



AMENDED AND RESTATED BY-LAWS

OF

AGING IN NEW YORK FUND, INC.

Adopted October, 2008

As Further Amended and Adopted, 4/8/2016

ARTICLE I

The Corporation and Membership

1.1 The name of the Corporation shall be Aging in New York Fund, Inc. The Corporation is a “Charitable corporation” as defined in Section 102(a) (3-a) of the Not-for-Profit Corporations Law of the State of New York (the “NPCL”) and the Corporation shall have no members.

ARTICLE II

Purpose

2.1 The Aging in New York Fund shall be dedicated to enhancing the quality of life of older New Yorkers through identifying innovative pilot programming to fill critical gaps in the aging services continuum, and providing fiscal and administrative support to partners, such as the NYC Department for the Aging and other NYC non-profits, in their efforts to offer essential services to seniors and their support network. The Corporation shall use any means necessary under the NPCL to achieve its purpose.

ARTICLE III

Directors

3.1 Powers. The property, affairs, and activities of the Corporation shall be managed and controlled and all of its powers exercised by the Board of Directors (the “Board”), except as otherwise provided by statute or the Certificate of Incorporation.

3.2 Number of Directors. The number of Directors, one of whom shall be the Commissioner of the Department for the Aging serving ex officio by virtue of his or her office (the “Ex Officio Director”), shall be as determined from time to time by resolution of the Board.

3.3 Election and Term of Office. Except for the Ex Officio Director, there shall be three (3) classes of Directors subject to the following:

A. Directors shall be elected at the first meeting of the fiscal year of the Corporation, and each successive year based on the date of the established classes, except in instances of action by the Board to fill the remaining term of a Director who no longer serves or to increase the number of Directors.

B. Following the establishment of classes and election of Directors to a class, succeeding classes shall have terms of three (3) years.

C. Each Director, other than the Ex Officio Director, shall hold office until the expiration of his or her term and until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal. The Ex Officio Director shall hold office coextensive with his or her service as Commissioner of the Department for the Aging.

D. The Board shall use reasonable efforts to provide for an equal number of Directors in each class.

3.4 Newly Created Directorships and Vacancies. Any vacancy occurring in the Board caused by the death, resignation, or removal of a Director, and any newly created directorship resulting from an increase in the number of Directors, may be filled by a majority of the Directors then in office. Each Director chosen to fill a vacancy shall hold office until the next election of the class for which such Director shall have been chosen and until his or her successor shall be duly elected and qualified. The Board shall have discretion to assign a Director to a class upon the creation of a newly created seat.

3.5 Resignations. Any Director may resign from office at any time by delivering his or her written resignation to the Chairperson of the Board or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if not so specified, upon receipt thereof.

3.6 Removal. Any Director, except the Ex Officio Director, may be removed, with or without cause, by a majority of the Directors then in office at a special meeting called for that purpose.

3.7 Compensation. Directors as such shall not receive any compensation for their services.

ARTICLE IV

Officers

4.1 Number of Officers and Qualifications. The Officers of the Corporation shall be a Chairperson, President, Secretary, Treasurer, and such other Officers as the Board shall from time to time appoint. Any person may hold any two (2) or more offices of the Corporation except that the Secretary may not also be the Chairperson or the President.

4.2 Election and Term of Office. Officers shall be elected annually by the Board following the election of Directors. Each such Officer shall hold office until a successor shall have been elected and shall qualify, or until the earlier death, resignation or removal of such Officer.

4.3 Resignations. Any Officer may resign at any time by delivering a written resignation to the Chairperson of the Board or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if not so specified, upon receipt thereof.

4.4 Removal. Any Officer or agent may be removed at any time either with or without cause by the vote of a majority of the Directors then in office at any regular or special meeting of the Board.

4.5 Vacancies. Any vacancy in any office may be filled for the unexpired portion of the term by the Board.

4.6 Chairperson. The Chairperson of the Board shall preside at all meetings of the Board and shall have such other powers as are necessary and related to the operation of the affairs of the Board. He or she shall have the power to sign, unless the Board shall specifically require an additional signature, in the name of the Corporation all contracts, deeds, mortgages, bonds, drafts, or other instructions which the Board has authorized either generally or specifically.

4.7 President. The Ex Officio Director shall be the President of the Corporation. The President shall be the principal executive Officer of the Corporation. He or she shall have the power to sign, unless the Board shall specifically require an additional signature, in the name of the Corporation all contracts, deeds, mortgages, bonds, drafts, or other instructions which the Board has authorized either generally or specifically; provided, however, the Ex Officio Director or the Board may delegate such right to another Officer of the Executive Director of the Corporation. The President shall also have such other powers as the Board may from time to time prescribe.

4.8 Secretary. The Secretary shall keep the minutes of all the Board meetings in books to be kept for that purpose, serve or caused to be served all notices of the Corporation, and perform all duties incident to the office of Secretary and such other duties which from time to time may be assigned to him or her by the Board. The Secretary or the Board may delegate such duties to another Officer of the Executive Director of the Corporation.

4.9 Treasurer. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. Whenever required by the Board, he or she shall at all reasonable times exhibit the books and accounts to any Officer or Director of the Corporation, and shall perform all duties incident to the office of Treasurer, and such other duties as shall from time to time be assigned to him or her by the Board. Annually, at a meeting of the Board, the Treasurer shall present a report showing in appropriate detail: (1) the assets and liabilities of the Corporation as of the last fiscal year; (2) the principal changes in assets and liabilities during such fiscal year; (3) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, for such fiscal year; and (4) the expenses or disbursements of the Corporation, for both general and restricted purposes, during such fiscal year. The report shall be filed with the minutes of the meeting of the Board. The Treasurer or the Board may delegate such duties to another Officer or the Executive Director of the Corporation.

4.10 Compensation. Officers as such shall not receive any compensation for their services.

ARTICLE V

Committees

5.1 There shall be a minimum of three (3) committees of the Board: an Executive Committee, consisting of the Chairperson, the President, the Secretary, the Treasurer, and additional Directors as deemed appropriate by the Chairperson, President, Secretary, and Treasurer; a Nominating Committee, and an Audit and Finance Committee. A majority of the Executive Committee shall be a quorum and its meetings may be called by the Chairperson or by any two (2) Executive Committee members thereof. The Executive Committee shall exercise the powers of the Board when the Board is not in session, reporting to the Board at the next succeeding meeting thereof. The Board may appoint individuals other than Directors to committees of the Board in a non-voting capacity. Additional committees may be established as deemed necessary by resolution of the Board or the Executive Committee. The Chairperson of the Board of Directors shall appoint the chairperson of each committee, subject to approval of the Board. Each committee so appointed shall consist of three (3) or more Directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

- A. the filling of vacancies on the Board or on any committee;
- B. the amendment or repeal of the By-laws or the adoption of the new By-laws;
- C. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;

D. the fixing of compensation of the Directors for serving on the Board or any committee.

Special committees may be appointed by the Chairperson of the Board with the consent of the Board and shall have only the powers specifically delegated to them by the Board.

5.2 Nominating Committee. The Nominating Committee is to include a minimum of three (3) Directors. The Committee shall advise the Board in regard to the identification, recruitment and orientation of new candidates and nomination of new and existing Directors among the three (3) classes.

5.3 Audit and Finance Committee. The Treasurer will serve as the chair of the Audit and Finance Committee, which is to include a minimum of two (2) other Directors. All members of the Audit and Finance shall be "Independent Directors" as such termed is defined in the NPCL. The Committee will annually review and retain the independent auditor and upon completion of the audit, review the results of the audit and any related management letter with the independent auditor. The Committee shall: (a) review with the independent auditor the scope and planning of the audit prior to the audit's commencement; (b) upon completion of the audit, review and discuss with the independent auditor: (1) any material risks and weaknesses in internal controls identified by the auditor, (2) any restrictions placed on the scope of the auditor's activities or access to requested information, (3) any significant disagreements between the auditor and management, and (4) the adequacy of the Corporation's accounting and financial reporting processes; (c) annually consider the performance and independence of the auditor; and (d) report on the Committee's activities to the Board.

5.4 The Chairperson of the Board shall be a member of all committees.

ARTICLE VI

Executive Director

6.1 The Board may hire an Executive Director who shall report to the Executive Committee and shall have responsibility for the organization, including carrying out the mission, goals, and policies established by the Board, and be responsible for the day-to-day activities of the Corporation and for performing such duties as the Board may determine from time to time, including the direction and supervision of other staff. The Executive Director shall have signatory power related to agreement and checks on behalf of the Corporation subject to any limit or restriction imposed by the Board.

ARTICLE VII

Meetings

7.1 Annual Meeting. The Directors shall hold an annual meeting at such time as the Board shall determine. The time and place of such annual meeting shall be specified by five (5) calendar days' written or e-mail notice of the meeting or in the waiver of notice thereof.

7.2 Other Meetings. Other meetings shall be called at the discretion of the Chairperson. The Chairperson shall call at least three (3) meetings of the Board in each year at approximately equal intervals. Any Director who fails to attend fifty percent (50%) of meetings within a year shall be considered to have resigned. A quorum of the Board, by five (5) calendar days' written or e-mail notice to the Chairperson or Secretary, and the remaining Directors, may call a special meeting of the Board. In the case of an emergency implicating New York City's interests, the Chairperson or President may call a special meeting of the Board on twenty-four (24) hours' notice provided to each Director on an urgent basis.

7.3 Notice. The Secretary shall notify each Director of the time and place of each meeting in writing, which may include e-mail, fax, in person, or by telephone at least five (5) days before the day on which the meeting is to be held. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Each Director shall file with the Secretary a preferred and secondary notice of his or her address (including address, phone, e-mail and facsimile). If a meeting is adjourned to another time or place, no notice of the adjournment need be given to any Director, provided that such time and place is announced at the time of the adjournment.

7.4 Quorum. Except as may be expressly otherwise required by statute, at all meetings of the Board the presence of fifty percent (50%) of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business. Directors participating in a meeting by telephone or web conference shall be counted as present to establish a quorum as long as they can hear and can be heard. In the absence of a quorum, a majority of the Directors present at the appointed time and place of the meeting may adjourn the meeting for a period not exceeding twenty (20) days in any one (1) case. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

7.5 Voting. At all meetings of the Board, except as otherwise expressly required by statute, all matters shall be decided by the vote of a majority of the Directors present at the time of the vote.

7.6 Action Without a Meeting. Any action required or permitted to be taken by the Board, or any committee thereof, may be taken without meeting if all Directors or the committee consent in writing or by e-mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or the committee.

7.7 Telephonic and Videoconference. Any one or more Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone, videoconference, web conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VIII

Indemnification

8.1 Indemnification. The Corporation shall indemnify any Director or Officer against any matter or cause relating to or arising out of the performance of his or her duties in the manner and to the full extent provided by law.

8.2 Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors, Officers and employees pursuant to Section 8.1 above or otherwise, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 8.1 above or otherwise.

ARTICLE IX

Office and Books

9.1 The office of the Corporation shall be located at such place as the Board shall from time to time determine. At this office shall be kept the books of the Corporation including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of the Corporation's By-laws and all minutes of the Board.

ARTICLE X

Fiscal Year

10.1 The fiscal year of the Corporation shall run concurrent to the fiscal year of New York City.

ARTICLE XI

Dissolution

11.1 In the event that the Board determines for any reason to dissolve the Corporation, to the extent permitted by applicable law, any residual assets, after provision for paying all obligations, shall be transferred to a similar or successor 501(c)(3) organization.

ARTICLE XII

Amendments

12.1 These By-laws may be amended at any meeting of the Board by a vote of two-thirds (2/3) of the entire Board.

ARTICLE XIII

Conflicts of Interest

13.1 Prior to election to the Board, and thereafter on an annual basis, all Directors shall sign the Conflict of Interest Policy and review the Code of Ethics and disclose in writing, to the best of their knowledge, any pertinent matters. A copy of each disclosure statement shall be available to any Director of the Corporation on request.

ARTICLE XIV

Non-Discrimination

14.1 In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability or any category protected by law.