

BY-LAWS OF THE  
HUGH O'BRIAN YOUTH LEADERSHIP  
SEMINARS OF NEW YORK INC.

Table of Contents

	<u>Page No.</u>
ARTICLE I - Name.....	2
ARTICLE II - Purpose .....	2
ARTICLE III – General and Specific Powers.....	2-3
ARTICLE IV - Officers .....	3
ARTICLE V - Directors.....	3-4
ARTICLE VI - Compensation .....	4
ARTICLE VII – Vacancies, Resignations and Removal from Office .....	4
ARTICLE VIII - Meetings.....	4-5
Quorum.....	5
Parliamentary Authority.....	5
ARTICLE IX - Nominations.....	5
ARTICLE X – Elections .....	5-6
Fiscal/Calendar Year.....	6
ARTICLE XI - Committees .....	6
ARTICLE XII - Indemnification.....	6
ARTICLE XIII – Exempt Activities .....	7
ARTICLE XIV – Management and Dedication of Assets.....	7
ARTICLE XV - Amendments.....	7
ARTICLE XVI – Effective Date.....	7

**BY-LAWS OF THE  
HUGH O'BRIAN YOUTH LEADERSHIP  
SEMINARS OF NEW YORK INC.**

**ARTICLE I – NAME**

The name of this corporation shall be the Hugh O'Brian Youth Leadership Seminars of New York Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II – PURPOSE**

The Corporation is a not-for-profit, tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, and shall comply with Article 7-A of New York State Executive Law, the New York State Not-for-Profit Corporation Law, the Nonprofit Revitalization Act of 2013, and any and all other applicable local, state, and federal laws and regulations

The purpose or purposes for which the corporation is formed are as follows:

- a. Conduct activities of an educational, charitable or benevolent purpose in such manner that the corporation shall qualify as an exempt organization under section 501(c)(3) of the Internal Revenue code of 1965;
- b. Seek out, recognize and reward leadership potential of high school sophomores in the State of New York;
- c. Conduct seminars introducing high school sophomores to recognized leaders in business, industry, government, science, education, and the arts;
- d. Select high school sophomores from the State of New York to attend the annual World Leadership Congress sponsored by Hugh O'Brian Youth Leadership; and
- e. Conduct any activities to enable or assist in the accomplishment of any of the above.

To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers.

Nothing herein shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Not-For-Profit Corporation Law Section 404 (b) through (t).

In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 202 of the Not-For-Profit Corporation Law, together with the powers to solicit grants and contributions for corporate purposes.

**ARTICLE III – GENERAL AND SPECIFIC POWERS**

Section 1. The direction and management of the Corporation shall be vested in a Corporate Board. In addition to the powers expressly conferred by these by-laws, the Corporate Board shall also exercise all other powers of the Corporation.

Section 2. The responsibility and authority of the Corporate Board shall include, but is not limited to, the following:

- a) Oversee all activities conducted under the Corporation name;

- b) Ensure all Corporation programs are operated according to HOBY International's standards and policies;
- c) Ensure the perpetuation of the Corporation through strategic long range planning;
- d) Assume fiduciary responsibility for all Corporation activities;
- e) Approve all fund-raising activities, programs and budgets for the Corporation; and
- f) Review, negotiate and approve all contracts and large expenditures for all seminars hosted by the Corporation, including, but not limited to, contracts with proposed host facilities, and with disc jockeys or musicians. The President has authority to sign such contracts on behalf of the Corporation. If for any reason, including, but not limited to, potential conflicts of interest as defined in the Corporation's Conflicts of Interest Policy, the President is unable or unwilling to sign such contracts, the Treasurer is granted authority to sign such contracts. If both the President and the Treasurer are unable or unwilling to sign such contracts, any Executive Board member shall be granted this authority based on a majority vote of the Board of Directors.

## ARTICLE IV – OFFICERS

Section 1. The elected officers of the Corporation shall be the President, Vice President, Secretary and Treasurer, which all shall be members of the Executive Board (hereinafter referred to as the "Board"). No Officer shall hold more than one elective office concurrently. Officers will be elected to a two-year term of office. Officers may also hold director positions on behalf of a Leadership seminar site where the Board determines that there are no conflicts of interest, as defined by the Corporation's Conflict of Interest Policy.

Section 2. Additional officers, with powers and duties not inconsistent with these by-laws, may be appointed by the Board for terms not to exceed one year.

Section 3. The President shall be the chief executive officer, presiding at all meetings of the Board, and performing all executive duties, and any other duties ordinarily pertaining to the position or delegated by the Board.

Section 4. The Vice President shall perform all duties pertaining to the position, and any other duties delegated by the Board or President. The Vice President shall exercise the responsibilities of the President at any time the President is incapacitated, is temporarily unable or unwilling to act, or if the President has resigned.

Section 5. The Secretary shall be the secretary of all Board meetings, and shall: maintain a record of current mailing and e-mail addresses of Officers and Directors, give notice of all Board meetings; maintain a record of the proceedings of all such meetings, publishing same to all Directors within ten (10) days of the date of each meeting. The Secretary shall also be responsible for maintaining a database of signed Conflict of Interest Statements for all key persons, as defined by the Corporation's Conflict of Interest Policy. The Secretary shall be responsible for ensuring that each key person submits a signed policy at least yearly. The Secretary shall perform the duties normally pertaining to that office and other duties delegated by the Board.

Section 6. The Treasurer shall have executive charge of the finances and investments of the Corporation, and shall: deposit all funds with such institutions as directed by the Board; make all payments authorized or ratified by the Board; make all investments designated by the Board; keep books of account and report to the Board in the manner and frequency designated by the Board. The Treasurer shall perform duties normally pertaining to that office and other duties delegated by the Board or President.

## ARTICLE V – DIRECTORS

Section 1. In addition to the Executive Board as noted under Article IV, the Board shall also consist of not less than four (4) and no more than eight (8) directors at large, plus four (4) directors per Leadership Seminar Site (hereinafter referred to as “Directors”). One of the directors at large shall be the State Community Leadership Workshop Director (hereinafter referred to as the State CLeW Director). The four (4) directors per site shall include a Leadership Seminar Chairperson and the associated Alumni Director.

Section 2. The Directors shall work with the Executive Board in administering the affairs of the Corporation and supervise its properties and assets.

Section 3. The Directors shall make all reasonable efforts to attend all meetings of the Board, shall participate in the committees and governance processes thereof, and shall fulfill the fiduciary responsibilities imposed by the laws and regulations of the State of New York as they now exist or as they may be amended.

Section 4. With the exception of the Leadership Seminar Chairpersons, Alumni Directors and the State CLeW Director (all of which shall be elected to serve a term of one year), the Directors shall be elected as provided for in Article X, to serve a term of two (2) years.

## ARTICLE VI – COMPENSATION

Section 1. The Board and Directors shall receive no compensation for their services; however, they may be allowed reimbursement for expenses actually and reasonably incurred and appropriate to the value of such services, where approved in advance of such services by the Board.

Section 2. No loans shall be made or received by the Corporation to or from its Directors, Officers, and Members of Committees or to any other non-affiliated corporation, firm, association or other entity in which one or more of its Directors, Officers or Committee Members are Directors or Officers, or hold a substantial financial interest, except as may be permitted by law.

## ARTICLE VII – VACANCIES, RESIGNATIONS AND REMOVAL FROM OFFICE

Section 1. Vacancies: When a vacancy arises on the Board, a majority of the remaining members may, at a meeting of the full Board, elect a successor through a majority vote. If the position of President becomes vacant for any reason (death, disability or removal from office), the Vice President shall assume the position of President for the unexpired term and shall appoint a new Vice President with the approval of the Board.

Section 2. Resignations: Any Board member may resign at any time, by giving written notice of such resignation to the President. All rights to act as a Board member shall cease upon such notice of resignation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board. The resignation will then become a vacancy and the position may be filled in accordance with Section 1 (Vacancies).

Section 3. Removal from Office: Any Board member may bring a motion at any meeting of the Board, called for any reason, for the removal of a Board member by a two-thirds (2/3) majority vote of all Board members then serving at time of meeting. Grounds for such action may be nonfeasance, malfeasance, misfeasance, conduct detrimental to the interest of the Corporation, lack of sympathy with the objectives of the Corporation, or refusal to render reasonable assistance in carrying out its purposes. Notice of such proposed action must be given in writing at least fifteen (15) days prior to the scheduled meeting. The Board member shall be entitled to appear before and be heard by the Board at such meeting. Any removal from office will leave a vacancy that may be filled in accordance with Section 1 (Vacancies).

## ARTICLE VIII – MEETINGS

Section 1. Meetings will be held at least quarterly, as practicable, in the manner and on the dates designated by the Board, and at any other dates or in any other manners as are designated by the President with the concurrence of the Board members. Board members may meet and conduct business by any method that allows all participants to simultaneously communicate with each other, including but not limited to, in person meetings and video conferences, as long as the method is permitted at the time of the meeting by all applicable local, state, and federal laws and regulations. Participation constitutes attendance. Normal meeting rules apply. If any votes taken verbally are unclear, they should be taken by roll call.

Section 2. Special meetings of the Corporation must be called by the President at the request of twenty-five (25) percent of the Board, and are to be held within thirty (30) days of such request.

Special meetings may also be convened by the members entitled to cast ten (10) percent of the total number of votes entitled to be cast at such meeting, who may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. The Secretary of the Corporation upon receiving the written demand shall promptly give notice of such meeting, of if he fails to do so within five business days thereafter, any members signing such demand may give such notice.

Section 3. There shall be an annual meeting of the Corporation, which may be held at a place as determined by the Board, on a date which shall be within the thirty (30) days prior to the last day of the fiscal year of the Corporation, for the purpose of electing Directors and for the transaction of such other business as may properly come before the Corporation.

Section 4. Notice of the annual meeting shall be by US Postal Service or e-mail to include the time, place and purpose of said meeting, served at least forty (40) days prior. Notice of other meetings shall be given by US Postal Service or e-mail at least ten (10) days prior. Attendance of a Director at the annual or other meetings should constitute waiver of notice of such meeting except where the Director attends for the purpose of objecting to the conduct of business because the meeting is not lawfully called or convened.

Section 5. Written consent of all the Board members shall also constitute an action by the Board to the extent permitted by law.

Section 6. Quorum: When the Board is composed of fifteen (15) members or less a quorum shall be at least one-third of the entire number of Board members, and when the Board is composed of more than fifteen members the quorum shall be at least five members plus one additional member for every ten members (or fraction thereof) in excess of fifteen. The affirmative vote of a majority of the Directors present at a meeting with quorum shall constitute an action by the Board.

Section 7. Parliamentary Authority: The rules contained in the latest edition of Robert's Rules of Order, shall govern in all cases to which they are applicable and in which they are not inconsistent with these by-laws.

## ARTICLE IX – NOMINATIONS

Section 1. The Nominating Committee shall make written notice of its nominations for Directors and Officers forty (40) days prior to the annual meeting, certifying that its nominees have consented to serve if elected and including pertinent biographical information.

Section 2. Should a vacancy occur in the position of Director due to death, disability, removal from office or resignation, the nominating committee shall report its nomination(s) at least ten (10) days prior to the next quarterly meeting.

## ARTICLE X – ELECTIONS

Section 1. No person shall cast more than one vote. Proxies and absentee ballots will not be recognized. Electronic balloting is permitted for elections. Secure website balloting is recommended to ensure privacy and accuracy.

Section 2. Elected directors shall be elected as a group if all positions are running uncontested, with a majority vote of the Board resulting in the election of every member of the group. If any position is running with opposition, then each Director position will be voted upon individually, and the individual with the greatest number of votes for each position will be elected.

Section 3. Directors shall be elected at the Annual Meeting. If any Director positions remain open after the Annual Meeting nominees can subsequently be elected with a majority vote of sitting Directors at any other meeting.

Section 4. Officers shall be elected at the Annual Meeting. Ballots shall be cast, in order, for President, Vice President, Secretary and Treasurer. A simple majority shall be necessary to elect.

Section 5. Fiscal/Calendar Year: Officers and Directors shall take office September 1, which shall commence the twelve-month period of the Corporation's fiscal and calendar year.

## ARTICLE XI – COMMITTEES

Section 1. The Board shall designate, as Standing Policy, the names and duties of all committees, except as set forth in these by-laws with respect to the Executive Board, Nominating Committee and Leadership Seminar Committees. The President shall designate the members and chairs of such additional committees and fill any vacancies thereof, with the concurrence of the Board.

Section 2. The Nominating Committee shall be appointed by the President with the concurrence of the Board, and shall include at least three (3) Directors who shall be ineligible to nomination by action of the committee.

Section 3. Leadership Seminar Committees shall be recognized in the number established by resolution of the Board. Members of a Leadership Seminar Committee shall be considered members in the Corporation, serving annually at the pleasure of the Board, and may be removed by the Board for cause, with each Leadership Seminar Committee responsible for providing the Secretary of the Corporation with a complete and continuously updated listing of such membership.

Section 4. The Board shall create and appoint members to such other committees, sub-committees and task forces as they shall deem appropriate. These additional committees, sub-committees and task forces may be comprised of board members, seminar committee members and/or any volunteers not otherwise affiliated with the Corporation (subject to approval of the Board). Such committees, sub-committees and task forces shall have power and duties as designated by the Board, and shall give advice and make non-binding recommendations to the Board.

## ARTICLE XII – INDEMNIFICATION

Section 1. The Corporation may indemnify any person who was or is a party, or is threatened to be made part to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, by reason of the fact he or she is or was a Director, Officer, Employee or

Agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Employee or Agent of another enterprise, against expenses (including attorney fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the extent that the power to indemnify such person has been made or may in the future be granted by statute and that such person is not insured or otherwise indemnified. For this purpose, the Corporation may, and on the request of any such person, shall be required to, determine in each case whether or not the applicable standards in any such statute have been met, or such determination shall be made by independent legal counsel if the Corporation so directs or if the Corporation is not empowered by statute to make such determination.

Section 2. The foregoing indemnification shall not be deemed exclusive of any other right to which one indemnified may be entitled, both as to action in his or her official capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

Section 3. The Corporation shall have the power to (i) purchase and maintain, at the Corporation's expense, liability insurance on behalf of the Corporation, its officers, directors and agents to the extent that the power to do so has been or may be granted by statute and whether or not the Corporation has the power to indemnify such individuals against the liabilities covered and (ii) give other indemnification to the extent not prohibited by law.

### ARTICLE XIII – EXEMPT ACTIVITIES

Section 1. Notwithstanding any other provisions of these by-laws, no member or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as may hereafter be amended, or by any organization contributions which are deductible, under Section 170 of such Code and Regulation as they now exist or as may hereafter be amended.

### ARTICLE XIV – MANAGEMENT AND DEDICATION OF ASSETS

Section 1. The properties and assets of the Corporation are irrevocably dedicated to charitable purposes. All assets of the Corporation shall be managed directly by the Board through the President, Treasurer and other individuals that the Corporation may designate. At least annually, an accounting of all assets held by the Corporation shall be provided in a written report from the Treasurer to the Corporation.

Section 2. No part of the net earnings, properties or assets of the Corporation upon dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, officer or director of the Corporation. On liquidation or dissolution, all properties and assets and obligations shall be returned to HOBY International. HOBY International shall hold all funds/assets for the benefit of (1) any replacement affiliate, or (2) if no replacement can be organized within a reasonable time (not to exceed 12 months), then to the benefit of all other affiliates and HOBY International, generally.

### ARTICLE XV – AMENDMENTS

Section 1. The Board shall have the power to make, alter, amend and repeal the by-laws of this Corporation by an affirmative vote of two-thirds of the Board members in attendance at any properly constituted meeting. Notice of proposed by-laws changes must have been given in writing at least thirty (30) days prior to any meeting in which said by-laws revisions shall be considered.

Section 2. Amendments to these by-laws shall become effective immediately upon adoption.

ARTICLE XVI – EFFECTIVE DATE

These by-laws became effective immediately upon adoption on June 17, 2021.

These by-laws were revised and became effective immediately on June 17, 2021.