

**AMENDED AND RESTATED BYLAWS**

**OF**

**<NAME OF THE SOCIETY>**

**Adopted as of <DATE>**

**Article I – Members**

**Section 1.** The elected Trustees of the <NAME OF THE SOCIETY> (<ACRONYM>) serving from time to time on the Board of Trustees shall constitute the members of <ACRONYM>, with full voting rights and such other powers and authority reserved to “members” under the New York Not-for-Profit Corporation Law, as amended from time to time. Election as a Trustee shall be election as a member. Termination of a person’s service as a Trustee for any reason shall terminate such person’s membership without further action.

**Section 2.** The Board may by resolution create other classes of members with such qualifications, rights and limitations as the Board shall determine.

**Section 3.** No meetings or votes of the members separate from the meetings or votes of the Board of Trustees shall be required.

**Article II – Board of Trustees**

**Section 1.** The affairs of <ACRONYM> shall be overseen by a Board of Trustees. The number of Trustees constituting the entire Board of Trustees shall be up to forty six, which number shall include up to thirty eight elected Trustees.

In addition to the elected Trustees, the Board of Trustees will include the President and Chief Executive Officer of <ACRONYM> and the officials of The City of New York listed below, all of whom shall be Trustees ex officio with voting rights.

The seven City officials who shall be Trustees ex officio are the <TITLE>, the <TITLE>, the <TITLE> or the corresponding officer of any legislative body successor thereto, the <TITLE>, the <TITLE>, the <TITLE> or the chief executive officer of any administrative agency successor thereto, and the <TITLE> or the chief executive officer of any administrative agency successor thereto. Each City official who is an ex officio Trustee may designate in writing to the Secretary (or any deputy or assistant) a representative to attend Board meetings in the place of such City ex officio Trustee; such representative shall have no vote and shall not be counted in determining whether a quorum is present at any meeting.

Elected Trustees shall hold office for terms of three years, may be re-elected to unlimited successive terms, and shall be divided into three classes of as nearly equal number as possible. Trustees shall be elected at the annual meeting of the Board and from time to time at other meetings of the Board. The term of office of each Trustee in one class of Trustees shall expire at each annual meeting of the Board, or upon the later election and qualification of such Trustee's successor, if any. Trustees elected at

any meeting other than the annual meetings shall hold office until the next annual meeting or until the later election and qualification of their successors.

**Section 2.** Any person under the age of seventy-five shall be eligible for election to the Board of Trustees upon nomination by the Governance and Nominating Committee. Any Trustee who reaches the age of seventy-five during the Trustee's term may continue to serve out such term.

**Section 3.** Any Trustee may resign at any time by a notice in writing delivered to the Chair of the Board or to the Secretary, and the resignation shall take effect upon the receipt thereof or upon an effective date specified therein, whichever is later.

**Section 4.** Any vacancy in the elected membership of the Board may be filled by the Board upon nomination by the Governance and Nominating Committee at any regular or special meeting, by a majority vote of the Trustees then in office. Trustees elected to fill a vacancy at any meeting other than the annual meeting shall hold office until the next annual meeting or until the later election and qualification of their successors.

**Section 5.** The Board shall hold no fewer than two regular meetings each year, on such dates and at such times and places as may be designated by the Board. An annual meeting of the Board shall be held to elect Trustees and officers, and shall include an annual report showing in appropriate detail the information required by Section 519 of the New York Not-for-Profit Corporation Law. Special meetings of

the Board may be called by the Chair of the Board or shall be called by the Secretary at the written request of at least five Trustees. Except as otherwise provided by applicable law or these Bylaws, nine of the Trustees present in person at any meeting of the Board shall constitute a quorum, and all action shall be decided by a majority vote of the Trustees present provided a quorum is present.

**Section 6.** Notice of any regular meeting of the Board shall be sent to each Trustee by any lawful means (including electronic mail) at least seven days before the meeting. Notice of special meetings of the Board shall be sent to each Trustee by any lawful means (including electronic mail) at least three days before the meeting.

**Section 7.** Any action required or permitted to be taken by the Board may be taken without a meeting if all the Trustees consent, by any lawful means, to the adoption of a resolution authorizing the action. The resolution and the consents thereto shall be filed with the minutes of the proceedings of the Board.

**Section 8.** Any one or more of the Trustees may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at all times and to participate in all matters before the Board. Participation by such means shall constitute presence in person at a meeting.

### **Article III – Honorary and Life Trustees; Chair**

**Emeritus Section 1.** Upon nomination by the Governance and Nominating Committee, the Board of Trustees may elect retired or former Trustees, or such other persons as have demonstrated a special interest in the purposes of <ACRONYM>, to be Honorary Trustees. Honorary Trustees shall be elected for terms of three years and may be re-elected to additional terms. Honorary Trustees may attend meetings of the Board of Trustees by invitation of the Chair of the Board but shall not be entitled to vote. Honorary Trustees shall have no legal responsibilities for the conduct of the affairs of <ACRONYM> but may be called upon by the Board for consultation and advice.

**Section 2.** Upon nomination by the Governance and Nominating Committee, the Board of Trustees may elect retired or former Trustees to be Life Trustees. The term of any Life Trustee shall be a lifetime term. Life Trustees shall receive notice of and may attend all meetings of the Board of Trustees but shall not be entitled to vote. Life Trustees shall have no legal responsibilities for the conduct of the affairs of <ACRONYM> but may be called upon by the Board for consultation and advice.

**Section 3.** Upon nomination by the Governance and Nominating Committee, the Board may appoint any past Chair of the Board to the position of

Chair Emeritus. The Chair Emeritus shall hold this title for such term as the Board shall determine and shall receive notice of and may attend all meetings of the Board of Trustees, but shall not be entitled to vote. The Chair Emeritus shall not be an officer of <ACRONYM> and shall not have any legal responsibilities for the conduct of the affairs of <ACRONYM>, but may be called upon by the Board for consultation and advice. If eligible, the Chair Emeritus may be elected and may serve as a Trustee while Chair Emeritus.

[18 more pages follow

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