

BY-LAWS  
FOR  
WNYYMBL, INC.

ADOPTED: AUGUST 21, 2016

## **ARTICLE I**

### **MEMBERS**

#### **Section 1. The Corporation and Members.**

“The Corporation” herein refers to WNYYMBL, Inc. The Corporation shall have no members.

## **ARTICLE II**

### **BOARD OF DIRECTORS**

#### **Section 1. Power of Board and Qualification of Directors.**

The Corporation shall be managed by its Board of Directors. Each director shall be at least eighteen years of age.

#### **Section 2. Number and Term of Office.**

(a) The Board of Directors shall consist of not less than three nor more than seven members, the number of directors to be determined from time to time by resolution of the entire Board of Directors, provided that no decrease in the number of directors shall shorten the term of any incumbent director. As used in this Article, “entire Board of Directors” means the total number of directors entitled to vote which the Corporation would have if there were no vacancies.

(b) At each Annual Meeting of Directors, directors shall be elected to hold office until the next Annual Meeting and until their successors have been elected and qualified.

(c) The Executive Director herein also referred to as the President (of the Board or of the corporation) shall not be removed from position except in the event of demise, or the position is voluntarily surrendered or a proven case of ineptitude to executive duties is found as

declared by the majority of the Board of Directors. In which case outside arbitration may be sought to finalize the matter by an independent party agreeable to both sides.

- (d) Each director shall have one vote.

### **Section 3. Organization.**

At each meeting of the Board of Directors, the President, or, in the absence of the President, a Vice President, shall preside, or in the absence of either of such officers, a chairman chosen by a majority of the Directors present shall preside. The Secretary shall act as secretary of the Board of Directors. In the event the Secretary shall be absent from any meeting of the Board of Directors, the meeting shall select its secretary.

### **Section 4. Resignations and Removal of Directors.**

(a) Any director of the Corporation may resign at any time by giving written notice to the President and to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.

(b) Any or all of the Directors may be removed for cause by vote of the directors provided there is a quorum of not less than a majority of the entire Board of Directors present at the meeting of directors at which such action is taken, with the exception of WNY YMBL By-Law stated under Article 2 Section 2 (C).

### **Section 5. Newly Created Directorships and Vacancies.**

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason shall be filled by vote of a majority of directors then in office, regardless of their number. Directors elected to fill newly created directorships shall hold office in accordance with their classification (if directors are

classified) and until their successors have been elected and qualified. Directors elected to fill vacancies shall serve until the next annual meeting at which the election of Directors is in the regular order of business and until their successors are elected and have qualified.

#### **Section 6. Action by the Board of Directors.**

(a) Except as otherwise provided by law or in these by-laws, the act of the Board of Directors means action at a meeting of the Board by vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time.

(b) 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 consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee and forwarded to the President immediately and to all Directors within a week or at the annual meeting, whichever comes first.

(c) Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a telephone conference, social media outlet group limited to Board of Director's usage or similar communications equipment allowing all persons participating in the meeting to hear or see each other or each other's comments at the same time. Participation by such means shall constitute presence in person at a meeting.

#### **Section 7. Place of Meeting.**

The Board of Directors may hold its meetings at the principal office of the Corporation, or at such place or places within or without the State of New York as the Board of Directors may from time to time by resolution determine.

#### **Section 8. Annual Meetings.**

As soon as practical after each annual election of directors, the Board of Directors shall meet for the purpose of organization and the transaction of other business. Notice of such meeting need not be given. The first such meeting may be held at any other time; and if it is held at another time, notice shall be given as hereinafter provided for special meetings of the Board of Directors.

#### **Section 9. Regular Meetings.**

Regular meetings of the Board of Directors will be held by notice at such times as may be fixed from time to time by request of the Executive Director.

#### **Section 10. Special Meetings.**

Special meetings of the Board of Directors shall be held whenever called by the President, or by any director. Notice shall be given orally or by electronic communication (social media outlet, email, etc.) to all Directors and shall state the purposes, time and place of the meeting. If notice is given orally, in person or by telephone, or electronically it shall be given not less than three days before the meeting.

#### **Section 11. Waivers of Notice.**

Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

#### **Section 12. 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 notice to any director.

### **Section 13. Compensation.**

Directors shall receive no compensation for their services, but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties upon their request or suggestion of a Director. Decisions will be finalized in a special meeting.

### **Section 14. Annual Report.**

The Board of Directors shall present at the Annual Meeting a report certified by a firm of independent public accountants selected by the Board [**Alternate – President and Treasurer or by a majority of the directors**], showing in appropriate detail the following:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the twelve-month fiscal period terminating not more than six months prior to said meeting.

(b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period.

(d) The expenses or disbursements of the Corporation for both general and restricted purposes, during said fiscal period.

This report shall be filed with the records of this Corporation and a copy thereof entered in the minutes of the proceedings of the Annual Meeting.

## **ARTICLE III**

### **COMMITTEES**

#### **Section 1. Nominating Committee.**

There shall be a Nominating Committee consisting of two directors, who shall be elected by a plurality of the votes cast by the directors of the Corporation at each Annual Meeting and shall serve until the next Annual Meeting. The Nominating Committee shall present a slate of nominees for the Board of Directors at the next Annual Meeting following its election.

#### **Section 2. Executive Committee and Other Standing Committees.**

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

- (a) The filling of vacancies in the Board or in any committee.
- (b) The fixing of compensation of the directors for serving on the Board or on any committee.
- (c) The amendment or repeal of the by-laws, or the adoption of new by-laws.
- (d) The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable. Any reference in these by-laws to the Board of Directors shall include the Executive Committee unless the context or express provision otherwise indicates.

### **Section 3. Special Committees.**

The Board of Directors may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 2 of this Article III.

### **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 of the corporation or the chairman of the committee or by vote of a majority of all of the members of the committee.

### **Section 5. Quorum and Manner of Acting.**

Unless otherwise provided by resolution of the Board of Directors, 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 Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board of Directors.

### **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 of Directors may designate one or more directors as alternate members of the Executive Committee or of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee.



## **ARTICLE IV**

### **OFFICERS**

#### **Section 1. Number.**

The officers of the Corporation shall be a President, one or more Vice Presidents, a Treasurer, a Secretary and/or such other officers as the Board of Directors may in its discretion determine. Any two or more offices may be held by the same person, except the offices of President and Secretary.

#### **Section 2. Term of Office and Qualifications.**

Those officers whose titles are specifically mentioned in Section 1 of this Article IV shall be elected by the Board of Directors at its Annual Meeting. Unless a shorter term is provided in the resolution of the Board electing such officer, the term of office of each officer shall extend to the next Annual Meeting, and until the officer's successor is elected and qualified. The President shall be elected from among the directors.

#### **Section 3. Additional Officers.**

Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine.

#### **Section 4. Removal of Officers.**

Any officer may be removed by the Board of Directors with or without cause at any time.

**Section 5. Resignation.**

Any officer may resign at any time by giving written notice to the Board of Directors, or to the President or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

**Section 6. Vacancies.**

A vacancy in any office shall be filled by the Board of Directors.

**Section 7. President.**

The President shall preside at all meetings of the Board of Directors at which the President is present. The President shall act as the chief executive officer of the Corporation and shall 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 from time to time by the Board.

**Section 8. Vice Presidents.**

In the absence or incapacity to act of the President, or if the office of President be vacant, the Vice President or, if there be more than one Vice President, the Vice Presidents in order of seniority as determined by the Board of Directors, shall preside at all meetings of the Board of Directors, and shall perform the duties and exercise the powers of the President, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. Each Vice President shall have such powers and shall perform such other duties as may be assigned by the Board of Directors or the President.

#### **Section 9. Treasurer.**

The Treasurer shall, if required by the Board of Directors, obtain a bond for the faithful discharge of his duties, in such sum and with such sureties as the Board of Directors shall require. The Treasurer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and shall deposit all such funds in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

#### **Section 10. Secretary.**

It shall be the duty of the Secretary to act as secretary of all meetings of the Board of Directors, and to keep the minutes of all such meetings in a proper book or books to be provided for that purpose; the Secretary shall see that all notices required to be given by the Corporation are duly given and served; the Secretary shall keep a current list of the Corporation's directors and officers and their residence addresses; the Secretary shall be custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same. The Secretary shall have custody of the minute book containing the minutes of all meetings of directors, the Executive Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer of the Corporation, or in the custody of some other person authorized by the Board of Directors to have such custody.

### **Section 11. 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.

### **Section 12. Assignment and Transfer of Stocks, Bonds and Securities.**

The President, the Vice Presidents, the Treasurer, the Secretary, and each of them, shall have power to assign, or to endorse for transfer, under the corporate seal, and to deliver, any stock, bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the Corporation.

## **ARTICLE V**

### **CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS**

#### **Section 1. Execution of Contracts.**

The Board of Directors, except as in these by-laws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances, but, unless so authorized by the Board of Directors, or expressly authorized by these by-laws, no officers, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

#### **Section 2. Loans.**

No loans shall be contracted on behalf of the Corporation, unless specifically authorized by the Board of Directors.

### **Section 3. Checks, Drafts, etc.**

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

### **Section 4. Deposits.**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

### **Section 5. Grants and Contributions.**

(a) The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the charter of incorporation shall be within the exclusive power of the Board.

(b) In furtherance of the Corporation's purposes, the Board shall have the power to make grants to any organization organized and operated exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Board shall review all request for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the Board approves the request, the Board shall authorize payment of such funds to the approved grantee. The Board shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board. The Board may, in its

absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.

(c) After the Board has approved a grant to another organization for a specific project or purposes, the corporation may solicit funds for the grant to the specifically approved project or purpose of the organization. The Board shall at all times have the right to withdraw approval of the grant and use the funds for other charitable, educational or scientific purposes.

## **ARTICLE VI**

### **INDEMNIFICATION AND INSURANCE**

#### **Section 1. Indemnification of directors and Officers.**

To the full extent authorized by law, the Corporation shall indemnify any person, made or threatened to be made, a party in any action or proceeding, whether civil or criminal, by reason of the fact that the person, his or her testator or intestate, is or was a director or officer of the Corporation or served in any capacity at the request of the Corporation any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The foregoing shall not obligate the Corporation to purchase directors' and officers' liability insurance, but should applicable law permit the Corporation may purchase such insurance if authorized and approved by the Board of Directors.

## **ARTICLE VII**

### **CONFLICTS OF INTEREST**

### **Section 1. Definition of Conflicts of Interest.**

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

### **Section 2. Disclosure of Conflicts of Interest.**

A director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the Corporation shall distribute annually to all directors and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in Section 3 of this Article VIII was used.

### **Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest.**

A director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract

or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

#### **Section 4.    Validity of Actions.**

No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its officers 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 or their votes are counted for such purpose, if the material facts as to such director'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 or committee, and the Board or committee 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 or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested director or officer should not be present at the meeting.

#### **Section 5. Employee Conflicts of Interest.**

An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the Corporation decisions which are the subject of the conflict will be determined. The Chairman shall be responsible for determining the proper way for the Corporation to handle Corporation decisions which involve unresolved employee conflicts of interest. In making such determinations, the Chairman of the Board may consult with legal counsel.

The Chairman shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the Chairman has approved.

## **ARTICLE VIII**

### **COMPENSATION**

#### **Section 1. Reasonable Compensation.**

It is the policy of the Corporation to pay no more than reasonable compensation for personal services rendered to the Corporation by officers and employees. The directors of the Corporation shall not receive compensation for fulfilling their duties as directors, although directors may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as directors. Expenses of spouses will not be reimbursed by the Corporation unless the expenses are necessary to achieve a Corporate purpose.

#### **Section 2. Approval of Compensation.**

The Board of Directors must approve in advance the amount of all compensation for officers of the Corporation.

Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the Corporation to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for the Corporation, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Corporation to the individual in payment for services. At the time of the discussion and decision concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the

evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

## **ARTICLE IX**

### **GENERAL**

#### **Section 1. Office.**

The office of the Corporation shall be at such place in the County of Erie, State of New York, as the Board of Directors may determine.

#### **Section 2. Books and Records.**

There shall be kept at the office of the Corporation: (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and the Executive Committee, (3) a current list of the directors and officers of the Corporation and their residence addresses, (4) a copy of these by-laws, (5) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service, and (6) copies of the past three years' information returns to the Internal Revenue Service.

#### **Section 3. Seal.**

The corporate seal shall be in the form of a circle and shall have inscribed thereon the following: WNYYMBL 2016 New York Not-for-Profit Corporation.

#### **Section 4. Interested Directors and Officers.**

No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors or officers 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 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 or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested director or officers.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction.

#### **Section 5. Loans to Directors and Officers.**

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

#### **Section 6. Fiscal Year.**

The fiscal year of the Corporation shall commence January 1 in each calendar year and end on December 31.

### **ARTICLE X**

#### **AMENDMENTS**

##### **Section 1. Amendments.**

The By-laws of the Corporation may be amended or repealed by the Board of Directors.

THE FOREGOING DOCUMENT IS A TRUE AND ACCURATE COPY OF THE BY-LAWS  
OF WNYMBL CORPORATION, INC. DULY ADOPTED BY THE BOARD OF  
DIRECTORS ON AUGUST 21, 2016.

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Name: Shaheed S. Ali  
Title: Executive Director

Address: 414 Swan St  
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