

**RIVERHEAD BUSINESS IMPROVEMENT DISTRICT  
MANAGEMENT ASSOCIATION, INC.  
AMENDED AND RESTATED BY-LAWS  
April 19, 2017**

**ARTICLE I. NAME, STATEMENT OF PURPOSES, AND PRINCIPAL OFFICE**

**Section 1. Name**

Title: Riverhead Business Improvement District Management Association, Inc.  
(hereinafter referred to as the "Corporation").

Abbreviation: BIDMA

**Section 2. Purposes**

The purposes of this not-for-profit corporation are:

- (a) To execute the responsibilities of a district management association as set forth in Article 19-A of the General Municipal Law of the State of New York as amended from time to time ("Act").
- (b) To operate the Downtown Riverhead Business Improvement District to include, but not limited to, administration, district operations, public relations and implementation of all eligible activities and district improvements in accordance with 980-c of Article 19-A of the General Municipal Law of the State of New York in the establishment of the district thereof by the Town of Riverhead.
- (c) To enter into a contract or contracts with the Town of Riverhead to conduct any additional activities within such Special District for the purposes of carrying out the foregoing purposes or advancement thereof.
- (d) To accept, hold and administer any tax revenues appropriated for the District and funds paid by the Town of Riverhead to defray the expenses in performing the operation and maintenance functions for such Special District as provided for in any contract or contracts executed with the Town of Riverhead as set forth above.
- (e) To apply for, accept and administer grants, gifts, donations or other revenue that will be used expressly for the purposes of improving the District in accordance with this article.
- (f) To do any other acts or things 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, except as provided under Article V of the Not-for-Profit Corporation Law.

- (g) As a means of accomplishing the foregoing purposes, the Corporation shall have all the powers set forth in section 202 of the Not-for-Profit Corporation Law of the State of New York, and in general, any powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes herein set forth or which are necessary or incidental to those powers, or conducive to the attainment of the purposes of the Corporation.

**Section 3. Offices**

The Riverhead Business Improvement District shall maintain its office at a location within the Business Improvement District.

**ARTICLE II. MEMBERSHIP**

Preamble: Any reference to "vote" or "voting" within this Article it refers solely to the act of voting by members of the Corporation at any annual meeting or special meeting of the membership as to matters that require a vote of the members.

**Section 1 Classes of Voting Membership**

The Corporation has two (2) classes of voting membership and one (1) class of non-voting membership:

(a) The voting classes are composed of:

- (i) Class 1: All owners of record of commercial real property located within the District.

Multiple owners or corporate owners of a single parcel shall have one designated voting owner member. Each owner member shall have one vote, regardless of the number of parcels owned within the District.

- (ii) Class 2: All commercial tenants leasing a demised premises within the District.

Tenants or corporate tenants, of a single demised premises shall have one designated voting Tenant Member. Each Tenant Member shall have one vote regardless of the number of premises leased in the District.

Note: The term "tenant" is defined in Article 19-A, Para. 980 of the Act and further defined for these By-Laws as those occupants of properties in the District with lease terms of not less than one (1) year.

The term "demised premises" shall refer to the space occupied by the tenant,

which may include an individual space within a building, an entire building, or any combination as per the lease,

(b) The non-voting class being composed of:

- (i) Class 3: The non-voting class shall include all non-commercial properties and all exempt properties within the District, as determined based on the District Plan, as amended from time to time, for the Riverhead Business Improvement District.

**Section 2. Annual Meeting**

An annual meeting of the membership shall be held in June of each year at a time and place designated by the Board of Directors. The meeting shall be for the purpose of electing Directors and for the transactions of such business as may be brought before it. Notice of the annual meeting shall be given by the Secretary by first class mail not less than ten (10) days nor more than fifty (50) days before the date of the meeting, postage prepaid, a copy of such notice, addressed to each member entitled to vote at such meeting. Notice of such meeting may be given by publication in lieu of mailing at the discretion of the Board of Directors subject to the limitations and in accordance with Section 605 of the Not-for-Profit Corporation Law.

**Section 3. Special Meetings**

Special Meetings of the membership may be called by the Board of Directors or by the President and must be called by the President at the request, in writing, of at least ten percent (10%) of the members of good standing. Notice of Special Meetings shall be given by the Secretary stating the purpose or purposes for which the Special Meeting is called following the same procedure of notice in Section 2 above.

**Section 4. Voting**

- (a) Members entitled to vote at meetings must do so in person. Each member has one vote except that a member qualifying in more than one class of voting membership shall have one vote in each class.
- (b) All matters shall be decided by a majority vote of members present and voting.
- (c) A quorum shall consist of at least ten (10) each of commercial property owners (Class 1) and tenants (Class 2) of the District; however, a lesser number may adjourn the meeting to a date when a quorum may be available.
- (d) In electing Directors, commercial owners (Class 1) vote only for Directors representing commercial owners, commercial tenants (Class 2) vote only for Directors to represent commercial tenants

**ARTICLE III. DIRECTORS**

**Section 1. Number**

The affairs and business of the Corporation, except as otherwise provided in the Certificate of Incorporation, shall be managed by a Board of neither less nor more than thirteen (13) Directors, one of whom shall be appointed by the Supervisor of the Town of Riverhead, one by the Chief Fiscal Officer of the Town, and one by the Town Board, in accordance with Article 19-A, Para. 980-m of the Act. Five Directors shall be elected by Class 1 members; and five by Class 2 members. After the first year, of the three appointed Directors, two shall be Class 1 members, and one shall be a residential tenant. Except as provided in this Article III otherwise, non-voting members may serve as Directors of the Corporation and are entitled to vote within the meaning of Section 8 hereof.

**Section 2. How Elected**

At the Corporation's annual meeting, the persons elected by the highest number of votes cast by each class of members shall fill the open place on the board.

**Section 3. Terms of Office**

- (a) All Directors shall initially be appointed by the Supervisor with approval of the Town Board to serve until elections are held in accordance with Article 11, Section 2 of these By-Laws. Thereafter, two (2) owner Directors and three (3) tenant Directors shall be elected for a one (1) year term and the three (3) remaining owner Directors and the two (2) remaining tenant Directors shall be elected for a full term of two (2) years. The Board shall elect one of their number as President, who shall preside at meetings of the Board and the membership and who shall at all times be a member in good standing of the Corporation.
- (b) No Director, including the President, shall serve as the Corporation's Executive Director, chief operating officer, chief financial officer, comptroller (if such positions are created and filled), or hold any other equivalent executive position or office while also serving as a Director.
- (c) As soon as practicable and in compliance with Section 2825 of the New York Public Authorities Law, the majority of the Directors of the Board shall be "Independent Directors," as such term is defined in paragraph (d) below.
- (d) Independence. For the purposes of these By-Laws, an "Independent Director" is a Director who:
  - (i) is not, and in the past two (2) years has not been, employed in an executive capacity by the Corporation or another corporate body having the same ownership and control as the Corporation;
  - (ii) is not, and in the past two (2) years has not been, employed by an entity that

received remuneration valued at more than fifteen thousand dollars (\$15,000.00) for goods and services provided to the Corporation, or who received any other form of financial assistance valued at more than fifteen thousand dollars (\$15,000.00) from the Corporation;

- (iii) is not a relative of an executive officer or employee in an executive position of the Corporation, or another corporate body having the same ownership and control of the Corporation ; and
- (iv) is not, and in the past two (2) years has not been, a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the Corporation or another corporate body having the same ownership and control of the Corporation.

**Section 4. Duties of Directors**

The Board of Directors shall have the control and general management of the affairs and business of the Corporation. Such Directors shall meet at least once in every season of the year and may adopt such rules for the conduct of their meetings, the management of the Corporation as they deem proper, not inconsistent with these By-Laws and the laws of the State of New York.

**Section 5. Director's Meetings**

Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the membership, and such other time as the Board of Directors may determine. Special meetings of the Board of Directors may be called by the President or the Secretary upon the written request of three (3) Directors.

**Section 6. Notice of Special Meetings**

Notice of Special Meetings of the Board of Directors shall be served by mail addressed to each Director at his/her last known address; or alternatively, shall be transmitted electronically via e-mail, addressed to each Director to his/her last known e-mail address, in each case not less than five (5) days nor more than (10) days before the meeting. The notice shall include a statement of the business to be conducted. No other business shall be conducted at any Special Meeting. Notice of Special Meetings may be waived by written waiver or by attending the meeting without protesting the lack of notice. Telephone notice of twenty-four (24) hours shall be adequate notice of a Special Meeting, provided the person calling speaks directly to the Director.

**Section 7. Quorum**

At any meeting of the Board of Directors, a majority of seven (7) Directors of the Board shall constitute a quorum. However, a lesser number may adjourn a meeting to a date when a quorum may be available.

**Section 8. Voting**

Decisions of the Board shall be made by the majority vote of those present.

**Section 9. Vacancies**

Vacancies in the Board of Directors shall be filled for the unexpired term by the vote of the remaining Directors.

**Section 10. Compensation**

The Board of Directors shall serve without compensation.

**Section 11. Absences.**

If any Trustee shall fail to attend three (3) consecutive meetings, or more than fifty percent (50%) of the meetings in a given year of the Board of Trustees without excuse accepted as satisfactory by the Board, such Trustee, at the sole discretion of the Board of Trustees, may be deemed to have resigned and the vacancy shall be filled.

**Section 12. Action Without a Meeting.**

Any action required or permitted to be taken by the Board of Trustees or any committee thereof at a duly held meeting may be taken without a meeting if all members of the Board of Trustees or the committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the Board of Trustees or committee shall be filed with the minutes of the proceedings of the Board of Trustees or the committee. Can establish unanimous consent by electronic means.

**Section 13. Personal Attendance by Conference Communication Equipment.**

Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board or committee, with the consent of all the members of such Board or committee present in person at such meeting, by means of a conference telephone, electronic video screen communication 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 the meeting.

**ARTICLE IV. OFFICERS AND EXECUTIVE DIRECTOR**

**Section 1. Number of Officers**

The officers of the Corporation shall be a President, a Vice President, a Treasurer,

and a Secretary, any of whom may hold more than one office, but that the President and the Secretary shall not be the same person. The Board of Directors may appoint such other officer, agents and employees as they deem advisable.

**Section 2. Election of Officers**

Officers of the Corporation shall be elected at the first meeting of the Board of Directors. Thereafter, and unless otherwise provided in the Certificate of Incorporation, the officers of the Corporation shall be elected annually by the Board of Directors at its meeting held immediately after the annual meeting of membership and shall hold office for one year or until their successors have been duly elected and qualified.

**Section 3. Removal of Officers**

Any officer elected or appointed by the Board of Directors may be removed with or without cause at any time by vote of the Board of Directors pursuant to Article III, Section 8 hereof.

**Section 4. President**

The President shall be the Chief Executive Officer of the Corporation and shall have general charge of the business affairs and property thereof--subject to direction of the Board of Directors--and shall have general supervision over its officers and agents. The President shall, if present, preside at all meetings of the Board of Directors. The President may do and perform all acts incident to the office of the President and shall be an ex-officio member of all duly constituted committees. The President shall at all times be a member in good standing of the Corporation.

**Section 5. Vice President**

In the absence or inability of the President, the Vice President shall perform the duties and exercise the powers of the President, and shall perform such other functions as the Board of Directors may from time to time prescribe.

**Section 6. Secretary**

The Secretary shall:

- (a) Keep the minutes of the meetings of the Board of Directors and the membership in appropriate books.
- (b) Give and serve all notices of meetings of the Corporation.
- (c) Be custodian of the records and of the seal of the Corporation, if any, and affix the seal to such papers as may be authorized by the Board of Directors.
- (d) Keep the membership records in such a manner as to show at any time each

member's place of business and residence, or Post Office address, the time at which each person became a member, and shall make such membership records available during the usual business hours at the office of the Corporation subject to the inspection of any person duly authorized, as prescribed by law.

(e) Perform all other duties incident to the Office of Secretary.

**Section 7. Treasurer**

The Treasurer shall:

- (a) Have the care, custody and responsibility for all of the funds and securities of the Corporation, and deposit such funds in the name and to the credit of the Corporation in such bank and safe deposit vaults as the Directors may designate.
- (b) Exhibit at all reasonable time the Corporation's books and accounts to any Director or member of the Corporation at the office of the Corporation upon application on reasonable notice.
- (c) Render a statement of the condition of the finances of the Corporation at each meeting of the Board of Directors if called upon to do so, and a full financial report at the annual meeting of the membership. He/she shall keep at the office of the Corporation current books of account as the Board of Directors may require, and he shall perform all other duties incident to the Office of the Treasurer.

**Section 8. Duties of Officers May be Delegated**

In case of the absence of any office of the Corporation, or for any other reason the Board deems sufficient, it may, except as otherwise provided in these By-Laws temporarily delegate the powers or duties of an office to any other officer.

**Section 9. Vacancies. How Filled**

Vacancy in any office shall be filled, without undue delay by the Board of Directors at its next regular meeting or at a special meeting called for that purpose, except as otherwise provided for in the Certificate of Incorporation.

**Section 10. Executive Director**

The Board of Directors may employ an Executive Director to conduct the day to day activities of the Corporation. The Executive Director shall receive reasonable compensation as determined by the Board and will at all times serve at the sole discretion and pleasure of the Board. The Executive Director shall not be a Director within the meaning of Article III hereof, nor an Officer within the meaning of Article IV hereof, of the Corporation.



**Section 11. Additional Personnel**

The Corporation may from time to time employ such personnel as it deems necessary to exercise its powers, duties and functions. The compensation of all personnel shall be determined by the Board of Directors, subject to the laws of the State of New York.

**ARTICLE V. COMMITTEES**

**Section 1. Audit Committee**

There shall be an Audit Committee consisting entirely of not less than three (3) Independent Directors, who shall be elected by the Board of Directors at each annual meeting and shall serve until the next annual meeting and who shall constitute a majority on the Audit Committee, and who shall possess the necessary skills to understand the duties and functions of the Audit Committee. The Audit Committee shall recommend to the Board the hiring of a certified independent accounting firm in compliance with the Public Authorities Law of New York State to conduct the annual independent audit, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the annual independent audit

**Section 2. Governance Committee**

There shall be a Governance Committee consisting entirely of not less than three (3) Independent Directors, who shall be elected by the Directors at each annual meeting and shall serve until the next annual meeting and who shall constitute a majority on the Governance Committee, and who shall possess the necessary skills to understand the duties and functions of the Governance Committee. The Governance Committee shall keep the Board informed of current best governance practices, review corporate governance trends, update the Corporation's governance principles, and advise the Board on the skills and experience required of potential Directors.

**Section 3. Other Standing Committees**

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members other standing committees consisting of three (3) or more Directors. The standing committees shall have such authority as the Board shall by resolution provide, except that no such committee shall have authority as to the following matters:

- (a) the submission to the committee of any action requiring member approval under the law;
- (b) the filling of vacancies in the Board or in any committee; or
- (c) the amendment or repeal of any resolution of the Board which, by its terms, shall not be so amendable or repealable.

**Section 4. Meetings**

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President or the chair of such committee or by vote of a majority of all the members of the committee.

**Section 5. Quorum and Manner of Action**

Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business, and the vote of a majority of all of the members of the committee shall be the act of the committee.

The procedures and manner of acting of the committees of the Board shall be subject at all times to the direction of the Board.

**Section 6. Tenure of Members of Committees of the Board**

Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

**Section 7. Alternate Members**

The Board may designate one (1) or more members as alternate members of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee.

**ARTICLE VI. FISCAL YEAR. BUDGET AND FINANCES**

**Section 1. Fiscal Year**

The Fiscal year of the Corporation shall end on December 31st.

**Section 2. Budget**

It shall be the duty of the President or his/her designee each year to prepare the Operating Budget and Capital Budget of the Corporation for the coming fiscal year and to submit the same for vote to the Board of Directors before August 1st. The Board of Directors shall call a Special Meeting in accordance with these By-Laws for the sole purpose of presenting both the Operating and the Capital Budgets to the general membership on or before September 1st. At the budget meeting the members may vote on each separate budget by the weighted vote described below. The members shall be given the opportunity to vote on each budget by the following weighted vote:

(a) All owners' votes shall be totaled and multiplied by a weighted factor 0.65 for

both yeas and nays on each budget.

- (b) All tenant votes shall be totaled and multiplied by 0.35 for both yeas and nays for each budget. The majority weighted vote shall prevail.

The Operating Budget and the Capital Budget shall be submitted to the Supervisor of the Town of Riverhead by September 15th. If the general membership defeats one or both budgets, the Board of Directors shall have the discretion to adopt the existing respective budget(s) for the current year where appropriate.

**Section 3. Checks and Documents**

The President, Treasurer, Secretary, Executive Director, or other person authorized by the Board of Directors, may sign checks and any other kinds of documents which may be authorized by the Board of Directors. Checks over One Thousand Dollars (\$1,000) shall require two (2) signatures, one of which shall be the Executive Director or the President.

**ARTICLE VII. APPLICABLE RULES AND REGULATIONS**

**Section 1. Contracts**

The contracts of the Corporation will be subject to all applicable provisions of law relating to the letting of contracts of the Town of Riverhead .

**ARTICLE VIII. POLICIES AND PROCEDURES**

**Section 1. Adoption of Policies and Procedures**

The Corporation by resolution may adopt such rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation of the Corporation; provided, however, that no rule, regulation, policy or procedure may be adopted by the Corporation that is contrary to these By-Laws, as amended from time to time.

**Section 2. Books and Records**

There shall be kept at the office of the Corporation:

- (a) correct and complete books and records of account,
- (b) minutes of the proceedings of the members and the standing and special committees of the Corporation ,
- (c) a current list of the members and the officers of the Corporation and their residence addresses, and

(d) a copy of these By-Laws.

**Section 3. Loans to Members/Directors/Officers**

No loan shall be made by the Corporation to its members, directors or officers, or to any other company, corporation, firm, association or other entity in which one (1) or more members, directors or officers of the Corporation, are members, directors or officers or hold a substantial financial interest except as allowed by applicable law.

**Section 4. Gifts**

The members or any authorized director officer, employee or agent of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation.

**Section 5. Related Party Transactions.**

A related party transaction is any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the corporation or any affiliate of the corporation is a participant. The Board of Trustees may enjoin, void or rescind any related party transaction, or seek legal action for additional damages or remedies, for any transaction that is not disclosed as per this Article, Section 7 – Conflict of Interest Policy.

**Section 6 - Conflict of Interest Policy**

The Nonprofit Revitalization Act of 2013 (“NPRO”) follows both common law and best practices literature in requiring directors to make disclosures about potential conflicts of interest at the beginning of their service, and on an annual basis thereafter. It also requires trustees, officers and key employees to disclose potential conflicts of interest in issues which come before the Board and to refrain from participating in board deliberations and decisions on those issues. The NPRO requires that a nonprofit’s procedures for disclosing and resolving conflicts of interest be set forth in a Conflict of Interest Policy adopted by the board.

**A) Definition:**

**i. Interested Person.**

Any director, officer, member of a Corporation committee, or employee who has a direct or indirect financial interest, defined below, is an Interested Person.

**ii. Financial Interest.**

A person has a financial interest, if a person has, directly or in directly, through business, investment or family:

- a. an ownership or investment interest in any entity with which Corporation has a transaction or arrangement;

b. a compensation arrangement with Corporation or with any entity or individual with which Corporation has a transaction or arrangement;

c. a potential ownership or investment interesting, or compensation arrangement with, any entity or individual with which Corporation is negotiating a transaction or arrangement.

**iii. Compensation.**

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

**B) Procedure:**

**i. Duty to Disclose.**

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence and nature of his or her financial interest to the directors of Corporation and/or members of any Corporation committee considering the proposed transaction or arrangement. The law does not require a prohibition of all conflicts of interests. Rather, the goal is to permit Corporation to manage conflicting interests successfully and to reach optimum decisions with knowledge of the conflicts. Accordingly, so long as transactions are disclosed to the Board, and the transactions are believed to be in the best interests of Corporation, they may lawfully be undertaken.

**ii. Determining Whether a Conflict of Interest Exists.**

After disclosure of the financial interest, the Interested Person shall leave the Board or committee meeting which the financial interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

**iii. Procedures to Address Conflict of Interest. The following procedure shall be taken:**

a. The President of the Corporation Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

b. After exercising due diligence, the Board or executive committee shall determine whether Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

c. If a more advantageous transaction or arrangement is not reasonably attainable under circumstance that would not give rise to a conflict of interest, the Board or executive committee shall determine by a majority vote of the disinterested directors whether the transaction or

arrangement is in Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

**iv. Violation of Conflict of Interest Policy.**

a. If the Board or a committee has reasonable cause to believe that a member of the Board, committee, officer or employee of Corporation has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis of such belief and afford the person an opportunity to explain the alleged failure to disclose.

b. If, after hearing the response of the person and making such further investigation as may be warranted in the circumstances, the Board or committee determined that the person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate discipline

**v. Records of Proceedings.**

The minutes of the Board and all committees shall contain the following information:

a. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest;

b. the nature of the financial interest;

c. any action taken to determine whether a conflict of interest was present;

d. the Board's or committee's decision as to whether a conflict of interest in fact existed;

e. the names of the persons who were present for discussions and votes relating to the transaction or arrangement;

f. the content of the discussion, including any alternative to the proposed transaction or arrangement;

g. a record of any votes taken in connection with the matter.

**vi. Periodic Reviews**

To ensure that Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted to include the following subjects:

a. Whether compensation arrangement and benefits are reasonable and

are the result of arm's length bargaining.

b. Whether any arrangements with outside service organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further Corporation's charitable purposes and do not result in impermissible private benefit.

c. Whether agreements with other organizations or employees further Corporation's charitable purposes and do not result in impermissible private benefit.

#### **vii. Annual Statements**

Each officer, director, member of a committee and employee of Corporation shall annually sign and file with Corporation a statement which affirms that such person:

a. has received a copy of the Conflict of Interests Policy;

b. has read and understands the policy;

c. has agreed to comply with the policy;

d. understands that Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

#### **Section 7 - Whistleblower Policy**

The Organization shall have a Whistleblower Policy that includes:

(a) Procedures for reporting violations or suspected violations of law or corporate policies, including procedures for preserving the confidentiality of reported information;

(b) A requirement that an employee, officer or director of the corporation be designated to administer the policy and report to the audit committee or other committee of independent directors, or if none, to the board;

(c) A requirement that a copy of policy be distributed to all directors, officers, employees and to volunteers who provide substantial services to the corporation

#### **Section 8 - Employees Prohibited From Serving On the Board of Trustees**

An employee of the Organization is prohibited from serving on the Board of Trustees or being a voting member of any committee.

**ARTICLE IX. AMENDMENTS**

This Constitution and any of these By-Laws may be amended or repealed as provided in Section 602 of the Not-for-Profit Corporation Law, as it may be amended, or any equivalent statute.

**ARTICLE X. DISSOLUTION**

The dissolution or other termination of the Corporation shall be in accordance with paragraph 980-n, Article 19-A of the General Municipal Laws of the State of New York, or any equivalent section which may then be in effect, and upon dissolution the assets for the Corporation shall revert to the Town of Riverhead in accordance with the same section.