

BY LAWS  
OF  
OSSINING ATHLETIC BOOSTER CLUB, INC.  
(A Not-For-Profit Corporation)  
As amended July 1, 2023

ARTICLE I  
OFFICES

The office of the corporation shall be located in the Town of Ossining, New York. The corporation may also maintain offices at such other places in the State of New York as the Board of Directors may from time to time approve for the corporation, if required.

ARTICLE II  
BOARD OF DIRECTORS

1. The corporation shall be managed by its Board of Directors. Each director shall be at least 18 years of age. The number of directors shall be not less than five nor more than twenty persons. Subject to the foregoing, the number of directors may be fixed from time to time by action of the Members or of the Board of Directors. The number of directors may be increased or decreased by action of the Members or by the Board of Directors, provided that any action by the Board of Directors to effect such an increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease in the number of directors shall shorten the term of any director then in office.
2. The term of each director shall be two (2) years, except as otherwise provided to implement staggered terms. The directors and their terms are listed on Annex A.
3. Directors shall be elected to hold office until the expiration of the term for which they were elected, and until their successor has been duly elected and qualified, or until their death, resignation, or removal.
4. Any director may be removed with or without cause by a vote of the majority of the Board of Directors present at any meeting of the Board called for that purpose.
5. A director may resign at any time by delivering a written resignation to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the corporation. Acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make it effective.

6. Newly created directorships or vacancies on the Board of Directors may be filled by a vote of a majority of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Certificate of Incorporation of the corporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a majority vote of the Board although less than a quorum. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his or her predecessor.

7. Meetings of the Board of Directors shall be held at any place within or without the State of New York as the Board may from time to time fix, but at least once per quarter. An annual meeting of the membership shall be held at such time and place as shall be fixed by the Board from time to time or by the person or persons calling the meeting.

(a) Notice on the corporation's website shall be required for the annual meeting of the membership. Special meetings of the membership may be called by or at the direction of the chairperson of the Board, the president, or by a majority of the directors then in office with notice given on the corporation's website.

(b) Notice of the time and place of each meeting of the Board shall be transmitted to each director by e-mail at the e-mail address listed on Annex A, not less than forty-eight hours before the time at which such meeting is to be held. The requirement for furnishing notice of a meeting may be waived by any director who signs a waiver of notice before or after the meeting or who attends the meeting without protesting the lack of notice to him or her.

8. Except as otherwise stated by law, the Certificate of Incorporation of this corporation, or these by-laws, a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. At any meeting held to remove one or more directors, a quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Board shall prevent a quorum from being present, the quorum shall consist of a majority of the members of the Board, excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time or place. Except as otherwise stated by law or by these by-laws, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

(a) Any action permitted or required to be taken by the Board or any committee thereof may be taken without a meeting if a quorum of the members of the Board of Directors or the committee consent in writing authorizing the action. The written consents thereto by the members of the Board or committee shall be retained as a record of the proceedings of the Board or the committee.

(b) Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communication equipment that allows 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.

9. Whenever the Board of Directors shall consist of more than five persons, the Board may designate from their number an executive committee and other standing committees. Such committees shall have such authority as the Board may delegate, except to the extent prohibited by law. In addition, the Board may establish special committees for any lawful purpose, which committees may have such powers as the Board may lawfully delegate.

### ARTICLE III

#### OFFICERS

1. The Board of Directors may appoint a president, one or more vice-presidents, a secretary, a treasurer, one or more assistant secretaries or treasurers, or such other officers as the Board may from time to time appoint. One person may hold more than one office in the corporation except that no one officer may hold the offices of president and secretary.

2. Each officer shall hold office until the annual meeting of the membership, and until his or her successor has been duly appointed and qualified.

3. Any officer may be removed with or without cause by a vote of the majority of the Board of Directors.

4. The president shall preside at all meetings of members and of the Board of Directors. If the president is not available to preside at the meeting, any other director chosen by the board shall preside.

5. The president shall be the chief executive officer of the corporation, shall have general supervision of the affairs of the corporation, and shall keep the Board of Directors fully informed about the activities of the corporation. Except as otherwise provided herein, he or she shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the corporation, all contracts authorized whether generally or specifically by the Board of Directors. He or she shall perform such other duties as shall from time to time be assigned to him or her by the Board.

(a) In the absence or disability of the president of the corporation, the vice-president, or if there be more than one, the executive vice-president, shall perform all the duties of the president. The vice-president shall perform such duties as may be prescribed by the Board of Directors from time to time.

(b) The secretary shall attend all meetings of the members and of the Board of Directors and of the executive committee and shall take and preserve minutes of the proceedings as appropriate. He or she shall safely keep in his or her custody the seal of the corporation and shall have the authority to affix it to all instruments where its use is required. He or she shall give all notices required by statute, by these by-laws, or by board action, and shall perform any other duties as may be designated by the Board or by the executive committee.

(c) The treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the corporation. He or she shall have the care and custody of all of the funds and securities of the corporation and shall deposit or cause to be deposited said funds

in the name and to the credit of the corporation in such bank accounts at such depositories as the Board of Directors may from time to time determine. He or she shall disburse funds of the corporation as may be ordered by the Board, taking proper vouchers for the disbursements, and shall render to the president and to the directors at the annual meetings of the Board, and whenever requested by them, an account of all treasurer transactions and of the financial condition of the corporation. If required by the Board, he or she shall deliver to the president of the corporation and shall keep in force, a bond in form and amount, and with a surety or securities satisfactory to the Board, conditioned for faithful performance of the duties of the office, and for restoration to the corporation in case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and property of whatever kind in the possession or control of the treasurer and belonging to the corporation. He or she shall, when duly authorized by the Board, sign and execute all contracts in the name of the corporation when countersigned by the president; sign checks, drafts, notes, and orders for the payment of money, which shall have been duly authorized by the Board and countersigned by the president.

(d) The assistant secretary, in the absence or disability of the secretary, shall perform the duties and exercise the powers of the secretary. The assistant treasurer, in the absence or disability of the treasurer, shall perform the duties and exercises the powers of the treasurer.

#### ARTICLE IV

##### BOARD OF ADVISORS

1. The Board of Directors may appoint from time to time any number of persons as advisors to the corporation, to act either singly or as a committee or committees. Each such advisor shall hold office at the pleasure of the Board, and shall have such authority and obligations as the Board may from time to time determine.
2. No such advisor to the corporation shall receive any salary, compensation, or emolument for any service rendered to the corporation, except that the Board may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the corporation.

#### ARTICLE V

##### MISCELLANEOUS

1. The corporation shall keep at its principal office complete and correct records and books of account of the corporation, which shall contain a copy of the corporation's certificate of incorporation, a copy of these by-laws, and minutes of meetings of the Board of Directors, as well as a list or record containing the names and addresses of all members.
2. The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.
3. The fiscal year of the corporation shall be fixed by the Board of Directors from time to time, subject to applicable law. The corporation's fiscal year currently runs from July 1 through June 30.

4. These by-laws may be amended, altered, or repealed, and new by-laws may be made by the Board of Directors of the corporation at a special meeting of the Board called for the purpose of amending these by-laws, provided that any notice of such meeting include the proposed amendment, alteration, or repeal of these by-laws. The foregoing action shall require an affirmative vote of two-thirds of the Board of Directors.

## ARTICLE VI

### CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

1. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the corporation and shall determine who shall be authorized in the corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.

2. No less than two directors shall be required to co-sign all bank documents. Unless specifically authorized by the Board of Directors as necessary, the President, Treasurer, Executive Vice-President and/or Vice-President shall have authority to co-sign all bank documents.

3. The funds of the corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds, or other securities, as the Board may deem desirable.

## ARTICLE VII

### INDEMNIFICATION

1. The corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a director, officer, member, employee, or agent of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

**Annex A**

<u>Board of Directors and Officers</u>		<u>End of Term</u>
Director & President:	Diane Dymond	June 30, 2024
Director & Treasurer:	Isabel Magalhaes	June 30, 2025
Director & Secretary:	Chris Caparelli	June 30, 2025
Director & Merchandise Co-Chair:	Terri Potillo	June 30, 2024
Director & Merchandise Co-Chair:	Liz Santiago	June 30, 2024