

Bylaws of
Mount Vernon Memorial Field Foundation, Inc.
A New York Not-For-Profit Corporation

Article One – Offices

Section 1.1 Principal Office.

The principal office of this corporation in the State of New York shall be located at 1 Roosevelt Square, in Mount Vernon, Westchester County, New York.

Section 2.1 Other Offices

The corporation may have such other offices, either within or without the County of Westchester, State of New York, as the Board of Directors may, from time to time, determine.

Article Two – Membership

Section 2.1 Classes of Membership.

The corporation shall have one class of members, and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

Section 2.2 Qualifications

Any individual or organization that pays the dues as provided below and that agrees to be bound by the certificate of incorporation of this corporation, by these bylaws, and by such rules and regulations as the directors may, from time to time, adopt is eligible for membership in this corporation.

Section 2.3 Admission to Membership

The directors shall, from time to time, prescribe the form and manner in which application may be made for membership.

Section 2.4 Property Rights.

No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this corporation, nor shall any of such property or assets be distributed to any member on its dissolution or winding up.

Section 2.5 Liability of Members

No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

Section 2.6 Transfer, Termination, and Reinstatement

Membership in this corporation is nontransferable. Membership shall terminate on the resignation or death of a member or on a member's failure to pay the dues required in these bylaws with 30 days of the due date. A member whose membership has been

Mount Vernon Memorial Field Foundation, Inc.

EIN: 47-1292288

terminated may apply for reinstatement in the manner as application is made for initial membership.

Article Three – Certificates of Membership

Section 3.1 Certificate of Membership

The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be of such form as may be determined by the Board. Such certificates shall be signed by the Chairman or Vice Chairman and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued to replace it on such terms and conditions as the Board of Directors may determine.

Section 3.2 Issuance of Certificates

If the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 3.1 of this article, then, when a person has been elected to membership and has paid any initiation fee and dues that may then be required, such a certificate shall be issued in the name of and delivered to the new member by the Secretary.

Article Four – Membership fees and dues

Section 4.1. Initiation fee and Annual dues

The Board of Directors may determine, from time to time, the amount of initiation fee, if any, and the amount of annual dues payable to the corporation by members.

Section 4.2. Payment of Fees and Dues

Dues shall be payable in advance of the first day of January in each fiscal year. Dues of new members shall be prorated from the first day of the month in which such new member is elected to membership for the remainder of the fiscal year of the corporation and shall be payable, together with any initiation fee, at the time the new member is elected to membership.

Section 4.3. Default and termination of membership

When any members shall be default in the payment of fees or dues for a period of three months from the beginning of the fiscal year or period in which such dues become payable, that person's membership may be terminated by the Board of Directors.

Article Five – Meetings of members

Section 5.1. Annual Meeting

An annual meeting of members shall be held at 7:00 p.m., on the third Thursday in January in each year, beginning with the year 2015, at 1 Roosevelt Square, Mount

Mount Vernon Memorial Field Foundation, Inc.

EIN: 47-1292288

Vernon, Westchester County, New York, or at such other place or places as the Board of Directors may designate, from time to time, by resolution. Appropriate for consideration at such meetings shall be the election of directors and such other corporate business as may come before the meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the designated for an annual meeting or at any adjournment of such a meeting, the Board of Directors shall cause the election to be held at a special meeting of members conducted as soon as may be convenient.

Section 5.2. Special meetings.

Special meetings of members may be called by the Chairman, two-third of the Board of Directors, or not less than one-twentieth of such members as may be qualified to vote.

Section 5.3. Place of meetings.

The board of Directors may designate any place, either within the New York State, as the place of meeting for any annual or special meeting of members. If no designation is made, the place of meeting shall be 1 Roosevelt Square, Mount Vernon, Westchester County, New York. However, if all members shall meet at any time and place, either within or without New York State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 5.4. Notice of Meetings

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than thirty days before the date of such meeting, by or at the direction of the Chairman, Secretary, or such officers or persons as are calling the meeting. In the case of special meetings or when required by these bylaws, the purpose of purposed for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the records of the corporation at the time of mailing.

Section 5.5. Informal Action by Members.

Any action required or permitted to be taken at any meeting of members may be taken without such meeting if consent in writing, setting forth the action to be taken, shall be signed by all members entitled to vote with respect thereto.

Section 5.6 Quorum

Members holding 51% of the total votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of those present may adjourn the meeting, from time to time, without further notice.

Section 5.7. Proxies.

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact. No proxy

Mount Vernon Memorial Field Foundation, Inc.

EIN: 47-1292288

shall be valid after ninety (90) days from its date of execution unless otherwise provided in the proxy.

Section 5.8 Voting by Mail.

Where directors or officers are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

Section 5.9 Voting Rights.

Each member shall be entitled to one vote. If an organization is a member, the organization shall designate one person who shall have the right to exercise the organization's voting rights.

Section 5.10. Cumulative Voting

At any election for directors of this corporation, each and every member entitled to vote may cumulate that member's vote and give one candidate a number of votes equal to the number of directors to be elected, or each member may distribute that member's votes among as many candidates for director as the member thinks proper. The candidates for director receiving the highest number of votes up to the number of directors to be elected will be deemed to be elected.

Six - Directors

Section 6.1. Number.

The authorized number of directors of this corporation shall be no less than three (3) and no more than nine (7), including the City of Mt. Vernon Commissioner of Recreation and Commissioner of Department of Public Works.

Section 6.2 Qualifications of Directors.

Directors must be members of the corporation with the exception of the Commissioner of Recreation and Commissioner of Department of Public Works for the City of Mt. Vernon, who shall serve by appointment to the respective City office.

Section 6.3 Terms of Office

The directors named in the certificate of incorporation as the first Board of Directors shall hold office until the first meeting of members when an election of directors shall be held. Thereafter, the term of office of each director shall be three years, until the third annual meeting of members following the director's election and until the qualification of successor in office.

Section 6.4. Powers

- (a) Except as otherwise provided in the certificate of incorporation or bylaw, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the board may, from time to time, by resolution designate.

Mount Vernon Memorial Field Foundation, Inc.

EIN: 47-1292288

- (b) Management of income property. As described in Article Eight, the Board of Directors may determine, by resolution from time to time duly adopted, to delegate, in whole or in part, the management, investment, and disposition of the property of the corporation for the purpose of earning and income from the property, as distinguished from the matter of applying property and funds to charitable purposes,, to finance committee consisting of not less than three members of the board who shall be elected by majority vote thereof, or to one or more trust companies or bank duly authorized to conduct a trust or banking business under the laws of New York.
- (c) Common trust funds. The Board of Directors may, by resolution from time to time duly adopted, establish one or more common trust funds for the purpose of investing the corporation's funds and those of any institution affiliated with corporation, whether the corporation holds such funds or property as a fiduciary or otherwise, subject to such terms and conditions as are set forth in the certificate of incorporation of this corporation and by law.

Section 6.5 Replacement of Directors.

- (a) Whenever a vacancy exists on the Board of Directors, whether by death, resignation, or otherwise, the vacancy shall be filled by appointment of a new Director by the Chairman of the corporation, and if the power is not exercised within ninety days after the Chairman receives notice of vacancy, by appointment by a majority of the remaining directors at a regular or special meeting of the board. Any person appointed or elected to fill the vacancy of director shall have the same qualifications as were required of the director whose office was vacated.
- (b) Any director may be removed, with or without cause, by the vote of two-thirds of the members of the Board of Directors at a special meeting call for the purpose. At any such meeting, any vacancy caused by the removal may be filled as stated above.
- (c) Any person appointed or elected to fill a vacancy in the Board of Directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated above.

Section 6.6. Compensation

No member of the Board of Directors shall receive any compensation from the corporation.

Section 6.7. Meetings.

- (a) Meetings shall be held: (i) at such place or places as the Board of Director may, from time to time, by resolution, designate; or (ii) in the absence of such designation, at the principal office of the corporation.

Mount Vernon Memorial Field Foundation, Inc.

EIN: 47-1292288

- (b) Regular meetings shall be held on the last Wednesday of each month at a location established by written notice to the directors. Notice of such meetings shall be signed by the secretary and mailed to each director at the address last recorded on the books of the corporation, not less than ten nor more than thirty days before the date of the meeting. However, this requirement may be waived by resolution of the Board of Directors.
- (c) The Chairman may, as the Chairman deems necessary, and the secretary shall, if so requested in writing by members of the Board of Directors, call a special meeting of the Board. In such event, five-days written notice to each director shall be deemed sufficient.
- (d) A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the Board. However, if less than majority of directors present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.
- (e) Except as may otherwise be provided in these bylaws, in the certificate of incorporation of this corporation, or by law, the act of majority of directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.
- (f) All meetings of the Board of Directors shall be governed by Robert's Rules of order, including such revisions of those rules as may, from time to time, be published and, except as those rules are inconsistent with these bylaws with certificate of incorporation of this corporation or with applicable law.

Section 6.8. Action without meeting.

No meeting need be held by the Board to take any action required or permitted to be taken by law, provided all members of the Board shall, individually or collectively, consent in writing to such action and such written consent or consent is filed with minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as action by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action so take shall state that the action was taken by unanimous written consent of the Board of Directors with out a meeting and that the bylaws authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

Section 6.9. Liability of Directors.

The Directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

Article Seven – Officers

Section 7.1. Designation of officers.

Mount Vernon Memorial Field Foundation, Inc.

EIN: 47-1292288

The officers of the corporation shall be a Chairman, one or more vice Chairmans (as shall be determined by the Board of Directors), a secretary, a treasurer, and such other officers as may be elected in accordance with provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary.

Section 7.2. Election and Term of office

The officers of this corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as may be convenient. New offices may be created and filled at any meeting of the Board. Each officer until his or her successor shall have been duly elected and shall have been qualified.

Section 7.3. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the interests of the corporation would best served. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 7.4. Vacancies.

A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7.5 Chairman

The Chairman shall be the chief executive officer of the corporation and shall exercise general supervision and control over all activities of the corporation. The Chairman:

- (a) Shall preside at all meetings of members and of directors;
- (b) May sign, with the Secretary or other officer duly authorized by the Board of Directors, any deeds, mortgages bonds, contracts, or other instruments, the execution of which has been authorized by the Board of Directors, except in cases where the signing and execution of such instruments has been expressly delegated by the Board of Directors by these bylaws or to some other officer or agent of the corporation by law; and
- (c) Shall perform all other duties generally incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors.

Section 7.6 Vice Chairman

Mount Vernon Memorial Field Foundation, Inc.

EIN: 47-1292288

In the Absence of the Chairman or in the event of the Chairman's inability or refusal to act, the Vice Chairman is in the order of their election shall perform the duties of the Chairman and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the Chairman. Any Vice Chairman shall perform such additional duties as may, from time to time, be assigned to him by the Chairman or by the Board of Directors.

Section 7.7 Treasurer.

If so required by the Board of Directors, the Treasurer shall:

- (a) Give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the board of Directors may deem appropriate;
- (b) Have charge and custody of m, and be responsible for, all funds and securities of the corporation;
- (c) Receive and give receipts for moneys due and payable to the corporation from any source and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and
- (d) Perform all duties generally incidental to the office of treasurer and such other duties as may, from time to time, be assigned to the Treasurer by the Chairman or by the Board of Directors.

Section 7.8. Secretary

The Secretary shall:

- (a) keep the minutes of meetings of members and of the Board of Directors in one or more books provide for the purpose;
- (b) See that all notices are duly given in accordance with these bylaws or as required by laws;
- (c) Be custodian of the corporate records and of the seal of the corporation;
- (d) Keep membership book containing the names and addresses of all members and directors of the corporation and, with respect to any membership that has been terminated, record that fact together with the date of termination;
- (e) Exhibit to any director of the corporation, to a director's agent , or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the certificate of incorporation the membership book, the minutes any meeting, and the other records of the corporation.

Section 7.9. Assistant Treasurers and Assistant Secretaries.

Mount Vernon Memorial Field Foundation, Inc.

EIN: 47-1292288

The assistant Treasurers and assistant secretaries, in general, shall perform such duties as may be assigned to them by the board of Directors, the Chairman and Treasurer, or the Secretary of the corporation. If so required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors may deem appropriate.

Article Eight – Committees

Section 8.1 Executive Committees.

By majority vote of the directors in office, the Board of Directors may, by resolution duly adopted, establish one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided by such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, provide, however that the designation of an delegation of authority to such committees shall not relieve the Board of Directors, or any director individually, of any responsibility imposed on the Board of Directors or any individual director by these bylaws or by law.

Section 8.2. Finance Committee

The matter of controlling, managing, investing, and disposing of the property of this corporation for the purpose of earning an income, as distinguished from applying property and funds to charitable purposes, shall be exclusively vested in a finance committee, which shall consist of such number of directors, who shall be elected by majority vote of the board of directors.

Section 8.3 other Committees

Other committees not having and exercising the managerial authority of the Board of Directors may be established by resolution duly adopted by majority vote of the Board of Directors. Except as may be provided by resolution, members of committees shall be members of the corporation and shall be appointed by the Chairman. Any member may be removed by the Chairman. Whenever, in the judgment of the Chairman, the interests of the corporation would be best served by such removal.

Section 8.4. Terms of office

Each member of a committee shall continue as such until the next annual meeting of members of the corporation and until his or her successor is appointed, unless such committee shall be sooner abolished or unless such member be removed or cease to qualify as a member of the committee.

Section 8.5 Chairperson

One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members of the committee.

Section 8.6 Vacancies

Mount Vernon Memorial Field Foundation, Inc.

EIN: 47-1292288

Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any members so elected shall be elected for the unexpired term of his predecessor.

Section 8.7 Quorum.

Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

Section 8.8. Rules

Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate, provided, however, that such rules and regulations shall be consistent with these bylaws and provided further that regular minutes of all proceedings shall be kept.

Article Nine – Contracts, Checks, Deposits, and Funds

Section 9.1. Contracts

The Board of Directors may, by resolution duly adopted, authorize any officer or officers, agent, or agents of the corporation, in addition to the officers so authorized by the bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 9.2. Gifts and Contributions

The Board of Directors or an executive committee may:

- (a) Accept on behalf of the corporation any contribution, gift bequest, or devise of any type of property ("donation") for the general and special charitable purposes of the corporation, on such terms as the Board or Committee shall approve;
- (b) Hold such funds or property in the name of the corporation or of such nominee or nominees as the Board or Committee may appoint;
- (c) Collect and receive the income from such funds or property;
- (d) Devote the principal or income from such donations to such benevolent and charitable purposes as the board or committee may determine;
- (e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and after approval of such agreement by the Board or committee devote the principal or income from that donation according to the agreement.

Section 9.3. Deposits

Mount Vernon Memorial Field Foundation, Inc.

EIN: 47-1292288

All funds of the corporation shall be deposited, from time to time, to the credit of the corporation in such bank, trust companies, or other depositaries as the Board of Directors may select.

Section 9.4. Checks, Drafts, Orders for Payment.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers or agent or agents of the corporation and in such manner as the Board of Directors shall, from time to time, by resolution, determine. In the absence of such determination, the instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the Chairman or a Vice Chairman of the corporation.

Article Ten – Miscellaneous

Section 10.1. Books and Records.

The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, Board of Directors, and committees and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any director, member, or the agent or attorney of either, or any proper person, at any reasonable time.

Section 10.2. Fiscal Year.

The fiscal year of the corporation shall begin on the first day of April and end on the last day of March in each year.

Section 10.3 Corporate Seal

The Board of Directors shall provide a corporate seal.

Section 10.4 Waiver of Notice.

Whenever any notice is required to be given under the provisions of the N.Y. Not-for-Profit Corp. Law or under the provisions of the certificate of incorporation or the bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article Eleven – Amendments

Section 11.1. Power of members to amend bylaws

The bylaws of this corporation may be amended, repealed, or added to or new bylaws may be adopted by the vote or written assent of two thirds of the members entitled to vote at a meeting duly called for the purpose according to the certificate or bylaws.

Section 11.2. Power of Directors to amend Bylaws.

Subject to the limitations of the certificate of incorporation, these bylaws, and the N.Y. Not-for-Profit Corp. Law, concerning corporate action that must be authorized or

Mount Vernon Memorial Field Foundation, Inc.
EIN: 47-1292288

approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the Board of Directors

Adopted 1/12/2015

Amendment To The Bylaws Of
Mount Vernon Memorial Field Foundation, Inc.

Dissolution
Article Twelve

In the event of dissolution of the corporation, any remaining funds will be used only for the corporation's intended charitable purposes.

Certification:

These Bylaws of the Mount Vernon Memorial Field Foundation, Inc., Inc. were presented to the Initial Directors and approved on 1/12/2015.

Signed and Attested,

Darren M. Morton
Chairman