

BYLAWS OF THE SOCIETY OF THE FRIENDLY SONS OF SAINT PATRICK IN THE CITY OF NEW YORK

Amended: January 6, 2020, 2021

ARTICLE 1 NAME AND SEAL OF THE SOCIETY

SEC.1.The name of the Society is “THE SOCIETY OF THE FRIENDLY SONS OF SAINT PATRICK IN THE CITY OF NEW YORK.” (Society)

SEC.2.The seal of this Society shall be an Irish Harp, with the motto: “Erin Go Bragh.”

ARTICLE II MEMBERSHIP

SEC.1.There shall be five classes of membership: (1) Active, (2) Life, (3) Veteran, (4) Honorary, and (5) Armed Services. The number of active members shall be limited to one thousand (exclusive of the members referred to in Section 8 of this Article II) and the number of life members to four hundred.

SEC.2.Persons of the age of twenty-one years and over, citizens or legal residents of the United States of America, being natives or descendants of natives of Ireland, and of good moral character, shall be eligible for admission to active or life membership.

SEC.3.All members, except those in the classes of Honorary and Armed Services, shall be entitled to vote and hold office.

ACTIVE MEMBERS

SEC.4.The initiation fee and the annual dues shall be at amounts established by the OfficersBoard of Trustees from time to time. The annual dues shall be payable on or before Saint Patrick’s Day in each year for the year then ensuing. The Officers may elect from time to time in their discretion to waive the initiation fee or permit installment payments.

SEC.5.An application for active membership shall be in writing, on the form prescribed setting forth the name, age and business, profession or occupation of the applicant, the facts showing the applicant to be a native or a descendant of a native of Ireland, the applicant’s places of residence and of business, profession or occupation and such other facts as the Committee on Admissions shall prescribe as indicative of the applicant’s eligibility for membership and shall be signed by the applicant. Such application shall bear the signatures of two members, one as proposer and the other as seconder, and shall be filed with the Secretary who shall refer it to the Committee on Admissions. The Secretary shall send to the membership, with the notice of the next stated meeting, a list of all applications since the notice of the last stated meeting. Unless the Board of OfficersTrustees determines otherwise, one-half of the initiation fee shall be paid when the

application is filed with the Secretary. If a person is not elected to membership, this portion of the initiation fee shall be refunded.

SEC. 6. The Committee on Admissions shall consider each application and may require from the applicant such additional written or oral statements as the Committee deems desirable. The Committee, in its sole judgment, shall have the right to accept or decline any applicant.

The Committee, in recommending applicants for election, may give preference to sons, daughters, grandsons and granddaughters of those who are or were active or life members.

If the Committee acts favorably upon an application, it shall so report to the Society at a stated meeting when there is a vacancy to be filled in the roster of active members, and the Society shall proceed to vote on the election of such applicant.

SEC. 7. Each new active member shall qualify by paying the remainder of the then current initiation fee and dues at the then prescribed amount promptly upon notification of the person's election. Failure to so qualify shall invalidate the person's election. ~~If such new member be elected at the January stated meeting, such dues shall be in payment of the dues for the year commencing the following Saint Patrick's Day.~~

SEC. 8. Active members serving in the Armed Services of the United States of America shall, during the time of war or armed combat or until their discharge during the time of war or armed combat from such service, be exempt from the payment of annual dues until Saint Patrick's Day following the termination of such war or discharge. The suspension of dues may be further extended by vote of the Officers.

These members shall not be included, either before or after the termination of the war or their discharge, in the limit for active members described in Section 1 of this Article II. Loss of membership in the ranks of these members shall not be treated as vacancies to be filled.

SEC. 9. An active member who shall be in arrears for dues for a period greater than one year or a member who shall be indebted to the Society for a sum exceeding the amount of dues for one year, unless the Committee on Admissions determines otherwise, shall forfeit membership and the name of such person shall be removed from the roster of the Society. A member whose name has been so removed who is seeking reinstatement may be required to pay all dues and other indebtedness incurred to the date of such removal.

LIFE MEMBERS

SEC. 10. Only an Active Member who has attained the age of fifty-five and paid annual dues for at least twenty years may be considered for Life Membership. An application for Life Membership shall be signed by the applicant. If the Committee on Admissions acts favorably on an application for admission to Life Membership, it shall so report to the Society at a stated meeting when there is a vacancy to be filled in the roster of life members, and the Society may elect such applicant to Life Membership, conditioned upon the payment on a one-time basis of four hundred

dollars which shall be in lieu of the payment thereafter of any annual dues. There shall be no refund of any annual dues paid prior to the date of such election.

VETERAN MEMBERS

SEC.11.An active member who has attained the age of seventy years, and has paid dues for twenty-five years may, upon such person's application, be transferred, with the approval of the Committee on Admissions, to the veteran class with all the rights and privileges of an active member and shall thereafter be exempt from the further payment of dues.

HONORARY MEMBERS

SEC.12.Honorary membership may hereafter be conferred by the Society if the following requirements and conditions be fulfilled:

- (a) The person proposed shall be of Irish birth or descended in a direct line from an Irish ancestor.
- (b) The person proposed shall have rendered some conspicuous service to the United States of America, to the City of New York, to Ireland or to the Irish people, or shall have achieved distinction by laudable effort that reflects credit and honor upon the Irish.
- (c) The proposal shall be in writing, signed by at least three members, and set forth the qualifications of the person proposed. It shall be filed with the Secretary who shall refer it to the Committee on Admissions.
- (d) The Committee on Admissions shall inquire into the merits of the proposal and if the Committee acts favorably upon the proposal, it shall so report in writing to the Society at the next stated meeting. Notice of the proposal and of the Committee's report shall be mailed to the members prior to the meeting at which the Committee presents its report. Upon the vote of three fourths of the members present and entitled to vote at a stated meeting, the person proposed shall be enrolled as an honorary member and shall be exempt from initiation fee and annual dues. Such person shall not be entitled to vote or hold office.

ARMED SERVICES MEMBERS

SEC.13.Armed Services memberships shall include the present members in that class and persons who are or have been in the Armed Services of the United States of America who may be elected as such members as hereinafter provided.

SEC.14.A person may be proposed for Armed Services membership if the person fulfills the requirements set forth in Section 2 of this Article II and has rendered some conspicuous or outstanding service in the Armed Services of the United States of America. The proposal shall be in the same form and subject to the same action as set forth in Section 12 (c) and (d) of this Article II for the election of honorary members. An Armed Services member shall be exempt from the initiation fee and annual dues. Such person shall not be entitled to vote or hold office.

ARTICLE III OFFICERS AND THEIR ELECTION

SEC.1.The officers of the Society shall be: President, First Vice-President, Second Vice-President, Treasurer, Secretary, Almoner and Historian (who shall collectively constitute the Board of Officers), but who shall not be members of the Board of Trustees). The officers of the Board of Trustees, who shall be members of the Board of Trustees, shall be the Chair and Vice-Chair. Any two or more offices may be held by the same person except the offices of President and Secretary, or Chair and Secretary.

SEC.2.The officers shall be elected annually at the stated meeting in Novemberthe spring of each year from among the members of the Society who are entitled to vote.

SEC.3.The Society, at the stated meeting in Maythe fall in each year, shall electform a Nominating Committee of not less than seven nor more than ten members as named by the PresidentChair. It is desirable that the Committee include the immediate Past President as Chair and two other recent Past Presidents among the membership.

This Committee shall nominate:

- (a) From the list of the members who are entitled to vote, candidates for the offices to be voted for at the stated meeting in Novemberthe spring, and
- (b) From the list of members who are entitled to vote, candidates for the Board of Trustees to be voted for at the stated meeting in the spring, and candidates for any vacancies on the Board of Trustees; and
- (c) In the event of the death, resignation or removal of an officer, other than the President or First Vice-President or the Chair or Vice-Chair, from the list of the members who are entitled to vote, a candidate for the vacant office to be voted upon at the next stated meeting of the Society to serve for the unexpired term.
- (d) No employee of the Society may serve as an officer or committee chair.

The Nominating Committee, not less than twenty nor more than forty days prior to the stated meeting in ~~November~~the spring or the meeting at which a vacancy is to be filled, shall mail to each member the names of the candidates to be voted upon at the meeting.

SEC.4.Nominations of candidates, other than those nominated by the Nominating Committee, shall be signed by not less than thirty members in good standing and delivered to the Secretary in time for the Secretary to mail to each member the names of such candidates not less than five nor more than ten days before the stated meeting in ~~November~~the spring or before the meeting at which the vacancy is to be filled.

For purposes of these Bylaws sending a document by mail shall include posting on the Society's web site or any other form of electronic delivery/access.

SEC.5.Election of officers and of Trustees shall be by ballot or by a voice vote at the meeting at which the election is held. No nominee may be voted for at any such meeting unless proposed as provided in Sections 3 and 4 of this Article III.

SEC.6.In the event of the death, resignation or removal of any officer, other than the President and First Vice-President,~~the President and the Chair and Vice-Chair, the Chair~~ may, pending the election to fill the vacancy thus caused, designate a member from the list of members entitled to vote to perform the duties of the vacant office.

SEC.7.In the event of the temporary absence of an officer, other than the President and First Vice-President,~~the President and the Chair and Vice-Chair, the Chair~~ may designate a member to perform the duties of such officer temporarily.

SEC.8.Election of officers and of ~~the Nominating Committee shall~~Trustees shall be by the vote of a majority of the members present and entitled to vote at the meeting at which the election is held.

SEC.9 Officers, Trustees, and committee chairs shall serve without compensation but may be reimbursed for any reasonable expense incurred for the benefit of the Society.

ARTICLE IV DUTIES OF OFFICERS

President

SEC.1.The President shall preside at all meetings ~~and functions of the Society. The President shall be the chief executive officer of the Society, and he shall~~of the Board of Officers and shall be responsible for overseeing the preparation for and holding of the anniversary dinner. The President shall preside at all stated and special meetings of the Society (including the anniversary dinner) with the exception of the Annual Meeting in the spring. The President shall perform all the duties commonly incident to such office and such other duties as the Board of Officers or Board of Trustees shall assign to the President or as are specifically devolved upon the President by these Bylaws.

Vice-Presidents

SEC.2. In the event of the death, resignation or removal of the President, the First Vice-President shall succeed to that office and the Second Vice-President shall succeed to the office of First Vice-President.

The duties of the President shall, in the President's temporary absence, devolve on the First Vice-President and, in the event of the First Vice-President's inability to act, on the Second Vice-President.

Treasurer

SEC.3. The Treasurer shall receive and invest the moneys and securities of the Society, withdraw such money and securities from their place or places of deposit as required and purchase and sell securities, all as provided in Article ~~VH~~VIII.

All payments to the Society including those on account of initiation and/or membership fees and dues shall be made payable to the Society of the Friendly Sons of Saint Patrick in the City of New York.

The Treasurer shall keep, at the offices of the Society, suitable books of account and record therein all receipts and disbursements. The Treasurer shall render at each stated meeting a report of the finances of the Society, setting forth all receipts and disbursements since the preceding stated meeting and the credit balance of each account as it then appears as of the end of the immediately preceding month.

Prior to the ~~November~~-stated meeting in the spring, the accounts and financial reports of the Society shall be audited by the Committee on Accounts, as provided in Article ~~VH~~VII as of the end of the preceding fiscal year and the results thereof compiled in an Annual Report for review and acceptance by the Board of ~~Officers~~Trustees. The Treasurer shall cause the Annual Report as accepted by the Board of ~~Officers~~Trustees to be printed and distributed to the members and have it made available to the members on the web site of The Society of the Friendly Sons of Saint Patrick in the City of New York in advance of the stated meeting in ~~November~~the spring.

The report rendered by the Treasurer at the ~~November~~-stated meeting in the spring shall incorporate the Annual Report of the Board of ~~Officers~~Trustees and shall present such other information as is required by law or regulation to be shown in the annual report of a board of directors of a not-for-profit corporation.

The Treasurer, in consultation with the Board of ~~Officers~~Trustees, shall set aside each year from the funds of the Society such amounts as the Treasurer determines will be needed to satisfy the Society's expenses the Treasurer anticipates in connection with the operation of the Society, including the preparation, printing, distribution and/or publication of a history or a part thereof,

make payments of moneys appropriated and of grants determined by the Committee on Charity and any other payments directed to be paid by the Board of ~~Officers~~Trustees.

The above provisions do not apply to the moneys dispensed by the Almoner or the Almoner's report.

The Treasurer may be required to indemnify the Society by a surety bond in such amount as shall be stipulated by the Board of ~~Officers~~Trustees from time to time, the cost of which shall be borne by the Society.

Secretary

SEC.4. The Secretary shall have the custody of all membership and statistical records and journals of the Society and the corporate seal, attend and act as Secretary at all meetings of the Society, the Board of Officers, the Board of Trustees, the Committee on Admissions and the Committee on Charity, assure that minutes are properly taken, and keep a record of the proceedings of such meetings.

The Secretary shall at all times maintain a list of the membership. If any moneys of the Society are received by the Secretary, such person shall transmit the same promptly to the Treasurer.

The Secretary shall promptly forward to each new member notice of such person's election and to all members who are in good standing annual membership cards. The Secretary shall cause to be prepared and delivered to each member a badge of the Society upon payment of the requisite fee therefor.

The Secretary shall receive and answer all written communications and mail to the members notices of stated or special meetings and other notices required by these Bylaws.

The Secretary shall act as Secretary to the Board of Stewards, issue all tickets for the anniversary dinner (checks for which shall be made to the order of the Society), guest tickets for the stated meetings and other functions of the Society. The Secretary shall, at the conclusion of the anniversary dinner or other functions of the Society, submit to the Board of Officers and the Board of Trustees a complete account of all moneys received by the Secretary and transmitted to the Treasurer.

The Secretary shall secure the use of appropriate office space within New York City that has been approved by the Board of ~~Officers~~Trustees for the conduct of the Society's business and for the storage of its books and records, upon such terms and conditions and at a cost authorized by the Board of ~~Officers~~Trustees, and the cost thereof shall be paid from the funds of the Society.

The Secretary shall secure the services of one or more qualified persons chosen by the Board of Officers, in consultation with the Board of Trustees, to assist it in the conduct of the Society's business upon such terms and at such compensation level as has been approved by the Board of ~~Officers~~Trustees and the cost thereof shall be paid from the funds of the Society.

The Secretary may be required to indemnify the Society by a surety bond in such amount as shall be stipulated by the Board of ~~Officers~~Trustees from time to time, the cost of which shall be borne by the Society.

Almoner

SEC.5.The Almoner shall, with the written authorization of the President, the First Vice-President, or the Second Vice-President, dispense in accordance with applicable law the moneys appropriated by the Society to ~~his~~ use for the relief of indigent persons. The Almoner shall report to the Society at each stated meeting the amounts received and disbursed by the Almoner since the last stated meeting.

Historian

SEC.6.The Historian shall assemble records, data or documents and endeavor to ascertain facts relating in any way to the activities or accomplishments of the Society or its members in order that a history of the Society may be prepared and a record of the activities or accomplishments of the Society or its members may be preserved. The Historian shall have charge of the preparation of such history. Upon the completion of a history, or a part thereof, the Historian shall submit it to the Board of ~~Officers~~Trustees for review. After the approval of a history, or a part thereof, by the Board of ~~Officers, that Trustees, the~~ Board of Trustees, when authorized by the Society, shall have the same published in a form determined by the ~~Officers~~Board of Trustees which may include (but shall not be limited to) electronic formats.

The Historian shall have charge of, and cause to be prepared, a “year book” which may cover more than one year’s activities, and which shall be distributed to the members at such time, and in a form determined by the Officers.-

Chair

SEC.7.The Chair shall preside at the Annual Meeting of the Society in the spring and at all meetings of the Board of Trustees. The Chair shall be the chief executive officer of the Society, and shall perform all the duties commonly incident to such office and such other duties as the Board of Trustees shall assign to the Chair or as are specifically devolved upon the Chair by these Bylaws.

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Vice-Chair

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SEC.8.In the event of the death, resignation or removal of the Chair, the Vice-Chair shall succeed to that office. The duties of the Chair shall, in the Chair’s temporary absence, devolve on the Vice-Chair.

ARTICLE V BOARD OF OFFICERS

SEC.1.The Board of Officers shall consist of the President, the First and Second Vice-Presidents, the Treasurer, the Secretary, the Almoner, and the Historian. The President shall be Chair of ~~this~~the Board of Officers.

SEC.2.The Board of Officers shall report to the Board of Trustees. Except as provided in these Bylaws, the Board of Officers shall ~~manage and control the property, affairs and concerns of perform such duties as are assigned to it by~~ the ~~Society~~Board of Trustees, and may incur any necessary or proper expense in connection therewith: as authorized by the Board of Trustees. The Board of Officers shall from time to time, as approved by the Board of Trustees, authorize the employment of assistants it has determined are needed to assist the Secretary and the Treasurer, and whose compensation shall be fair and reasonable and shall be paid, as determined by the Board of ~~Officers~~Trustees, from the funds of the Society.—

The Board of Officers shall, as approved by the Board of Trustees, annually authorize funds adequate for the Committee on Accounts to retain the services of a Certified Public Accounting firm to perform an annual audit of the accounts, accounting and financial reporting processes of the Society and such other assignments as the Board of Officers may determine, which shall receive reasonable compensation in accordance with its regularly published fee schedule, and the cost thereof shall be paid from the funds of the Society.

The Board of Officers shall, as approved by the Board of Trustees, select and approve office space within New York City for the conduct of the Society's Business, approve the expense thereof and authorize the Secretary to execute an appropriate lease for the use of the space.

SEC.3.The bonds of indemnity required of the Treasurer and Secretary shall be executed by a surety company or companies. Such bonds and any insurance policies issued to or held by the Society shall be approved by the Board of Officers, as authorized by the Board of Trustees, and delivered to and kept with the Society's permanent records. The premiums for such bonds and insurance policies shall be borne by the Society.

SEC.4.The past Presidents of the Society shall be entitled to attend the meetings of the Board of Officers in an advisory capacity but shall have no vote.

-SEC.5.Notice of meetings of the Board of Officers, stating the time, place and objectives thereof, shall be given by the President or the Secretary by sending the same by first class mail to each member thereof at such member's residence or business address, or by delivering the same to such member personally or by facsimile or electronic mail to the address provided to the Society by such member, not less than two nor more than fifteen days before the meeting, but such notice may be waived in a mailed or emailed writing by any member thereof either before or after the meeting. Any ~~Board~~member of the Board of Officers may participate in a meeting of the Board of Officers by means of a conference telephone or comparable communications equipment which allows all persons participating in the meeting to speak and hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. A member participating in a meeting remotely may register the member's vote by voice during the meeting and the same will be a part of

the official tally providing the vote is confirmed in a mailed or emailed writing sent to the Secretary no later than the close of regular business hours on the business day next following the meeting. Failure of such confirmation will disqualify the vote.

SEC.6.A majority of the entire Board of Officers shall constitute a quorum for the transaction of business or of any specified item of business. The vote of a majority of the members of the Board of Officers present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Officers.

SEC.7 Any action required or permitted to be taken by the Board of Officers may be taken without a meeting if all members of the Board of Officers consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Officers shall be filed with the minutes of the proceedings of the Board of Officers.

ARTICLE VI BOARD OF TRUSTEES

SEC.1. The Society shall be managed by its Board of Trustees, which shall manage and control the property, affairs and concerns of the Society and may incur any necessary or proper expense in connection therewith, except for the property, affairs and concerns of the Society managed by the Board of Officers as set forth in these Bylaws. Each Trustee shall be at least twenty-one years of age, the majority of whom shall have been members of the Society for at least ten (10) years and have previously served as Officers of the Society or as chairs of Committees. Each Trustee shall have one vote.

SEC.2. It will be the duty of the members of the Board of Trustees to ensure that a long term strategy is in place to ensure the future success of the Society in fulfilling its historical mission as a charity. The Board of Trustees shall, in exercising its duties and responsibilities, seek to hire an executive director who will be responsible for implementing the strategy put forward by the Trustees and working with the Officers and Committee chairs to ensure the success of the Society.

SEC.3. The Board of Officers and all Committees of the Society (with the exception of the Board of Stewards) shall report to the Board of Trustees.

SEC.4. The Board of Trustees shall consist of seven (7) members, who shall be elected by the Members at the Annual Meeting to hold office for three years following election (except as set forth in this Section 4) and until his or her successor shall have been elected and qualified or until his or her death, resignation, or removal. The terms of office of the elected Trustees shall be arranged in such a way that the terms of approximately one-third of such elected Trustees shall expire each year. At the initial election of the Board of Trustees, three Trustees shall be elected for a term of five years; two Trustees shall be elected for a term of four years, and two Trustees shall be elected for a term of three years so that the terms of Trustees are staggered as set forth herein.

SEC.5. At each meeting of the Board of Trustees, the Chair, or in the absence of the Chair, a Vice-Chair shall preside, or in the absence of any of such officers, a chair chosen by a majority of the Trustees present shall preside. Minutes shall be taken by the Secretary or, in the absence of the Secretary, then by any other Trustee appointed by the presiding Trustee.

SEC.6. An elected Trustee may resign at any time by delivering a written notice of resignation to the Chair. The resignation shall be effective thirty (30) days after receipt of the notice by the Chair or at such earlier time as may be designated by the Board of Trustees.

SEC.7. Vacancies occurring in the Board of Trustees for any reason shall be filled by vote of the Members, either at a special or stated meeting, and the individual elected shall serve until the remainder of the term and until his or her successor shall have been elected and qualified or until his or her death, resignation, or removal.

SEC.8. Notice of meetings of the Board of Trustees, stating the time, place and objectives thereof, shall be given by the Chair or the Secretary by sending the same by first class mail to each member thereof at such member's residence or business address, or by delivering the same to such member personally or by facsimile or electronic mail to the address provided to the Society by such member, not less than two nor more than fifteen days before the meeting, but such notice may be waived in a mailed or emailed writing by any member thereof either before or after the meeting. Any member of the Board of Trustees may participate in a meeting of the Board of Trustees by means of a conference telephone or comparable communications equipment which allows all persons participating in the meeting to speak and hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. A member participating in a meeting remotely may register the member's vote by voice during the meeting and the same will be a part of the official tally providing the vote is confirmed in a mailed or emailed writing sent to the Secretary no later than the close of regular business hours on the business day next following the meeting. Failure of such confirmation will disqualify the vote.

SEC.9. A majority of the entire Board of Trustees shall constitute a quorum for the transaction of business or of any specified item of business. The vote of a majority of the members of the Board of Trustees present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Trustees.

SEC.10. Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all members of the Board of Trustees consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Trustees shall be filed with the minutes of the proceedings of the Board of Trustees.

ARTICLE VII **BOARD OF STEWARDS AND COMMITTEES**

SEC.1. There shall be constituted in the manner hereinafter provided, a Board of Stewards and the following ~~standing~~ Committees that shall advise and assist the Board of Officers and the Board of Trustees in the management of the affairs of the Society: Committee on Admissions, Committee on Charity, Committee on Accounts and Committee on Finance. The members of all Committees except the Nominating Committee shall be elected for terms of one year by the members of the Board of Trustees as set forth in these Bylaws. No person shall serve as a member of any committee for a period of longer than five consecutive years, provided however, that the

service of any person on a committee prior to January 1, 2022 shall not be considered with respect to this time limitation.

The Board of Stewards and Committees shall meet at such times and locations as determined by the respective chair of each and upon notice made by such chair in the manner as provided herein for notice to officers for meetings of the Board of Officers. Remote participation in such meetings may also be had in the manner as provided for participation in a Board of Officers meeting.

Other than as may be specifically provided herein, no Committee will have the authority to bind the Board of Officers— or the Board of Trustees. All Committees other than the Board of Stewards shall report to and be overseen by the Board of Trustees. The Board of Stewards shall report to and be overseen by the President and the Board of Officers.

Any person who is a member of the Society entitled to vote, and who seeks to serve as a member of any Committee (except for the Nominating Committee), shall complete a form as prepared by the Nominating Committee (the “Form” and together the “Forms”), pursuant to such deadline as is established by the Nominating Committee, setting forth the qualifications of such person for membership on the Committee for which he or she seeks election, which shall include such experience, background, and training which cause such person to be well suited to serve on such Committee. Such completed Forms shall be submitted, pursuant to any deadline established by the Nominating Committee, to the Secretary, who shall share them with the members of the Nominating Committee.

The Nominating Committee shall, not less than thirty (30) days before the Board of Trustees votes on who shall serve on the various Committees of the Society, and upon a review of any such completed Forms from persons on the list of members entitled to vote, nominate a proposed slate of candidates for positions on any Committees of the Society with the exception of the Nominating Committee (whose members shall be selected by the Chair). In making its determinations with respect to candidates for positions on Committees, the members of the Nominating Committee shall consider, including based on a review of the completed Forms, the appropriate qualifications for membership on the various Committees and shall make their best efforts to select candidates who, by reason of experience, background, and training, are well qualified to serve on the respective Committees for which they are selected. Upon the Nominating Committee’s nomination of the proposed slate of candidates for positions on Committees, the Secretary shall promptly notify all persons who had submitted completed Forms (including those who were nominated by the Nominating Committee and those who were not), of who was nominated to serve on the proposed slate of candidates.

Any person who is on the list of members entitled to vote, and who has completed and submitted the Form, but has not been nominated by the Nominating Committee for inclusion on the proposed slate of candidates for positions on Committees, shall be considered for election to a Committee by advising the Secretary, not less than ten (10) days before the meeting at which the Board of Trustees votes on who shall serve on the various Committees of the Society, that he or she seeks selection to a specified Committee.

The members of the Board of Trustees shall, not less than five (5) days before the meeting at which the Board of Trustees votes on who shall serve on the various Committees of the Society, be provided by the Secretary with the completed Forms for all persons being considered for a position on any Committee except the Nominating Committee.

Board of Stewards

SEC.2. The Board of Stewards shall consist of not less than seven nor more than ten members ~~to be appointed by the President~~, one of whom the ~~President~~Board of Trustees shall designate as Chair. The officers shall be members of the Board of Stewards, although they shall not be included in the membership limits.

SEC.3.The Society shall, unless the President and the Board of Stewards determines otherwise, hold an anniversary meeting, and dine together on Saint Patrick's Day, except when Saint Patrick's Day falls on Saturday or Sunday or any other day which the President and the Stewards determine presents an impediment, in which event the festivities may be observed on such other day in March as shall be specified by the President and the Board of Stewards.

The President and the Board of Stewards shall fix the price of tickets, arrange the toasts and select guests of the Society for the anniversary dinner, and otherwise supervise the conduct of the dinner.

SEC.4.The Board of Stewards shall arrange for and supervise all other social functions or gatherings of the Society.

SEC.5.The Board of Stewards shall regulate the admittance of guests to the meetings of the Society and maintain proper decorum and order.

Committee on Admissions

SEC.6.The Committee on Admissions shall consist of not less than nine nor more than twelve members ~~to be appointed by the President~~, one of whom the ~~President~~Board of Trustees shall designate as Chair. The ~~President~~Chair and ~~Secretary~~Vice-Chair shall be ex-officio members of this Committee.

The Committee shall have the powers and perform its duties as set forth in these Bylaws.

Committee on Charity

SEC.7.The Committee on Charity shall consist of not less than seven nor more than ten members ~~to be appointed by the President~~, one of whom the ~~President~~Board of Trustees shall designate as Chair. The Officers shall also be members of this Committee.

The Society may, at a stated meeting, appropriate moneys from the funds of the Society to be disbursed for charitable purposes to be determined by the Committee on Charity. The moneys so appropriated shall be allocated to such institutions or organizations as the Committee on Charity may determine and shall be disbursed by the Treasurer accordingly. The Chair of the Committee shall report the amounts disbursed to the Society at a stated meeting and shall publish a list of the grants made to each of the recipient institutions and organizations on the Society's website for viewing by the members of the Society. A member may request a copy of the list of disbursements from the Society's office.

Committee on Accounts

SEC.8.The Committee on Accounts shall consist of not less than seven nor more than ten members ~~to be appointed by the President~~, one of whom the ~~President~~Board of Trustees shall designate as Chair.

This Committee shall annually audit the accounts, accounting and financial reporting processes of the Society, and it may also examine the official proceedings of the Board of Officers and Board of Trustees or any member thereof, Board of Stewards and any of the Committees with respect to finances each fiscal year of the Society. In connection with such audit, the Committee shall retain an independent Certified Public Accounting firm which shall receive reasonable compensation as approved by the Committee, and the same shall be an expense of the Society and paid by the Treasurer. No member or partner of the accounting firm may be a member of the Committee.

The Annual Report of the Committee shall be submitted to the Board of ~~Officers~~Trustees for its acceptance and publication in accordance with the provisions of these Bylaws.

The Committee on Accounts, in accordance with the provisions of Article ~~XXIII~~ hereof shall also review any reports of conflicts of interest that are referred to it and after such deliberation as the Committee may consider appropriate, issue a determination whether the matter constitutes a conflict of interest that will be disallowed. It shall document its deliberations and issue its determination in the form of a Resolution that will be provided to the Secretary for distribution to the Board of Officers and the Board of Trustees and any Committee or individuals concerned in the matter.

Committee on Finance

SEC.9.The Committee on Finance shall consist of not less than three nor more than five members, other than officers, ~~to be appointed by the President~~, one of whom the ~~President~~Board of Trustees shall designate as Chair. The Committee shall be responsible for oversight of the investment of the Society's funds in accordance with an Investment Policy adopted by the Board of ~~Officers~~Trustees with the advice of the Committee on Finance. With the approval of the Board of ~~Officers~~Trustees of the Society, the Committee may engage competent professional managers to provide investment advisory and investment management services, and the costs thereof may be paid directly from funds held in such investment accounts.

The Committee shall keep informed as to the securities held in the Society's investment accounts. The Committee shall, not less than annually, issue its report to the Board of ~~Officers~~Trustees on the status and performance of the investment accounts. The Committee shall establish performance standards for the investment managers that are consistent with the Investment Policy adopted by the Board of ~~Officers~~Trustees and with applicable Federal and New York State Statutes and Regulations and shall oversee the performance of the investment managers, including a review and approval of short and long term investment strategy and asset allocation.

ARTICLE ~~VH~~VIII FUNDS OF THE SOCIETY

SEC.1.All funds of the Society shall be received by the Treasurer. Funds that the Treasurer anticipates will be needed for the operation of the Society, the preparation of a year book, the funding of grants determined by the Committee on Charity or such other expenditure as has been authorized by the Board of ~~Officers~~Trustees shall be deposited in one or more accounts at a federally insured bank.

Funds the Treasurer determines are not currently needed or anticipated to be needed for the operation of the Society, the preparation of a year book or for the funding of grants determined by the Committee on Charity or such other expenditure as has been authorized by the Board of ~~Officers~~Trustees shall be invested in one or more accounts managed by one or more professional investment advisors engaged by the Committee on Finance as provided in Article ~~VH~~VII, Section 9 of these Bylaws (investment accounts).

SEC.2.The Board of ~~Officers~~Trustees may from time to time and for such periods as it deems necessary authorize interest and dividends earned in investment advisory accounts managed by the professional investment manager to be segregated in a separate account at the manager's firm that is invested as a separate fund from which the Treasurer may draw to meet expenses of the Society for which the Treasurer does not have other adequate funding. All other funds invested by the Society's professional investment manager may be withdrawn from the investment advisory account only with the written request of the Treasurer and the ~~President~~Chair, or in the ~~President's~~Chair's absence then the ~~First Vice-President~~Chair.

SEC.3 No indebtedness or obligation shall be incurred for the account of the Society other than under the authority of specific appropriation made by the Society or as approved by the Board of ~~Officers~~Trustees or as provided in these Bylaws.

SEC.4.The fiscal year of the Society shall be from Saint Patrick's Day in one year to the day before Saint Patrick's Day next ensuing.

ARTICLE ~~VH~~VIIX STATED MEETINGS OF THE SOCIETY

SEC.1.The Society shall hold three stated meetings in each year, ~~viz: on~~in the ~~first or second Monday followingspring;~~ the ~~second day of January;~~ on summer, and the ~~first Monday of May and on the second or third Monday of November,~~ fall, on dates determined by the Board of Trustees,

~~and the last mentioned of which spring meeting shall be considered the annual meeting Annual Meeting of members. The President may alter a meeting date, consistent with the notices provisions in Sec. 2 below, when unusual circumstances or conditions make the scheduled date inadvisable or inconvenient for the membership.~~

SEC.2.Each stated meeting of the Society shall be held at such hour and place as the Board of ~~Officers~~Trustees shall designate by written notice given by first class mail or electronically to each member entitled to vote thereat, not less than ten nor more than thirty days before the meeting.

SEC.3.One hundred fifty members or thirty percent (30%) of the total number of members in good standing (whichever is less) shall be necessary to constitute a quorum at any stated meeting of the Society, except as provided in these Bylaws.-

SEC.4.At each stated meeting the order of business shall be as follows:

- (a) Roll call
- (b) Reading minutes of the last meeting
- (c) Reports of officers and committees
- (d) Election of officers ~~(November Meeting~~and trustees (spring Meeting, or at any meeting where a vacancy is being filled)
- (e) Unfinished business
- (f) New business

ARTICLE ~~IX~~

SPECIAL MEETINGS OF THE SOCIETY

SEC.1.The ~~President~~Chair shall call special meetings of the Society when, in the ~~President's~~Chair's judgment, it is necessary and appropriate. It shall be the duty of the ~~President~~Chair to call special meetings at the written requests of sixty six and two thirds percent (66.67%) of the Board of Officers or of the Board of Trustees, or upon a request signed by fifty members of the Society or thirty percent (30%) of the total number of members in good standing (whichever is less). Requests for special meetings shall be in writing, fully setting forth the purpose thereof. Written notice of each special meeting shall be given to each member entitled to vote thereat by first class mail or electronically and published on the web site, given not less than ten (10)

nor more than fifty (50) days before the date of the meeting and shall state the purpose or purposes for which the meeting is called.

SEC.2. At special meetings, one hundred fifty members or thirty percent (30%) of the total number of members in good standing (whichever is less) shall be necessary to constitute a quorum.

SEC.3. Special meetings shall be confined to the transaction of such business as is indicated in the notice of the meeting. No other business may be lawfully conducted.

ARTICLE ~~XXI~~ AMENDMENTS TO BYLAWS

SEC.1. Suspension, repeal or amendment of any of the Bylaws of this Society shall be considered and voted upon by the Society only when the proposal for such suspension, repeal or amendment shall have been announced at a previous stated meeting and a written redlined copy of the Bylaws marked to show proposed changes to the Bylaws shall have been incorporated in the notice of the next following meeting at which action upon the proposal is to be taken. Such notice must be sent to all members at least 20 days in advance of the stated meeting by standard U.S. mail service or electronically if a member has notified the Society that the member wishes to receive communications electronically.

SEC.2. At any meeting where consideration is given to the adoption of any proposal for the suspension, repeal or amendment of any provision of these Bylaws, a resolution or motion for the adoption of any such proposal shall require a vote of the majority of the members present in person or by proxy and entitled to vote.

ARTICLE ~~XXII~~ INDEMNIFICATION AND INSURANCE

SEC.1. Authorized Indemnification. Unless prohibited by law or Section 2 of this Article ~~XXII~~, the Society shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Society, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, is or was a director or officer of the Society. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Society shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

SEC.2. Prohibited Indemnification. The Society shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person establishes, or the Board of ~~Officers~~ Trustees in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

SEC.3. Advancement of Expenses. The Society shall, on request of any Indemnified Person who is entitled to be indemnified by the Society, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with an action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Society, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article ~~XIXII~~. An Indemnified Person shall cooperate in good faith with any request by the Society that common legal counsel be used by the ~~parties~~parties to such action or proceeding that are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts of interest between the parties.

SEC.4. Indemnification of Others. Unless prohibited by law or Section 2 of this Article ~~XIXII~~, the Board of ~~Officers~~Trustees may approve indemnification as set forth in Section 1 of this Article ~~XIXII~~ or advancement of expenses as set forth in Section 3 of this Article ~~XIXII~~, to a person (or the testator, personal representative or intestate administrator of a person) who is or was employed by the Society or who is or was a volunteer for the Society, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Society in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

SEC.5. Insurance. The Society may purchase insurance if authorized and approved by the Board of ~~Officers~~Trustees. To the extent permitted by law, such insurance may insure the Society for any obligation it incurs as a result of this Article ~~XIXII~~ or operation of law and it may insure directly the directors, officers, employees or volunteers of the Society for liabilities against which they are not entitled to indemnification under this Article ~~XIXII~~ as well as for liabilities against which they are not entitled to be indemnified by the Society.

SEC.6. Nonexclusive Rights. The provisions of this Article ~~XIXII~~ shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of ~~Officers~~Trustees is authorized to enter into agreements on behalf of the Society with any director, officer, employee or volunteer, providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions in this Article ~~XIXII~~, subject in all cases to the limitations of Section 2 of this Article ~~XIXII~~.

ARTICLE ~~XIXIII~~ CONFLICTS OF INTEREST

This Conflicts of Interest policy is enacted to assure compliance by the Officers, Committee Chairs and Committee Members as well as the members of the Society with the duty of each to act in the best interests of the Society in all matters concerning the Society.

SEC.1. Definition of Conflicts of Interest. A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence the Society's policies or actions

which involve or could ultimately harm or benefit the individual or a related party financially, (a related party transaction or conflict of interest).

A related party includes:

(a) An officer, trustee, committee chair, member or employee of The Society of the Friendly Sons of St. Patrick in the City of New York or

(b) Any member of a related party's immediate family, including a spouse, parent, domestic partner, child, grandchild, great-grandchild, sibling, half sibling, ancestor, or the ~~spouse of the related party's child, grandchild, great grandchild or parents~~spouses of these individuals or a domestic partner as defined in Section 2994-A of the Public Health Law or

(c) Any entity or organization or affiliate in which a related party as defined above is a director, trustee, officer, trustee, member, partner or has a 35% or more shareholder or beneficial interest or in the case of a partnership or professional corporation, a direct or indirect ownership interest of 35% or more.

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(d) Service on the board of another not-for-profit corporation shall not constitute a

(e) conflict of interest.-

SEC.2. Disclosure of Conflicts of Interest. An officer, trustee, committee chair or member shall disclose, in a writing delivered to the Secretary of the Society and the Chair of the Committee on Accounts, all material facts and documentation to the satisfaction of the Committee on Accounts, pertaining to any related party transaction or conflict of interest, at the earliest of the following: -

(a) prior to voting on or otherwise discharging his/her duties with respect to any matter involving a related party transaction or conflict of interest which comes before the Society, Board of Officers, Board of Trustees, or any committee thereof, or

(b) prior to entering into any contract or transaction involving a related party transaction or conflict of interest, or

(c) as soon as possible after the related party learns of a conflict or

(d) on the Annual Conflicts Declaration form.

SEC.3.The Secretary of the Society shall distribute an Annual Conflicts Declaration at least 30 days prior to the Annual Meeting to all officers, trustees, committee chairs, committee members, and employees soliciting,

(a) the disclosure of all related party transactions or conflicts of interest either anticipated or that have arisen since he or she submitted his or her prior year's Annual Conflicts Declaration, including specific information concerning the terms of any contract or transaction with the Society or proposed or contemplated contracts or transactions and whether the process for approval set forth in Section 3 of this Article ~~XHXIII~~ was satisfied,

(b) the names of any organizations with which the officers, trustees, committee chairs and committee members are affiliated, and

(c) detailing any transaction in which such an organization is a participant and in which the officer, trustee, committee chair or member may have a conflicting interest. The Secretary shall forward the Annual Conflicts Declarations to the Committee on Accounts for its consideration and such action as it may deem appropriate.

SEC.4. Approval of Transactions Involving Potential Conflicts of Interest. Following receipt of information concerning a related party transaction or a potential conflict of interest the Committee on Accounts shall consider the material facts concerning the proposed contract or transaction including its origins and the persons and entities involved.

The Committee on Accounts may request that the related party submit such additional information it may consider relevant and/or request that the related party or any other person appear before it to further explain and detail the facts at issue but neither the related party nor any other non-committee member may participate or be present for the Committee's deliberations or in any way improperly influence the Committee's decision.

As a part of its decision process the Committee on Accounts, prior to making its determination shall consider the possibility of alternative non-conflicting contracts or transactions that could satisfy the interests of the Society in place of that which is proposed. The decision of the Committee shall be by a majority of its members present at the meeting at which the decision is made.

The Committee on Accounts shall approve only those contracts or related party transactions in which (a) the terms are fair and reasonable to the Society and (b) the arrangements are consistent with the best interests of the Society. Fairness includes, but is not limited to, the concepts that the Society should pay no more than fair market value for any goods or services which the Society receives and that the Society should receive fair market value consideration for any goods or services that it furnishes to others.

The Committee on Accounts shall detail its deliberations in the minutes of the meeting at which the matter is considered and memorialize its decision in a Resolution that sets forth the facts it considered material and the basis for its decision with respect to approval or disapproval of the

contracts or related party transactions at issue, including the basis for determining that the consideration to be paid is fair to the Society.

The Committee on Accounts shall promptly forward its Resolution to the Secretary for such person's distribution to all members of the Board of Officers and the Board of Trustees and to the Chairs and Committee Members of any Committee for which the Resolution may have relevance and the recipients shall act in accord with the Resolution of the Committee on Accounts.

The Secretary shall retain copies of all documents pertaining to matters considered by the Committee on Accounts including but not limited to its minutes and Resolutions.

SEC.5. Validity of Actions. ~~No contract or other transaction between the Society and one or more related persons, or between the Society and any other corporation, firm, association or other entity in which one or more related parties are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone. A contract or related party transaction shall be void only~~A contract or related party transaction shall be void upon the entry of a Resolution by the Committee on Accounts disallowing such contract or related party transaction because it constitutes a conflict of interest that is not fair and reasonable to the Society and does not give the Society fair value.

SEC.6. Employee Conflicts of Interest. An employee of the Society with a potential conflict of interest in a related party transaction shall promptly suspend his or her activities related to the matter and fully disclose the details of the potential conflict to his or her supervisor and the PresidentChair. The employee shall thereafter refrain from participating in deliberations and discussions, as well as any decision, relating to the matter and follow the direction of the supervisor as to how decisions of the Society which are the subject of the conflict will be implemented. The PresidentChair shall be responsible for reporting the conflict or related party transaction to the Committee on Accounts and thereafter determining the proper way for the Society to put into effect the decision of the Committee on Accounts. In making such determinations, the PresidentChair may consult with legal counsel. The PresidentChair shall promptly notify the Board of ~~OfficersTrustees~~ of any employee conflicts of interest which have been disclosed and identify any contracts and transactions involving employee conflicts and the Resolution entered by the Committee on Accounts and any subsequent actions taken in response to the Resolution.

ARTICLE ~~XHXIV~~ **MISCELLANEOUS**

SEC.1.A member may resign from the Society by tendering the member's resignation in writing. Such resignation, however, shall be accepted only upon the payment in full of the member's indebtedness to the Society.

SEC.2.Any member who commits or performs any act prejudicial to the best interest and reputation of the Society may, after a full and fair hearing before the Board of ~~OfficersTrustees~~, and on the recommendation of two-thirds of the members of ~~suchthe~~ Board of Trustees, be expelled by the Society.

SEC.3. At a stated or special meeting of the Society, the election of ~~the Nominating Committee or of~~ any officer or trustee or the adoption of a resolution or carrying of a motion shall require a majority of the members present (in person or by proxy) and entitled to vote except as provided in these Bylaws. A tie vote will fail to carry any matter voted upon.

SEC.4. The adoption of a resolution or carrying of a motion at a meeting of any Board or Committee except the Board of Officers or Board of Trustees, shall require a majority vote of all the members of the respective Board or Committee. A tie vote will fail to carry any matter voted upon.

SEC.5. Every member entitled to vote at a meeting of members, or to express consent or dissent without a meeting, may authorize another member or members to act for such person by written proxy duly presented to the Secretary prior to the conduct of the business of the meeting. All references in these Bylaws to members present at a meeting shall include those present by proxy as well as those present in person, and a member appearing either in person or by proxy shall count toward the presence of a quorum at any such meeting.

SEC.6. These Bylaws shall be governed by, and interpreted in a manner consistent with the laws of the State of New York. In all questions involving the correct interpretation of these Bylaws the decision of the Board of ~~Officers~~ Trustees shall be final and conclusive.

END OF BYLAWS