Regular Board Meetings") shall be held on a recurring monthly basis from September through June. Special meetings of the Board ("Special Board Meetings") shall be held at any time, on call by the President, or by the Secretary at the request in writing of any three (3) members of the Board.

Section 7. Notice of Meetings. The President or Secretary shall send email notification of the time and place of every meeting of the Board not less than ten (10) days before the meeting. Board members will be contacted via their email address as set forth in the records of the Corporation.

Section 8. Attendance of Meetings.

a. Board members are expected to attend at least six (6) meetings of the Board and three (3) program sessions of the Corporation each year. They must make every effort to attend all meetings of the Board. Board members unable to attend any scheduled meeting of the Board must notify the President and Secretary in advance of the meeting.

b. Members who are not Board members are invited to attend meetings of the Board as non-voting observers. They must contact the Secretary for the time and location of the meetings.

Section 9. Waiver of Notice. It is not necessary to give notice of a meeting to any Trustee who submits a signed written waiver or email with a digital signature of notice to the Board, either before or after the meeting, nor to any Trustee who attends the meeting without protesting, before the meeting or at its commencement, the lack of notice to them.

Section 10. Quorum. At any meeting of the Board, a quorum shall exist when a majority of the Trustees attends the meeting in person or by conference telephone. Except as otherwise stated by law or these By-laws, all decisions at any meeting at which a quorum is present will be made by a majority of those Trustees present at the meeting. If less than a majority of Trustees is present at any meeting of the Board, a majority of those Trustees present at the meeting may adjourn the meeting without further notice.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board, or any Board committee, at a duly held meeting may be taken without a meeting if all the members of the Board, or the committee, consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the Board, or the committee, shall be filed with the minutes of the proceedings of the Board, or the committee.

Section 12. Personal Attendance by Conference Communication Equipment. Any member of the Board, or of any Board committee, may participate in a Board, or committee meeting, with the consent of all the members of such Board, or committee, present in person at such meeting, by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by this means shall constitute presence in person at the meeting.

Section 13. Executive Committee. The Corporation shall have an Executive Committee, which shall consist of the President, Vice President, Secretary and Treasurer. The Executive Committee has and may exercise between the meetings of the Board all the authority of the Board, except that the Executive Committee has no authority as to those matters prescribed under any provision of applicable law. The Executive Committee shall report all its actions to the next meeting of the Board. Any reference in these By-laws to the Board shall include the Executive Committee, unless the context or express provision otherwise provides. The President serves as the Chair of the Executive Committee.

Section 14. Standing Committees. The Board shall appoint the following standing committees (the “Standing Committees”), each of which shall consist of at least three (3) Trustees and shall have the authority to carry out its purposes as set forth in this Section 14. The term of each Committee member shall be one (1) year.

a. Finance Committee. The Finance Committee is responsible for the general planning of the financial affairs of the Corporation, including the preparation of an annual budget for review and approval by the Executive Committee and the Board. The Treasurer serves as Chair of the Finance Committee.

b. Nominating Committee. The Nominating Committee is appointed at each Annual Board Meeting. It: (i) nominates candidates for the Board, (ii) prepares and disseminates ballots, (iii) announces the final election results at the Annual Members’ Meeting, (iv) recommends to the Board persons to fill vacancies on the Board as soon as practicable after they may occur, and (v) may propose to the Board persons for election as Honorary Trustees. The Nominating Committee consists of at least two (2) Trustees and may also include two (2) NYCMER Members who are not currently Trustees or running for election and who have senior standing in the museum education field. One of the Trustees who serves on the Nominating Committee serves as Chair. The Chair of the Nominating Committee (i) shall not be actively seeking re-election during the current nominations cycle, (ii) is responsible for selecting and uploading election content to a secure, encrypted, unbiased, and accessible online election platform, and (iii) is responsible for reporting the final results from the election. The President may not serve on the Nominating Committee.

c. Conference Committee. The Conference Committee oversees the Annual Conference and is composed of Members of the Corporation, not limited to the Board. The Vice President serves as Chair of the Conference Committee.

Section 15. Other Committees. The President, with the approval of the Board, may designate additional committees, each of which shall consist of at least three (3) Trustees and may include other persons who are not Trustees. Each such committee shall have such authority and shall serve for such time as provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 13 of this Article III or on any Standing Committee by Section 14 of this Article III.

ARTICLE IV Officers

Section 1. Officers. The officers of the Corporation are the President, Vice President, Secretary & Peer Group Liaison, and Treasurer (the “Officers”).

a. President. The President is the presiding officer of the Board with the power and duty to exercise general supervision over the Corporation’s affairs and operations. The President is responsible for the overall administration of the Corporation and presides over meetings of the Board and of the Members. The President provides leadership in the formulation and implementation of the Corporation’s strategic planning and policies. Upon the expiration of the

President's term, the President takes the title of Immediate Past President and serves as an ex-officio, non-voting member of the Board for a term of one (1) year. The President must have had at least one (1) year's experience serving on the Board immediately prior to serving as President. The President shall have such other powers and duties as the Board may designate.

b. Vice President. At the request of the President or in their absence or during their inability, the Vice President shall perform the duties and exercise the functions of the President. The Vice President also serves as Chair of the Annual Conference. In such capacity, the Vice President forms a Conference Committee, appoints one or more Annual Conference co-chairs, establishes the Annual Conference topic, designs and implements the program, establishes a budget and reports on Conference Committee proceedings to the Board. The Vice President is also responsible for reviewing Intern applications, interviewing candidates, and recommending a candidate to the Board for approval. It is recommended that the Vice President have experience serving on the Conference Committee prior to serving as Vice President. The Vice President shall have such other powers and duties as the Board or the President may designate.

c. Secretary & Peer Group Liaison. The Secretary & Peer Group Liaison ("Secretary") is responsible for keeping minutes of all meetings of the Board. The Secretary sees that all notices are duly given in accordance with the provisions of these By-laws or as required by law. The Secretary is responsible for the custody of the records and of the seal or seals of the Corporation, if any. As Peer Group Liaison, the Secretary is responsible for coordinating and maintaining communication between the Board and Peer Group Coordinators. The Secretary approves of the appointment of Peer Group Coordinators and supports their recruitment and logistical efforts, and in cooperation with the Board, approves any new peer groups. The Secretary ensures that Peer Groups work in accordance with these By-laws. The Secretary shall have such other powers and duties as the Board or the President may designate.

d. Treasurer. The Treasurer has supervision over the Corporation's financial records. Whenever required by the Board, but at least quarterly, the Treasurer shall render a statement of the accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any Officer or Trustee, and shall perform all duties incident to the office of Treasurer and such other duties as the Board shall from time to time assign to them. The Treasurer is responsible for filing the Corporation's taxes and CHAR500 documents. Annually, at a meeting of the Board, the Treasurer shall present a report showing in appropriate detail: (i) the assets and liabilities of the Corporation as of a twelve (12)-month fiscal period terminating not more than six (6) months prior to the meeting; (ii) the principal changes in assets and liabilities during that fiscal period; (iii) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, for that fiscal period; and (iv) the expenses or disbursements of the Corporation, for both general and restricted purposes, during this fiscal period. The report shall be filed with the minutes of the meeting of the Board. The report to the Board may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or to the Attorney General of the State of New York that includes the information specified above. The Treasurer shall serve as Chair of the Finance Committee and shall have such other powers and duties as the Board or President may designate.

Section 2. Election of Officers.

a. A list of the candidates for election to the Board shall be presented and identified to all Members at least sixty (60) days before the Annual Members' Meeting or otherwise as the

Board may determine. The ballots shall be created and distributed in a digital voting software recommended by the Nominating Committee, and voted upon by the Board, and following the guidelines set forth in Article III, Section 4b. The digital ballots shall list the nominees in a constantly randomized order whenever possible to avoid bias, or in alphabetical order by last name. Additionally, the ballot shall include each nominee's institutional affiliation, a statement (as defined in Article III, Section 4b.ii), and access to the candidate's responses to the Board Candidate Questionnaire (as defined in Article III, Section 4b.i).

b. Members must have at least fourteen (14) days to complete the ballot. Members shall vote for no more than the number of positions to be filled. All ballots must be returned by digital transmission and received by the Corporation no later than fourteen (14) days before the Annual Members' Meeting, and no vote received after this deadline shall be valid. The votes shall be recorded and tracked by the election software, and maintained within the software for a period of at least one (1) year.

c. Candidates will be elected using a voting method compliant with the Nominating Committee's selected election platform. In instances where multiple voting methods are available, the Board will determine the voting method and announce the selection process when the list of candidates is presented to the Membership (as defined in Section 2a of this Article IV).

d. The results of the election shall be announced at the Annual Members' Meeting (as defined in Article VII, Section 6) or as the Board may otherwise determine.

Section 3. Term. The term of each Officer shall begin with the first Regular Board Meeting after the Annual Members' Meeting at which the Officer is elected. This term shall be two (2) years, and until the Officer's successor is elected and qualified. No Officer may serve in one office for more than three (3) consecutive terms. Officers shall be eligible to run for re-election after two (2) years have lapsed subsequent to the termination of their sixth consecutive year, and in accordance with the office's election requirements. President and Treasurer positions are elected in even calendar years, and Vice President and Secretary are elected in odd calendar years.

Section 4. Removal. At any duly called meeting of the Board, any Officer may be removed from office by a vote of two-thirds (2/3) of the entire Board, but only after an opportunity for review has been afforded the Officer to be removed.

Section 5. Vacancies. In the event of a vacancy in the position of President, the Vice President will succeed to that office and serve as President until the end of the President's term. If the Vice President is unable to serve as President, then the Board shall elect by majority vote a member of the Board to serve as President to complete the term of office. In case of a vacancy in the position of any other Officer, a majority of the remaining Trustees shall elect a successor to fill the unexpired term within sixty (60) days, and to serve until this Officer's successor is duly elected and qualified.

ARTICLE V

Appointed Trustees

Section 1. Appointed Trustees. The Appointed Trustees of the Corporation are the Archivist, Membership Coordinator, Resources and Social Media Coordinator, Events and Job Listing Coordinator,

and Website Coordinator (the “Appointed Trustees”). The Board may vote to add Appointed Trustee positions, or make changes to job descriptions, in accordance with the needs of the Corporation.

- a. Archivist.** The Archivist maintains the historical records and files of the Corporation. The Archivist is also responsible for maintaining governance structure, and ensures period reviews of Bylaws, governing documents, and policies and procedures.
- b. Membership Coordinator.** The Membership Coordinator solicits new memberships, processes renewal notices, maintains the membership database, and provides the Board with current membership information.
- c. Resources and Social Media Coordinator.** The Resources and Social Media Coordinator is responsible for disseminating content to the membership via the website and other forums.
- d. Events and Job Listings Coordinator.** The Events and Job Listings Coordinator is responsible for processing, publishing, and disseminating all external event and job postings.
- e. Website Coordinator.** The Website Coordinator maintains the Corporation’s website by posting the Corporation’s program announcements and other documents, updating the site as needed and assessing and implementing current technology and design.

Section 2. Nomination and Election of Appointed Trustees. The Nominating Committee shall nominate candidates for Appointed Trustee from among the Members in good standing.

- a. Each nomination for candidate must (i) be made in writing, stating the office for which the nomination is being made and the qualifications of the nominee; (ii) be accompanied by a letter from the nominee in which the nominee states that they are a Member of the Corporation and expresses the desire to serve in the designated office if elected; (iii) be accompanied by a letter of recommendation from a current Member of the Corporation in good standing; (iv) be accompanied by responses to a Board Candidate Questionnaire provided by the Nominating Committee; and (v) be sent to the Chair of the Nominating Committee by digital transmission at least sixty (60) days before the meeting at which appointments are to occur.
- b. For transparency purposes, the Nominating Committee will share the slate of Appointed Trustees and the candidates’ election materials (defined in this Article V) with the Membership fourteen (14) days prior to the meeting at which the Board elects the position.
- c. The Board, on the advice of the Executive Committee, shall elect the Appointed Trustees at the Regular Board Meeting immediately preceding the opening of the general TAL ballot, or at such other times as the Board may determine.

Section 3. Term. The term of each Appointed Trustee shall begin with the first Regular Board Meeting after the Regular Board Meeting at which the Appointed Trustee is elected. Each Appointed Trustee shall hold office for a term of two (2) years, and until their successor is elected and qualified. No Appointed Trustee may serve in one office for more than three (3) consecutive terms. Membership Coordinator and Resources and Social Media Coordinator are elected in even calendar years. Archivist, Events and Job Listings Coordinator and Website Coordinator are elected in odd calendar years.

Section 4. Removal. At any duly called meeting of the Board, any Appointed Trustee of the Corporation may be removed from office by a vote of two-thirds (2/3) of the entire Board, and the Board may elect another Member to replace the removed Appointed Trustee and to fill the unexpired term, but only after an opportunity for review has been afforded the Appointed Trustee to be removed.

Section 5. Vacancies. In case of a vacancy in the position of any Appointed Trustee, a majority of the remaining Trustees shall elect a successor to fill the unexpired term within sixty (60) days, and to serve until this Appointed Trustee's successor is duly elected and qualified

ARTICLE VI Trustees-at-Large

Section 1. Trustees-at-Large. Trustees-at-Large ("Trustees") develop, facilitate, and lead monthly professional development programs and serve on Committees to ensure that events and activities are carried out in accordance with the goals and objectives of NYCMER's mission.

Section 2. Election of Trustees.

a. A list of the candidates for election to the Board shall be presented and identified to all Members at least sixty (60) days before the Annual Members' Meeting or otherwise as the Board may determine. The ballots shall be created and distributed in a digital voting software recommended by the Nominating Committee, and voted upon by the Board, and following the guidelines set forth in Article III, Section 4b. The digital ballots shall list the nominees in a constantly randomized order whenever possible to avoid bias, or in alphabetical order by last name. Additionally, the ballot shall include each nominee's institutional affiliation, a statement (as defined in Article III, Section 4b.ii), and access to the candidate's responses to the Board Candidate Questionnaire (as defined in Article III, Section 4b.iv).

b. Members must have at least fourteen (14) days to complete the ballot. Members shall vote for no more than the number of positions to be filled. All ballots must be returned by digital transmission and received by the Corporation no later than fourteen (14) days before the Annual Members' Meeting, and no vote received after this deadline shall be valid. The votes shall be recorded and tracked by the election software, and maintained within the software for a period of at least one (1) year.

c. Candidates will be elected using a voting method compliant with the Nominating Committee's selected election platform. In instances where multiple voting methods are available, the Board will determine the voting method and announce the selection process when the list of candidates is presented to the Membership (as defined in Section 2a of this Article VI). The results of the election shall be announced at the Annual Members' Meeting or as the Board may otherwise determine.

Section 3. Classification and Term of Office.

a. The term of a Trustee shall be two (2) years. The term of the Trustee shall begin with the Annual Board Meeting after the Annual Members' Meeting. Except as otherwise provided in Article IV "Officers" and Article V "Appointed Trustees," the Board shall consist of two bodies of no fewer than four Trustees each. Each body will be elected biennially, where 50% of the

Trustees are elected in an even calendar year, and 50% of the Trustees are elected in an odd calendar year.

b. Trustees may serve a maximum of three (3) consecutive two-year terms. Trustees shall be eligible to run for re-election after two (2) years have lapsed subsequent to the termination of their sixth consecutive year.

c. A Trustee may vacate their position midterm if they are elected as an Officer or Appointed Trustee. The newly elected Officer or Appointed Trustee will begin a new, two-year term, as complies with the terms of Officers and Appointed Trustees. In these instances, the individual may serve for seven (7) consecutive years to fulfill the term of their appointed or elected position.

d. If an individual has served as NYCMER Intern, that year of service has no bearing on their potential to serve full Board terms.

Section 4. Trustees Vacancies. In case of any vacancy within the Trustee positions, a majority of the remaining Board shall elect a successor to fill the unexpired term, who shall serve until their successor is duly elected and qualified.

Section 5. Removal. At any duly called meeting of the Board, any Trustee may be removed from office by a vote of two-thirds (2/3) of the entire Board, and the Board may elect another Member to replace the removed Trustee in accordance with Section 8 in this Article III and to fill the unexpired term, but only after an opportunity for review has been afforded the Trustee to be removed.

ARTICLE VII Membership

Section 1. Purpose and Authorization. To provide a means of attracting interest in and support for the Corporation's activities, the Board may establish from time to time one or more classes of membership as it deems fit, on terms and conditions that it shall determine by resolution.

Section 2. Membership Representation. Membership in the Corporation is open to representatives of a great diversity of cultural and educational organizations in the New York City metropolitan area and beyond—including but not limited to: architectural museums and associations, botanical gardens, children's museums, craft and folk art museums, fine arts museums, historical and ethnic museums and societies, nature museums and environmental education centers, parks and cultural affairs agencies, performing arts organizations, technological and media museums, university museum education programs and zoos and aquariums—as well as all other interested individuals.

Section 3. Membership Classes. There shall be three (3) classes of membership in the Corporation: Individual, Student and Institutional.

a. **Individual Membership.** All individuals interested in the purposes of the Corporation are eligible for Individual Membership.

b. **Student Membership.** All individuals interested in the purposes of the Corporation who are

full-time or part-time students pursuing a degree in a degree-granting undergraduate or graduate program in any discipline are eligible for Student Membership.

c. Institutional Membership. All individuals interested in the purposes of the Corporation who are employed by the same institution and who are designated by such Institution as representatives of the institution are eligible for Institutional Membership. "Institution" shall include partnerships, associations, corporations, and educational and other not-for-profit corporations, their divisions and departments.

Section 4. Membership Benefits and Privileges. Any individual, on fulfilling the requirements set forth above, shall, upon application and payment of proper fees, become a Member of the Corporation in the appropriate class of membership. Individual Members, Student Members and Institutional Members of the Corporation (the "Members") shall have all privileges of the Corporation. Members in good standing shall have the right to vote, hold office or both in the Corporation. Notice of all membership meetings shall be forwarded to all Members.

Section 5. Membership Dues. The Board shall fix the dues structure of the Corporation.

Section 6. Annual Members' Meeting. The Corporation shall hold an annual members' meeting (the "Annual Members' Meeting") in conjunction with the Annual Conference at a place and on a date and time fixed by the Board. The purpose of the Annual Members' Meeting is to announce the election of new Trustees to the Board and to transact such business as may come before the meeting.

Section 7. Resolutions. Members may propose resolutions for consideration at the Annual Members' Meeting. These proposals must (i) be received by the office of the President no later than eighty (80) days prior to the Annual Members' Meeting, (ii) be in proper parliamentary form, (iii) be signed by at least twenty-five (25) Members of the Corporation in good standing, (iv) be no more than three hundred (300) words long and (v) deal with matters relating to the purposes of the Corporation as set forth in Article II. The Board may also propose matters for consideration at the Annual Members' Meeting.

Section 8. Notice of Annual Members' Meeting. The Notice shall give notice of the date, time and place of the Annual Members' Meeting; of the names of and other information regarding candidates for the Board; and of any resolutions or other matters to be considered at the Annual Members' Meeting. It shall be served personally, by mail or by e-mail to all Members entitled to notice at least forty-five (45) days prior to the date designated for the Annual Members' Meeting. It shall be printed or written and be signed or authorized by the Secretary or the President.

Section 9. Consideration of Resolutions. At the Annual Members' Meeting, the President shall determine the order in which resolutions or other matters may be considered. As the President may deem appropriate, resolutions from the floor may be considered at the Annual Members' Meeting.

Section 10. Voting. At the Annual Members' Meeting, Members, whether present in person or by proxy, may adopt by majority vote such resolutions or act on such other business of the Corporation as may properly come before the Annual Members' Meeting.

Section 11. Special Members' Meeting. Special meetings of the Members of the Corporation may be called for any purpose other than those regulated by statute by (i) resolution of the Board, (ii) majority vote of the Executive Committee or (iii) written request of 10 percent of the Members. In the event of

such a request, the Secretary shall call the special meeting on a date and at a time and place as they may fix, not less than two (2) months nor more than three (3) months after the receipt of the request. If the Secretary neglects or refuses to call the special meeting within five (5) days of receipt of the request, any Member making the request may issue the call, specifying therein the time and place of the meeting. The Secretary shall send out a Notice of Special Members' Meeting, with the date, time and place of the meeting and of the resolution or other matters to be considered. This notice shall be served personally, by mail or e-mail to all Members entitled to notice at least sixty (60) days prior to the date designated for the special meeting. It shall be printed or written and be signed or authorized by the Secretary or, in the event of the death, resignation, incapacity or absence of the Secretary, by the President. No business shall be transacted at a special meeting except such as shall be specified in the Notice thereof, or matters germane thereto.

Section 12. Meeting Without Notice. Meetings may be held without notice if all Members entitled to vote at the meeting are present or if notice is waived in writing by every Member entitled to participate in such meeting or by each such Member's duly authorized attorney.

Section 13. Quorum. The presence in person or by proxy of 25 percent of the Members entitled to vote shall be required to constitute a quorum at all meetings of the Members for the transaction of business except as otherwise directed by law. Failing a quorum, those Members present at a meeting shall have the power to adjourn such meeting from time to time without notice until a quorum is obtained.

Section 14. Proxy. Each Member entitled to vote shall be entitled at every meeting of the Corporation set forth in this Article VI to cast one vote on any resolution, in any election or on any subject that is before the meeting. Such vote may be cast in person or by written proxy executed by the Member or their duly authorized attorney. Proxies more than eleven (11) months old shall be invalid unless expressly stated to apply for a specified longer period, and shall be revocable at the will of the maker.

Section 15. Peer Groups. Peer Groups are voluntary groups of NYCMER members who share a common professional interest and the goals of developing their practice, providing support to peers, and sharing their collective knowledge and experience.

a. Proposal. Any NYCMER member may propose a Peer Group to the Secretary, who brings the proposal to the Board for approval.

b. Peer Group Coordinators. Each Peer Group has a Peer Group Coordinator, who is selected by the Secretary by application. Any NYCMER member in good standing may apply to be a Peer Group Coordinator. The Peer Group Coordinator acts as the group's liaison with the NYCMER Board, specifically with the Secretary. The coordinator keeps the Secretary apprised of the group's activities and maintains the contact list for the group via an online forum set up by the Secretary.

c. Peer Group Meetings. The Peer Group Coordinator plans the group's meetings, in collaboration with Peer Group members. Meetings take place at regular intervals, and the Peer Group Coordinator works with the group members to set themes and goals for the year.

d. Resource Sharing. The Peer Group Coordinator shares meeting information with the Secretary for dissemination to NYCMER members. The Secretary and Peer Group Coordinators

ensure that Peer Groups share their knowledge and expertise with general NYCMER members in some capacity, such as through web resources, a NYCMER Annual Conference session, or other means approved by the Board. The Board may collaborate with Peer Groups to plan programs.

e. Budget. The Treasurer may determine a budget for Peer Groups, with all necessary approvals of the Board.

f. Disbanding. The Secretary will propose the disbanding of a Peer Group to the Board who will vote to approve.

ARTICLE VIII Personnel

Section 1. Director. The Board may appoint and employ a chief administrator of the Corporation, designated as Director. The Director shall serve at the pleasure of the Board.

Section 2. Duties of Director. The Board may delegate to the Director the responsibility and authority for carrying out the policies and purposes that have been adopted and approved by the Board. The Director shall be the chief officer of the staff of the Corporation, and shall appoint, supervise and, when necessary, discharge individuals who occupy staff positions authorized by the Board. The Director shall have such powers and duties as the Board may designate.

Section 3. Intern. The Board may appoint and employ an Intern for a one-year tenure. The Vice President is responsible for interviewing, hiring, and supervising the Intern. The Intern shall serve at the pleasure of the Board.

Section 4. Duties of Intern. The Intern's primary responsibility is to work with the Vice President planning the Annual Conference. The Intern will attend Board and Conference Committee Meetings. The Intern may have other powers and duties as the Board may designate.

Section 5. Voting. Paid personnel serve as non-voting members of the organization.

ARTICLE IX Amendments and Other Provisions

Section 1. Amendments. These Bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority of the entire Board, provided that at least fourteen (14) days before the meeting at which any amendment shall be voted upon, written notice of the proposed amendment shall be e-mailed to each member of the Board, together with a concise statement of the changes proposed to be made. The Bylaws will be reviewed every three years.

Section 2. Financial Reporting. For financial reporting purposes the Corporation shall report from July 1 to June 30 of the following calendar year.

Section 3. Indemnification. The Corporation shall indemnify (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such person's testator or intestate, is or was a Trustee or Officer of the Corporation and (b) any Trustee or Officer of

the Corporation who served any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the Corporation, in the manner and to the maximum extent permitted by the Not-for-Profit Corporation Law of New York State, as amended from time to time; and the Corporation may, in the discretion of the Board, purchase and maintain insurance pursuant to such indemnification and indemnify all other corporate personnel to the extent permitted by law.

Section 4. Interested Trustees and Officers. Each Trustee and Officer of the Corporation shall disclose in writing to the Board any conflict of interest which they believe may arise in connection with their service as a Trustee or an Officer of the Corporation. No contract or other transaction between the Corporation and any other corporation, firm, association, or other entity in which one or more of its Trustees or Officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Trustee or Trustees or Officer or Officers are present at the meeting of the Board or of a committee thereof, which authorizes such contract or transaction, or that their votes are counted for such purposes if the material facts as to such common trusteeship, officership, financial or other interest are disclosed in good faith or known to the Board or committee, and if the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Trustee or Officer.

Section 5. Fees for Programs. Non-Members shall pay a fee to attend programs, which is determined by the Board.

Section 6. Accessibility. NYCMER believes that all aspects of the organization need to be available to our members which means supporting the creation of free, open, and accessible resources. We are actively committed to increasing the accessibility of our monthly programs and events, website, and policies and procedures, and we will work to accommodate individual requests to the best of our abilities.

Section 7. Non-Discrimination. NYCMER does not and shall not discriminate on the basis of race, color, religion, creed, gender identity, gender expression, age, national origin, ancestry, physical or mental disability, marital status, sex, sexual orientation, or military or veteran status, in any of its activities or operations.