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# **BY-LAWS**

## **2014**

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Reviewed and updated on November 18, 2014



342 Arnett Boulevard  
Rochester, New York 14619

**BY-LAWS**  
*His Branches, Inc.*  
**2014**

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# *His Branches, Inc.*

342 Arnett Boulevard  
Rochester, New York 14619

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## **ARTICLE I** **NAME**

The name of this Corporation shall be **His Branches, Inc.**

## **ARTICLE II** **MISSION**

His Branches, Inc. is a 501(c)(3) nonprofit organization dedicated to the promotion and delivery of ministry and service that bears witness to the transforming power of Jesus Christ and provides tangible solutions to the pervasive issues of social injustice and physical spiritual and social poverty in the Greater Rochester community and beyond.

## **POWERS**

In the furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law, or any Successor Law thereto, together with the power to solicit grants and contributions for corporate purposes. Notwithstanding any other provisions of the Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE III** **MEMBERSHIP AND POLITICAL ACTIVITIES**

This Corporation, **His Branches, Inc.**, is a Type B corporation under Section 201 of the Not-for-Profit Corporation Law with no members. No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

## **ARTICLE IV** **BOARD OF DIRECTORS**

**Section 1.** Power of Board: The Corporation shall be governed by its Board of Directors.

**Section 2.** Governance Strategy: The Board of Directors shall be guided by the Board Governance Policy and any amendments thereof.

**Section 3.** Qualification of Directors: Each Director shall be at least twenty-two years of age. Each Director shall profess a profound personal belief in Jesus Christ as Savior and Lord. Each Director shall have and maintain a positive personal relationship with Jesus Christ, as evidenced by testimony and conduct, and live in harmony with and formally affirm the His Branches, Inc. Statement of Faith. Each director shall be independent in accordance with the following definition of independence:

- (a) has not been an employee in the last 3 years.
- (b) has not received more than \$10,000 compensation in the last 3 years.
- (c) has not been an employee or had a substantial interest in an entity which has received or made payments to or from His Branches within 3 years, which exceed the lesser of \$25,000 or 2% of gross revenue (not including donations)
- (d) has no relatives who meet these criteria (see definition under Related Party Transactions and Hiring Policy 6.02 in the His Branches Policies & Procedures Manual).

**Section 4.** Number & Term of Office:

- (a) The number of Directors shall be determined by vote of a majority of the entire Board of Directors. The board will consist of nine (9) to fifteen (15) members. As used in this ARTICLE, 'entire Board of Directors' means the total number of Directors entitled to vote.
- (b) Directors shall be elected by a majority of the votes cast at any meeting of the Board of Directors, provided that not-less-than a quorum of members is present at the meeting.
- (c) The Board of Directors shall be divided into three nearly equal classes with staggered terms. One class shall complete its term of office each year. Board members shall be permitted to serve three consecutive three-year terms, and then shall be required to rotate off the Board for a one-year period before their re-nomination shall be considered.
- (d) Each member of the Board of Directors shall have one vote. Voting by proxy will be allowed on a pre-arranged and pre-approved basis (See Section 7(c)). A majority vote shall be needed to affect action, except as otherwise provided in these By-Laws.

**Section 5.** Organization: At each meeting of the Board of Directors, the President, or, in his/her absence, the Vice-President shall preside. In the absence of all such officers, a President chosen by a majority of the voting Directors present shall preside. The Secretary shall keep minutes of the meeting of the Board of Directors. In the event the Secretary shall be absent from any meeting of the Board of Directors, the meeting body shall select an acting Secretary. 'Robert's Rules of Order' in its latest edition shall be the rule of procedure for all meetings, unless the Board of Directors chooses by a majority vote to depart from it.

**Section 6.** Resignation, Removal and Vacancies of Directors:

- (a) Any Director of the Corporation may resign at any time by giving written notice to the Executive Director, or to the Secretary. Such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.
- (b) Any Director may be removed, with or without cause, by a majority vote of the Directors then in office, provided there is a Quorum of not less than a simple majority of the entire Board of Directors present at the meeting of Directors at which such action is taken. The vote of the Director in question shall count.
- (c) Directors serve on the Board with the understanding that failure to attend or participate in three consecutive regular Board meetings shall constitute designation as inactive and an intent of resignation. Board members who become inactive may be

notified by letter from the Executive Committee of the Board's intention to remove them from the board.

**(d)** Vacancies occurring before the completion of a term may be filled by a majority vote of the Directors then in office, regardless of their number. The vacancy shall be filled for the un-expired term only.

**Section 7.** Action by the Board of Directors:

**(a)** Any corporate action to be taken by the Board of Directors means action at a meeting of the Board. Except as otherwise provided by law or these by-laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at that time, shall be the act of the Board of Directors.

**(b)** A Director is considered 'present' when immediate two-way communication exists between that Director and other Directors. This may be by physical proximity, telephone, facsimile, computer modem, or a combination of communication devices. A meeting may take place and a quorum may exist when the requisite number or percentage of Directors are in immediate communication with each other. The location of the meeting shall be the physical place of: the majority, the largest plurality, the Executive Director, the Secretary or as determined by the Board or Committee of the meeting.

**(c)** In accordance with the provisions of the Not-for-Profit Corporation Law of the State of New York, any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent(s) thereto by the member(s) of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

**(d)** Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him/her by proxy. The member or his attorney-in-fact must sign each proxy. No proxy shall be valid after the expiration of six months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

**Section 8.** Meetings of the Board:

**(a)** Meeting is defined as an assembly of persons in immediate two-way communication with one another. Notice of a meeting is required to arrange one's schedule and travel to the meeting place at the appointed time. The most fully communicative meeting is an assembly of those in immediate physical proximity. Board meetings shall be scheduled toward this end. The times and places of meetings as fixed by resolution, may be changed, and notice thereof made by telephone or facsimile to all Board members concerned, in reasonable time to permit the participation of each Director.

**(b)** 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 or participates in the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or to her.

**(c)** Protest(s) shall be decided by the Board.

**Section 9.** Quorum:

**(a)** A majority of the entire Board of Directors shall constitute a quorum for the transaction of business.

(b) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without approval by any non-present Director.

- Section 10.** Place of Meeting: The Board of Directors may hold its meetings at any place or places within or without the State of New York as the Board of Directors may from time to time and by resolution determine. (Refer also to Section 7 of this Article)
- Section 11.** Regular Meetings: Regular meetings of the Board of Directors shall be held at least three times per year for the conduct of normal business. The schedule for all meetings will be worked out by the Board and made available well in advance of scheduled meetings.
- Section 12.** Annual Meeting: The Annual Meeting is the regular meeting of the Board of Directors held during the last month of the fiscal year (June) or at such other time each year as may be fixed by resolution of the Board of Directors for the purposes of electing officers, and transacting such other business as may properly come before the meeting.
- Section 13.** Special Meetings: Special meetings of the Board of Directors shall be held whenever called by the President of the Board, or by any five of the Directors, or by a majority of the Directors then in office, if that majority be less than five. Notice shall be given to all Directors verbally, or by facsimile, or in writing, and shall state the purposes, time and place of the meeting. If notice is given verbally or by facsimile, it shall be given not less than two days before the meeting; if it is given in writing, it shall be given not less than five days before the meeting. Such notice shall state the date, time, place, and purpose of the meeting and by whom called.
- Section 14.** Fixing Record Date: For the purpose of determining the members entitled to notice or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting, nor more than fifty days prior to any other action.
- Section 15.** Compensation & Inurement of Income: Directors shall receive no salary or compensation for their services as a member of the Board of Directors. Directors may be reimbursed for the out-of-pocket expenses reasonably incurred by them in the performance of their duties as determined by the Board of Directors. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- Section 16.** Board Members Applying for Staff Positions: Members of the Board of Directors may not serve as staff of His Branches, Inc. Upon accepting a staff position, a Board Member must resign from the Board of Directors in advance of their start date of employment.
- Section 17.** Staff as Members of the Board of Directors: Staff of His Branches, Inc. may not serve on the Board of Directors. Former staff may not serve on the Board of Directors until 36 months have elapsed from their last date of employment.

**Section 18.** Employment of Executive Director: The Board of Directors is responsible for hiring and dismissing the Executive Director of His Branches, Inc.. The action of hiring the Executive Director will require an affirmative vote of 3/4 of all Directors then in office. The action of dismissing the Executive Director shall require a majority vote of all Directors then in office.

**Section 19.** Annual Report: The Board of Directors shall direct the Executive Director to present an Annual Report certified by a firm of independent public accountants selected by the Board, showing in appropriate detail the following:

**(a)** The assets and liabilities of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

**(b)** The principal changes in assets and liabilities, including trust funds and restricted funds, during that fiscal year.

**(c)** The revenue or receipts of the Corporation, both unrestricted and restricted for that fiscal year.

**(d)** The expenses or disbursements of the Corporation, of both general and restricted funds during that fiscal year.

## **ARTICLE V** **OFFICERS**

**Section 1.** Number and Qualifications: Officers of the Corporation shall be President, Vice-President, Treasurer and Secretary. Additional officers may be elected as the Board of Directors may determine. The President shall be elected from among the Directors who have served no less than two years on the Board of Directors. Persons occupying the offices of President and Secretary may not hold more than one office at a time.

**Section 2.** Terms of Office: The Board of Directors at the annual meeting shall elect the officers, or any regular meeting designated for election of officers. The term of office of each officer, unless otherwise resolved by the Board of Directors, shall extend to the next annual meeting and until his or her successor is elected and qualified.

**Section 3.** Vacancies:

**(a)** Any officer may resign from office without leaving the Board, by giving written notice to the President or the Secretary. The resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

**(b)** Any officer may be removed from office without leaving the Board of Directors. The removal, with or without cause, shall take effect at the time specified by vote of the members.

**(c)** A vacancy of any office may be filled for remainder of the un-expired term only, by a majority vote of the Board of Directors.

**Section 4.** PRESIDENT: The President shall: (1) preside at all meetings of the Board of Directors and Executive Committee, (2) call special meetings of the Board, (3) perform all acts and duties usually performed by the presiding officer, (4) sign all papers of and for the Board, recognizing that the Board of Directors may authorize one or more persons to sign checks, contracts, and other written instruments on behalf of the Board, (5) see that all orders and resolutions of the board are carried into effect, and (6) supervise generally the management of the affairs of the Corporation subject only to the

supervision of the Board. The President shall also perform such other duties as may be assigned to him or her by the Board of Directors.

- Section 5.** VICE-PRESIDENT: In the absence of the President, or in his/her inability to act, or if the office of the President be vacant, the Vice-President, shall perform the duties and exercise the powers of the President, subject to the right of the Board to extend or confine such powers and duties or to assign them to one or more others. The Vice-President shall have such powers and duties as are assigned to him/her by the Board of Directors or the President.
- Section 6.** TREASURER: The Treasurer has oversight authority for all books of account and has charge of all funds and securities of the Corporation. If the office of Secretary be vacant, the Treasurer shall act as Secretary (unless the board delegates otherwise) until the Board may meet and direct otherwise. The Treasurer shall also perform such other duties usually performed by the Treasurer, and such duties assigned to her or him by the Board of Directors or the President.
- Section 7.** SECRETARY: The Secretary shall: (1) keep minutes of all meetings of the Board of Directors and Executive Committee, (2) have custody of the 'Book of Minutes' containing the minutes of all meetings of the Board of Directors and Executive Committee and all Committees which may keep minutes, (3) be custodian of the seal of the Corporation and its use, (4) see that all notices required of the Corporation be given, and that all required records and contracts or documents of the Corporation be kept, and (5) keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members.
- Section 8.** Appointed Officers: The Board of Directors may delegate to any officer or committee the power to appoint and to remove any subordinate officer, agent or employee. The President may appoint, if needed, due to vacant positions, one or more voting Directors to the Executive Committee.

## **ARTICLE VI** **COMMITTEES**

The Board of Directors may be divided into Standing Committees or Special Committees to facilitate the work of the Board. Standing Committees shall be limited to Executive Committee, Finance Committee, Corporate Governance Committee, Program/Strategic Planning Committee, and the Committee on Intercessory Prayer.

- Section 1.** Membership: The Board President shall assign members for each Committee. For all committees except the Finance Committee, Members shall be of two types: Board Members and Non-Board Members. The majority of Members serving on a Committee shall be Board Members. Participation of Non-Board Members on Committees shall be subject to an application process with any approval being governed by the Board of Directors.
- Section 2.** Powers: Committees shall make recommendations to the Board of Directors and shall only have powers as specifically provided by the Board of Directors to periodically achieve ad hoc assignments. Non-Board members shall have the power to vote on business matters of the Committee.

- Section 3.** Special Committees:
- (a)** The President of the Board of Directors may, with the advice and consent of the Board of Directors and/or the Executive Committee establish special committees, or working groups when needed. The purposes, duties, authority and tenure of such committees shall be set by the President and are subject to the Board.
- (b)** The Board of Directors shall appoint at least one voting Director to serve on any special committee or working group. Membership on the committee may include non-voting members, members of any Advisory Groups, or others deemed appropriate. An appointment of a non-member is the responsibility of the designated voting Director with approval of the President of the Board and an application process.
- (c)** The Chairperson of a special committee may be chosen by the committee with the approval of the President of the Board, and need not be a voting Director. The Chairperson reports to the President of the Board, and may be invited to report to the Board as appropriate.
- (d)** Notwithstanding the above provisions, the Finance Committee must consist only of current Board Members meeting the definition of independence in Article IV, Section 3, and free of any conflict of interest as defined the His Branches Policies & Procedures Manual, Section 9.11.
- Section 4.** Meetings: Meetings of any committee shall be held at such time and place as shall be fixed by the Committee Chairperson, or by vote of a majority of committee members, and shall require one week prior notice. A committee meeting may be held by means of communication devices as described in Article IV, Section 6(b). Standing committees should meet no less than 3 times per year.
- Section 5.** Quorum and Performance: Unless a resolution of the Board of Directors provides otherwise, a majority of the members of a committee present, shall constitute a quorum and a majority vote is the act of the committee (Refer to the provisions of ARTICLE IV, Section 6, 7 & 8).
- Section 6.** Tenure of Committee Members: Non-members of each committee are appointed or elected for a one-year term, although the Board may set shorter or longer terms for some Members to stagger their retirement. Non-Members may be reappointed up to three consecutive one-year terms, and then shall be required to rotate off the Board Committee(s) for a one-year period before their re-nomination shall be considered. Any new standing committee should implement staggered terms for members to provide for continuity and for rotation of members. Upon vacancy, whether by retirement, resignation or to increase the Committee size, the President and/or Executive Committee shall make nominations of a person(s) to serve on a Committee on an as needed basis.
- Section 7.** Removal: Absence from more than two of the scheduled meetings within a year or three consecutive scheduled meetings shall constitute inactivity. Non-Board Committee Members who become inactive may be notified by letter from the Executive Committee of the Board's intention to remove them from the Committee. Removal shall be by majority vote of the entire Board.

## **ARTICLE VII**

### **EXECUTIVE DIRECTOR**

- Section 1.** Authorization: There shall be a Executive Director who may authorize and establish such other staff positions as may be necessary or appropriate to carry out the affairs and programs of the Corporation.
- Section 2.** Executive Director:  
**(a)** The Board of Directors shall appoint and employ or contract for the services of the Executive Director, who shall serve at the pleasure of the Board as the Executive Director of the affairs and programs of the Corporation. The Executive Director shall be accountable to the Board and shall be a member ex-officio (with voice, without vote) of the Board of Directors and its Executive Committee.  
**(b)** The Executive Director shall serve at the direction of the Board of Directors and as such shall perform the duties specified in a job description for the position as adopted and approved by the Board of Directors.  
**(c)** The Executive Director shall assist the officers in the performance of their duties, in such manner and to such extent as shall be directed or approved by the Board of Directors.
- Section 3.** Other Staff: The Executive Director, in consultation with the Board, shall be responsible for the hiring and dismissal of all other staff. The Board shall review the duties and benefits of staff members and the policy for release from employment.

## **ARTICLE VIII**

### **FISCAL MANAGEMENT**

- Section 1.** Fiscal Year: The Fiscal Year of the Corporation shall commence on July 1 in each calendar year and end on the 30th day of June of the next calendar year, except that the first fiscal year of the corporation shall stand as the date of incorporation. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors.
- Section 2.** Books and Accounts: Books and Accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation.
- Section 3.** Auditing and Reports: At the close of the fiscal year, the books and records of the Corporation shall be audited in accordance with generally accepted accounting procedures. The Executive Director of the Corporation shall cause to be prepared annually a full and correct statement of operations for the preceding fiscal years, which statement shall be submitted at the annual meeting of the Board of Directors and filed with the Secretary of the Corporation.
- Section 4.** Execution of Corporate Documents: With the prior authorization of the Board of Directors, all corporate notes and contracts shall be executed on behalf of the Corporation by the Executive Director. Irregular checks in excess of \$2500 shall be executed on behalf of the Corporation by any two (2) of the following officers: The Executive Director, Comptroller, Executive Assistant or any officer of the Corporation. Vendor contracts shall be executed on behalf of the corporation by the Executive Director, Comptroller, or any officer of the Corporation.

- Section 5.** Deposits: All funds received by the Corporation shall be deposited intact to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. There shall be no payment of expenses using cash revenue.
- Section 6.** Gifts: Acceptance of gifts shall be subject to the Gift Acceptance Policy 9.13 in the His Branches Policies & Procedures Manual as approved by the Board of Directors.
- Section 7.** Fidelity Bonds and Directors & Officers Insurance: The Board of Directors may require that all officers and employees of the Corporation having custody or control of corporate funds furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Corporation. The Board of Directors may also require the coverage of Directors and Officers Insurance paid by the Corporation.
- Section 8.** Indemnity: The Corporation may, to the fullest extent permitted by Article 7 of the Not-for-Profit Corporation Law of the State of New York, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Article from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any bylaw, resolution of directors, agreement or otherwise, as permitted by said Article, as to action in any capacity in which he served at the request of the Corporation.

## **ARTICLE IX**

### **OFFICE AND BOOKS/RECORDS**

- Section 1.** Office: The principal office of the Corporation shall be in the City of Rochester at such place in Monroe County of the State of New York, as the Board of Directors may determine. The Corporation may also have offices at such other places within or without this state as the Board may from time to time determine or the business of the Corporation may require.
- Section 2.** Books and Records: There shall be kept at the office of the Corporation:
- (a) correct and complete books and records of account, subject to the Document Retention and Destruction Policy.
  - (b) minutes of the Board of Directors and Executive Committee,
  - (c) a current list of the Directors and Officers of the Corporation and their current residence and employment addresses and telephone numbers,
  - (d) a copy of these by-laws,
  - (e) copies of all 'Policies and Procedures' (Board, Fiscal, Personnel, etc.) of the Corporation, and
  - (f) copies of all legal documents of the Corporation.

## **ARTICLE X**

### **AFFILIATION**

**His Branches, Inc.** shall establish and maintain affiliation with associations, organizations, and/or entities that the Board of Directors and the Executive Director deem appropriate in building and maintaining credibility and accountability for the carrying out of its mission and purpose.

## **ARTICLE XI**

### **GENERAL**

- Section 1.**     Seal: The Corporate Seal shall be in the form of a circle and shall bear the full name of the Corporation and the words and figures according to that issued by the State of New York.
- Section 2.**     Conflict of Interest: No contract or other transaction between the Corporation and one or more of its Directors and Officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its Directors 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 Director or Directors or Officer or Officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his, her or their votes are counted for such purpose if the material facts as to such Director's or Officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board, and the Board authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or Officer. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors that authorizes such contract or transaction. (Refer to separate Conflict of Interest Policy 9.11 and Questionnaire in the His Branches Policies & Procedures Manual for more detail.)
- Section 3.**     Loans to Directors: The Corporation shall not make loans to Directors.
- Section 4.**     Construction: If there is any conflict between the Articles of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.
- Section 5.**     Dissolution: In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations that shall qualify under Section 501(c)(3) of the Code or shall be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which the Corporation was formed.

## **ARTICLE XII**

### **AMENDMENTS**

The by-laws of the Corporation may be adopted, amended or repealed by no less than an affirmative vote of 67% of the entire Board of Directors. If any by-law regulating an impending election of Directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of Directors for the election of Directors the by-law so adopted, amended or repealed, together with concise statement of the changes made.

**INITIATION DATE:** January 1981

**APPROVAL BY:** His Branches Board of Directors

**REVISION DATES:** August 10, 2004, November 18, 2014