

BY-LAWS OF BRONXWORKS, INC.
Revised April 2010

ARTICLE I: NAME, OFFICE AND SEAL

Sec. 1.01 - NAME OF CORPORATION

The name of the Corporation shall be BronxWorks, Inc. (hereinafter referred to as the "Corporation").

Sec. 1.02 - PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 60 East Tremont Avenue, Bronx, New York 10453.

Sec. 1.03 - CORPORATE SEAL

The corporate seal of the Corporation shall have inscribed thereon the name of the Corporation and the year and place of incorporation.

ARTICLE II: MEMBERSHIP

Sec. 2.01 - NON-MEMBERSHIP

The Corporation shall have no members and shall therefore be a non-membership corporation.

ARTICLE III: DIRECTORS

Sec. 3.01 - POWERS

The activities, affairs, and property of the Corporation shall be managed, directed, and controlled by, and its powers shall be exercised by and vested in, the Board of Directors of the Corporation (hereinafter referred to as the "Board").

Sec. 3.02 - NUMBER OF DIRECTORS

The Board shall consist of twenty-five (25) directors.

Sec. 3.03 - CLASSES AND TERMS OF DIRECTORS

The Board shall be composed of two classes of approximately equal size, one class being elected at the annual meeting of the Board in odd-numbered years and the other class being elected at the annual meeting of the Board in even-numbered years. The Board shall assign each director to a class. Subject to the provisions of Section 3.07 of these by-laws, each director shall be elected for a term of two years, and, unless a director shall die, resign or be removed, such director shall hold office until the expiration of such term and until a successor has been elected and qualified.

Sec. 3.04 - NOMINATION AT ELECTION OF DIRECTORS

At each annual meeting of the Board, each director not in the class then being elected shall have the right to nominate as many nominees as there shall be directors in the class then being elected.

Sec. 3.05 - RESIGNATION

Any director may resign at any time by giving oral or written notice to the Chairperson of the Board or to the Secretary of the Corporation. Any such resignation shall take effect at the time specified in such notice. The acceptance of such resignation on behalf of the Corporation shall not be required to make it effective.

Sec. 3.06 - REMOVAL

Any director may be removed for cause at any meeting of the Board, the notice of which meeting shall have specified the proposed removal, by the affirmative vote of a majority of the entire Board. Without limiting the generality of the foregoing, it shall be cause for removal, at the discretion of the Board, if any director shall be absent from more than 50% of the meetings of the Board during any calendar year without prior notice to the Chairperson or to the Secretary stating a reason for the absence that is satisfactory to the Chairperson.

Sec. 3.07 - VACANCIES

Whenever the number of directors shall for any reason (including increases in the size of the Board) be fewer than the authorized number, the vacancy or vacancies may be filled at any regular, special or annual meeting of the Board by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, or by the Executive Director of the Corporation if all directorships are then vacant. Each director named to fill a vacancy shall hold office until the next annual meeting of the Board, and until such director's successor is elected or appointed and qualified. Any successor to such newly-named director (including such director if the successor) shall be assigned to such Board class as shall serve most readily to maintain the balance of size between Board classes, and shall serve for a term that is co-extensive with that of the other directors in such class.

Sec. 3.08 - REGULAR AND ANNUAL MEETINGS

The Board shall hold an annual meeting for the election of directors and, if the annual meeting is in an even-numbered year, the election of officers, and for the transaction of other business of the Corporation. In addition, the Board shall hold at least three other regular meetings in each year.

Sec. 3.09 - NOTICE OF REGULAR MEETINGS

Notice of all regular meetings of the Board, including annual meetings, shall be given at least seven (7) days before the meeting by mail, telephone or e-mail to each director at the usual business or residence address of such director. Each such notice shall inform the directors of the day, time and place of the meeting and of the general business to be transacted at the meeting. Any business may be transacted at any regular meeting of the Board.

Sec 3.10 - SPECIAL MEETINGS

Special meetings of the Board may be called by its Chairperson or Vice-Chairperson and shall be called by either of them on the written request of any two directors. The Secretary shall cause notice of each such special meeting to be given at least forty-eight (48) hours before the meeting by mail, telephone or e-mail to each director at the usual business or residence address of such director. Each such notice shall inform the directors of the day, time, place and purpose of the meeting and of the persons at whose request it was called.

Sec. 3.11 - QUORUM

At all meetings of the Board, if the Board shall consist of fifteen or fewer directors, one-third of the directors then in office shall constitute a quorum for the transaction of business, and if the Board shall consist of more than fifteen directors, five directors plus one additional director for every ten directors (or fraction thereof) then in office in excess of fifteen shall constitute a quorum for the transaction of business.

Sec. 3.12 - VOTING

At each meeting of the Board, except as otherwise expressly provided in these by-laws, all matters shall be decided by the affirmative vote of a majority of the directors present at such meeting, provided that a quorum is then present. If a quorum is not present, the directors present may adjourn the meeting from time to time until a quorum is present, without notice other than an announcement at such meeting and at any adjourned meeting, and notice by the Secretary by mail, telephone or e-mail to each director not present at the meeting being adjourned.

Sec. 3.13 - ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

Unless otherwise restricted by the Certificate of Incorporation or by these by-laws, any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or such committee consent in writing to the adoption of a resolution authorizing such action. The resolution and the written consent or consents to such resolution by the members of the Board or of such committee shall be filed with the minutes of the proceedings of the Board or the records of such committee.

Sec. 3.14 - COMPENSATION

The directors of the Corporation shall serve as such without compensation, but the Board may authorize the payment by the Corporation of the reasonable expenses incurred by the directors in the performance of their duties and of reasonable compensation for special services rendered by any director.

ARTICLE IV: COMMITTEES

Sec. 4.01 - EXECUTIVE COMMITTEE

The Board shall, by resolution adopted by the affirmative vote of a majority of the entire Board, establish an Executive Committee of at least three directors. The Executive Committee shall consist of the officers of the Corporation and such other directors as the Board shall designate. The Chairperson of the Board shall be the Chairperson of the Executive Committee. The Executive Committee shall call at least four meetings in each calendar year and such other meetings as may be deemed necessary. The Chairperson of the Executive Committee shall cause minutes to be kept of its activities, and shall report on such activities at every meeting of the Board. The Executive Committee shall have all the authority of the Board except as to the following matters:

- (i) the filling of vacancies on the Board or on any committee;
- (ii) the amendment or repeal of these by-laws or the adoption of new by-laws; and
- (iii) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

The number of Executive Committee members may be increased or decreased (but not below three) from time to time by a resolution adopted by the affirmative vote of a majority of the entire Board.

Sec. 4.02 - NOMINATING COMMITTEE

The Board shall, by resolution adopted by the affirmative vote of a majority of the entire Board, establish a Nominating Committee of at least three directors, and shall appoint one of such directors to act as the Chairperson of the Nominating Committee. Such Chairperson shall cause minutes to be kept of the activities of the Nominating Committee. The membership of the Nominating Committee shall be as determined from time to time by the Board. Prior to each annual meeting of the Board, the Nominating Committee shall prepare a slate of candidates for the class of directors to be elected at such annual meeting. The notice of the annual meeting provided for in Section 3.09 of these by-laws shall list such slate and state that such slate has been prepared by the Nominating Committee. However, this Section shall not prohibit other persons from being nominated for election as members of such class at such annual meeting, including persons nominated pursuant to Section 3.04 of these by-laws.

Sec. 4.03 - OTHER COMMITTEES

The Board may from time to time establish other committees which shall have such duties and authority as the Board may from time to time determine, including the authority to negotiate contracts with the Corporation's funding sources. The Board shall determine the identity of the members of any such committee, and shall appoint one such member to act as Chairperson of such committee. The Chairperson shall cause a record to be kept of the activities of the committee, and shall report on such activities at each meeting of the Board. The rules of procedure of such committees shall be determined from time to time by the Board or these by-laws or by the respective committees. Any such committee may be abolished at any meeting of the Board by the affirmative vote of a majority of the directors present at such meeting, provided that a quorum is then present.

Sec. 4.04 - TERM OF OFFICE

Each member of the Executive Committee shall serve, unless such member shall die, resign or be removed, until the next annual meeting of the Board which occurs in an even-numbered year and until a successor has been elected and qualified. The members of each other committee shall serve for such periods as the Board shall determine.

Sec. 4.05 - RESIGNATION

Any member of a committee may resign at any time from such committee by giving oral or written notice to the Chairperson of the Board or to the Secretary of the Corporation. Any such resignation shall take effect at the time specified in such notice. The acceptance of such resignation on behalf of the Corporation shall not be required to make it effective.

Sec. 4.06 - REMOVAL

Any member of a committee may be removed with or without cause at any meeting of the Board by the affirmative vote of a majority of the directors present at such meeting, provided that a quorum is then present.

Sec. 4.07 - VACANCIES

A vacancy occurring in the Executive Committee or any other committee may be filled by the Board in the same manner as that provided for the original appointment of members of such committee.

Sec. 4.08 - NOTICE OF MEETINGS

Notice of all committee meetings shall be given at least seven (7) days before the meeting by mail, telephone or e-mail to each member at the usual business or residence address of such member.

Sec. 4.09 - QUORUM; MAJORITY VOTE

At meetings of the Executive Committee or any other committee, a majority of the committee's members shall constitute a quorum for the transaction of business. The act of a majority of the committee members present at any meeting shall be the act of such committee if a quorum is present. If a quorum is not present, the committee members present may adjourn the meeting from time to time until a quorum is present, without notice other than an announcement at such meeting and at any adjourned meeting, and notice by the Secretary by mail, telephone or e-mail to each committee member not present at the meeting being adjourned.

ARTICLE V: OFFICERS

Sec. 5.01 - TITLES

The officers of the Corporation shall be a Chairperson of the Board, a Vice-Chairperson of the Board, a Secretary, a Treasurer, and such other officers as the Board may from time to time designate.

Sec. 5.02 - TERMS OF OFFICE

Each officer of the Corporation shall be elected by the Board for a two-year term at an annual meeting of the Board which occurs in an even-numbered year. Each officer shall, unless such officer shall die, resign or be removed, serve until the next annual meeting of the Board which occurs in an even-numbered year and until a successor has been elected and qualified.

Sec. 5.03 - RESIGNATION

Any officer may resign at any time by giving oral or written notice to the Chairperson of the Board or to the Secretary of the Corporation or to the Executive Director. Any such resignation shall take effect at the time specified in such notice. The acceptance of such resignation on behalf of the Corporation shall not be required to make it effective.

Sec. 5.04 - REMOVAL

Any officer may be removed with or without cause at any meeting of the Board, the notice of which shall have specified the proposed removal, by the affirmative vote of a majority of the directors present at the meeting, provided that a quorum is then present.

Sec. 5.05 - VACANCIES

A vacancy occurring in an office may be filled for the unexpired portion of the term of such office by the Board in the same manner as that provided for the original appointment to such office.

Sec. 5.06 - CHAIRPERSON AND VICE-CHAIRPERSON

The Chairperson of the Board shall preside at all meetings of the Board and of the Executive Committee, and shall have such other powers and duties not inconsistent with these by-laws as may be assigned from time to time by the Board. The Vice-Chairperson of the Board shall possess the powers and discharge the duties of the Chairperson of the Board in the latter's absence or disability.

Sec. 5.07 - SECRETARY

The Secretary shall act as Secretary of all the meetings of the Board, and shall keep or cause to be kept the minutes of all such meetings in the books proper for that purpose. The Secretary shall provide for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned to such officer by the Board.

Sec. 5.08 - TREASURER

The Treasurer shall provide for the custody of all funds and all investment securities that come in to the possession or control of the Corporation. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable effects of the Corporation in such banks, trust companies or other reliable depositories as the Board may designate. Whenever required by the Board, the Treasurer shall render or cause to be rendered a statement of accounts. The Treasurer shall at all times cause the books and accounts of the Corporation to be made available to any director of the Corporation upon such director's reasonable request, and shall perform all duties incident to the position of Treasurer, subject to the control of the Board, and shall, when required, give such security for the faithful performance of the Treasurer's duties as the Board may determine.

ARTICLE VI: EXECUTIVE DIRECTOR

Sec. 6.01 – SELECTION AND TERM OF OFFICE

The Executive Director shall be selected by the affirmative vote of a majority of the directors then in office. The Executive Director will serve at the pleasure of the Board and may be removed from such position by the affirmative vote of a majority of the directors then in office, subject to the terms of a contract of employment, if any, between the Executive Director and the Corporation that is approved by the Board.

Sec. 6.02 – POWERS AND DUTIES

The Executive Director shall be responsible generally for the day-to-day activities and operations of the Corporation and shall report directly to the Chairperson of the Board and to the Board as the Board shall direct from time to time.

Sec. 6.03 – AUTHORIZATION TO EXECUTE CONTRACTS

The Executive Director, and such other members of the staff as may be designated by the Executive Director, shall be authorized to execute contracts on behalf of the Corporation within the parameters established by the Board from time to time.

ARTICLE VII: DEPOSIT OF FUNDS, CHECKS, LOANS, CONTRACTS

Sec. 7.01 - DEPOSIT OF FUNDS

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

Sec. 7.02 - CHECKS, ETC.

All checks, drafts, endorsement notes and evidence of indebtedness of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as the Board from time to time may determine. Endorsements for deposits to the credit of the Corporation shall be made in such manner as the Board from time to time may determine.

Sec. 7.03 - LOANS

No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, unless authorized by the Board. Any such authorization shall relate to specific transactions, and may include authorization to pledge, as security for loans or advances so authorized, all securities and other real or personal property at any time held by the Corporation.

Sec. 7.04 - CONTRACTS

The Chairperson of the Board, the Vice-Chairperson of the Board and any other officer specifically authorized by the Board may, in the name of and on behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board. Except as provided in Section 6.03 of these by-laws, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation without the express and specific authorization of the Board.

ARTICLE VIII: RECORDS

Sec. 8.01 - BOOKS AND RECORDS

There shall be maintained at the offices of the Corporation all financial books and records of account, all minutes of meetings of the Board and of the Executive Committee and other material corporate records, books, documents and contracts. All such books, records, minutes, documents and contracts shall be made available for inspection at any reasonable time during usual business hours, (i) by any officer of the Corporation, or duly authorized representative thereof, for any lawful and proper purpose, and (ii) by any director of the Corporation, or duly authorized representative thereof, for any lawful and proper purpose. Upon leaving office, each officer or agent of the Corporation shall turn over to that officer's or agent's successor or to the Executive Director, in good order, such corporate monies, books, records, minutes, documents, contracts, or other property of the Corporation as have been in the custody of such officer or agent during that officer's or agent's term of office.

ARTICLE IX: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Sec. 9.01 – INDEMNIFICATION

Any person, and the heirs, executors and administrators of such person, made or threatened to be made a party to any action, suit or proceeding by reason of the fact that such person is or was a director or officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by such person, or by such person's heirs, executors or administrators, in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters in which, in the determination of the Board, such person was or is acting outside the authorized scope of such person's duties. Such right of indemnification shall be in addition to any other rights of reimbursement to which such person, or such heirs, executors or administrators, may be entitled apart from this Article.

ARTICLE X: AMENDMENT OF BY-LAWS

Sec. 10.01 - AMENDMENT OF BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted at any regular or special meeting of the Board the notice of which shall have set forth in detail the proposed by-law revisions with explanations thereof and which shall otherwise conform to Section 3.09 of these by-laws, by the affirmative vote of at least two-thirds of the directors present at such meeting, provided that a quorum is then present, and provided further that, if any such amendment shall increase or decrease the number of directors, such affirmative vote shall include a majority of the entire Board.

ARTICLE XI: FISCAL YEAR

Sec. 11.01 - FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1 of each year and shall end on June 30 of the following calendar year.