

1 BY-LAWS OF  
2 ALUMNI AND FRIENDS OF  
3 FIORELLO H. LAGUARDIA HIGH SCHOOL OF  
4 MUSIC & ART AND PERFORMING ARTS, INC.

5 (As modified on April 21, 2015)

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7 1. Name. The name of this Corporation is Alumni and Friends of Fiorello H. LaGuardia  
8 High School of Music & Art and Performing Arts, Inc.  
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10 2. The "Corporation" shall mean Alumni and Friends of Fiorello H. LaGuardia  
11 High School of Music & Art and Performing Arts, Inc.  
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13 3. The "Board" shall mean the Board of Directors of the Corporation.  
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15 4. "Director" shall mean any individual member of the Board  
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17 5. Mission Statement: The mission of the Corporation shall be to (a) to raise funds, mainly  
18 through an endowment, to benefit the school and its students; (b) to bring together  
19 students, alumni, and friends of the school and its two legacy institutions to assure  
20 continuity of community and purpose in support of the school; and (c) to support and  
21 encourage the highest standards of excellence in arts education provided by the  
22 studio programs of the school.  
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24 6. Offices. The principal office of the Corporation shall be in the County of New York, City  
25 of New York. The Corporation may also have offices at such other places as the  
26 Board may from time to time appoint or the purposes of the Corporation may require.  
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28 ARTICLE II  
29 DIRECTORS  
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31 1. Election and Term of Office.

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33 a. The initial Board is set forth in the Corporation's Certificate of Incorporation.  
34 The succeeding Boards of Directors shall be elected at an annual meeting by  
35 the immediately preceding Board to hold office for a period of three years  
36 from the date of the election or until the election and qualification of their  
37 respective successors, except as hereafter provided for filling vacancies.  
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39 b. Election of Directors shall take place annually at the Annual Meeting of the  
40 Board. Directors shall be elected in 3 classes, as follows: one third to hold

41 office for one year, one third to hold office for two years and one third to hold  
42 office for three years. Newly elected Directors shall be given terms of office  
43 designed to maintain the 3 classes as equal as possible.

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- 45 c. The election of Directors shall be by written ballot unless the number of  
46 candidates equals the number of vacancies in which case a voice vote shall  
47 be permitted.
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- 49 d. The Principal of the school and Executive Director shall be non-voting ex  
50 officio members of the Corporation. A representative of the Parents  
51 Association may also be invited to serve as an ex officio member if it's agreed  
52 by the majority of the board.
- 53
- 54 e. Each Director shall serve until his or her term of office expires including such  
55 extensions as may be necessary pending election of a successor, or until his  
56 or her resignation or until his removal as herein provided.

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58 2. Number. The number of Directors shall be between 10 and 25 but such number may  
59 be increased or decreased by amendment to these by-laws in the manner set forth  
60 in Article XII hereof. For purposes of maintaining the three classes of the Board, the  
61 number of Directors shall be the number then in office unless a different number is  
62 set by the Board.

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64 3. Resignation. Any Director may resign at any time by giving written notice of such  
65 resignation to the Board or by not standing for re-election.

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67 4. Vacancies. Any unfilled vacancy on the Board [occurring during the three year  
68 period], including a vacancy created by an increase in the number of Directors made  
69 by the Board, may be filled for the unexpired portion of the term by the Directors  
70 then in office , although less than a quorum, by affirmative vote of the majority  
71 thereof. Any Director so elected by the Board shall serve until the expiration of the  
72 designated term of office or until the election and qualification of his successor.

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74 5. Meetings. Meetings will be quarterly and the annual meeting of the Corporation  
75 shall be held in first quarter of the calendar year at the principle or other office of the  
76 Corporation or such other location as the Corporation may designate.

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78 6. Special Meetings. Special meetings of the Board may be called by the President.  
79 Any Officer or Director can call a special meeting provided such a meeting is  
80 supported by at least one-half of the Board.

81

82 7. Notice of Meetings. Notice of all Directors' meetings, except as herein otherwise  
83 provided, shall be given by mailing the same at least three weeks or by electronic

84 notification of the same at least ten days before the meeting to the usual business or  
85 residence address of the Director, but such notice may be waived by any Director.  
86 Regular meetings of the Board may be held without notice at such time and place as  
87 shall be determined by a majority of the Board provided all Board members were  
88 previously made aware of the date, time and place of the meeting by the minutes or  
89 other notification. Any business may be transacted at any Board meeting.  
90

91 8. Chairperson. At all meetings of the Board, the President, or in his absence, the  
92 Vice President or other officer, or in their absence a chairperson chosen by the  
93 Directors present, shall preside.  
94

95 9. Quorum. At all meetings of the Board, a majority of the Directors shall be necessary  
96 and sufficient to constitute a quorum for the transaction of business and the act of a  
97 majority of Directors present at any meeting at which there is a quorum shall be the  
98 act of the Board, except as may be otherwise specifically provided by statute or by  
99 these By-laws. If at any meeting there is less than a quorum present, a majority of  
100 those present may adjourn the meeting from time to time without further notice to  
101 any absent Director.  
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103 10. Action by Directors without a Meeting. Any action required or permitted to be taken  
104 by the Board or any committee thereof may be taken without a meeting if all  
105 members of the Board or the committee consent in writing to the adoption of a  
106 resolution authorizing the action. The resolution and the written consents thereto  
107 shall be filed with the minutes of the proceedings of the Board or committee.  
108

109 11. Meeting by Telephone Conference. Any one or more members of the Board or any  
110 committee thereof may participate in a meeting of the Board or committee by means  
111 of a conference telephone or similar communications equipment allowing all persons  
112 participating in the meeting to hear each other at the same time. Participation by  
113 such means shall constitute presence in person at a meeting.  
114

115 12. Compensation. Directors shall not receive any stated salary for their services as  
116 such, but by resolution of the Board a fixed reasonable sum or expenses of  
117 attendance, if any, or both may be allowed for attendance at each regular or special  
118 meeting of the Board. The Board shall have power in its discretion to contract for  
119 and to pay to Directors rendering unusual or exceptional services to the Corporation  
120 special compensation appropriate to the value of such services.  
121

122 13. Powers. All the corporate powers, except as are otherwise provided for in these By-  
123 laws and the laws of the State of New York shall be and are hereby vested in and  
124 shall be exercised by the Board. The Board may by general resolution delegate to

125 committees of their own number, or to officers of the Corporation, such powers as  
126 they see fit and as permissible under the laws of the State of New York.

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128 14. Duties. The Board, pursuant to Section 519 of the Not-For-Profit Corporation Law  
129 shall direct either the Executive Director, President or Treasurer to present at the  
130 annual meeting of the Board a report, showing in appropriate detail the following: (a)  
131 the assets and liabilities, including the trust funds, of the Corporation as of the end of  
132 the fiscal year immediately preceding the annual meeting, which shall be not more  
133 than six months prior to such meeting; (b) the principle changes in assets and  
134 liabilities, including trust funds, during the year immediately preceding the date of the  
135 report (c) the revenue or receipts of the Corporation both unrestricted and restricted  
136 to particular purposes, for the year immediately preceding the date of the report; (d)  
137 the expenses or disbursements of the Corporation, for both general and restricted  
138 purposes, during the year immediately preceding the date of the report and (e) the  
139 operating budget for the current year. The reports of the Executive Director,  
140 President or Treasurer shall be filed with the records of the Corporation and an  
141 abstract thereof entered in the minutes.

142  
143 15. Removal of Directors. Any Director may be removed from office with or without  
144 cause by the affirmative vote of the majority of the Board at a duly constituted  
145 meeting of the Board. Any Director may be removed after three successive  
146 absences by the affirmative vote of the majority of the Board.

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148 16. Executive Committee: The Executive Committee, comprised of the officers of the  
149 corporation, shall exercise such power and perform such duties as the Board shall  
150 prescribe and report on its activities to the Board. Among its responsibilities shall be  
151 conducting an annual performance review of the Executive Director, the  
152 recommendation of the Executive Director's compensation, reviewing requests for  
153 additional staff, and reviewing the eligibility of directors up for re-election based on  
154 the agreed performance expectations for Board members.

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156 17. Nominating Committee. A Nominating Committee, consisting of at least three  
157 members who are current officers or directors of the Corporation, shall be appointed  
158 by the President, with the approval of a majority of the Board of Directors.  
159 Candidates for Board membership should be vetted by the Nominating Committee,  
160 which, in turn, should submit to the Board of Directors, the name(s) and biographical  
161 information on the candidate(s) for election to each additional position on the Board  
162 prior to the meeting at which their nomination will be considered. The Board of  
163 Directors may elect, by majority vote of those present at a regularly constituted  
164 Board meeting, any candidate submitted by the Nominating Committee.

165  
166 18. A Finance Committee should be appointed by the President, with the approval of  
167 the majority of the Board of Directors, whose functions include 1) review and

168 approval of the annual operating budget proposed by staff; 2) review of the portfolio  
169 performance.

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171 19. Other Committees: Other committees consisting of Board members and non-Board  
172 members may be established as determined by the majority of the Board.

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175 ARTICLE III  
176 OFFICERS

- 177  
178 1. Number. The officers of the Corporation shall be the President, a Vice President, a  
179 Secretary, and a Treasurer and such other officers with such powers and duties not  
180 inconsistent with these By-laws as may be elected and determined by a majority of  
181 the Board.  
182
- 183 2. Election and Term of Office. Nomination and election of officers shall take place tri-  
184 annually, starting in January 2016 at the annual meeting and be effective  
185 immediately. The term of office shall continue for three years or until a replacement  
186 has been duly elected.  
187
- 188 3. Qualifications. To be a candidate for election as an officer of the Corporation an  
189 individual must be a current Director and be nominated and seconded by two other  
190 Board members.  
191
- 192 4. Voting. Voting shall be by voice vote. The Board, on request of three members,  
193 shall vote by secret paper ballot.  
194
- 195 5. Vacancies. In case any office of the Corporation becomes vacant by death,  
196 resignation, retirement, disqualification, or any other cause, the majority of the  
197 Directors then in office, although less than a quorum, may elect an officer to fill such  
198 vacancy, and the officer so elected shall serve until the next triennial election of  
199 officers .  
200
- 201 6. President. The President shall preside at all meetings of the Board. He shall have  
202 and exercise general charge and supervision of the affairs of the Corporation and  
203 shall do and perform such other duties as may be assigned to him by the Board. The  
204 President and/or the Executive Director, or Treasurer shall sign all receipts and  
205 checks of the Corporation. He, and/or the Executive Director or the Treasurer shall  
206 make such payments as may be necessary and proper to be made on behalf of the  
207 Corporation. He and/or the Executive Director or Treasurer shall enter regularly on  
208 the books of the Corporation to be kept for the purpose of full and accurate account  
209 of all moneys and obligations received and paid or incurred on account of the  
210 Corporation, and he and/or the Executive Director or Treasurer shall exhibit such

211 books at all reasonable times to any Director upon such application at the offices of  
212 the Corporation.

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- 214 7. Vice President. At the request of the President or, in event of his absence or  
215 disability, the Vice President shall perform the duties and possess and exercise the  
216 powers of the President; and to the extent authorized by Law the Vice President  
217 shall have such other powers as the Board may determine, and shall perform such  
218 other duties as may be assigned to him by the Board.
- 219
- 220 8. Secretary. The Secretary shall have charge of such books, documents, and papers  
221 as the Board may determine. He or his designee shall attend and keep the minutes  
222 of all meetings of the Board. He may sign with the President or Vice President, in  
223 the name and on behalf of the Corporation, any contracts or agreements authorized  
224 by the Board, and when so authorized or ordered by the Board, he shall, in general,  
225 perform all the duties incident to the office of Secretary, and shall do and perform  
226 such other duties as may be assigned to him by the Board. Records and documents  
227 of the Corporation should be in a repository designated by the Board and be  
228 available for inspection, as appropriate.
- 229
- 230 9. Treasurer. The Treasurer may have custody of all funds, property, and securities of  
231 the Corporation, subject to such regulations as may be imposed by the Board. He  
232 may be required to give bond for the faithful performance of his duties, in such sum  
233 and with such sureties as the Board may require. When necessary or proper he  
234 may endorse on behalf of the Corporation for collection checks, notes, and other  
235 obligations, and shall deposit the same to the credit of the Corporation at such bank  
236 or banks or depository as the Board may designate.
- 237
- 238 10. Removal. Any officer may be removed from office, with or without cause, by the  
239 affirmative vote of a majority of all the Directors present at a duly constituted meeting  
240 of the Board.

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242 ARTICLE IV

243 PROVISIONS APPLICABLE TO DIRECTORS

244 AND OFFICERS GENERALLY

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- 246 1. Conflict of Interest Policy. Subject to the provisions of the By-laws, the Directors and  
247 Officers of the Corporation may be interested directly or indirectly in any contracts  
248 relating to or incidental to the operations conducted by the Corporation, and may  
249 freely make contracts, enter transactions, or otherwise act for and on behalf of the  
250 Corporation, notwithstanding that they may also be acting as individuals, or as  
251 trustees of trusts, or as agents for other persons or corporations, or may be  
252 interested in the same matters as shareholders, directors or otherwise; provided,  
253 however, that any contract, transaction, or act on behalf of the Corporation in a

254 matter in which the Directors or officers are personally interested as Shareholders,  
255 directors or otherwise, shall be disclosed to the Board in writing and included in the  
256 minutes of the next meeting, and be at arms-length and not violative of the  
257 proscriptions in the Certificate of Incorporation against the Corporation's use or  
258 application of its funds for private benefit; and provided further that no contract,  
259 transaction, or act shall be taken on behalf of the Corporation if such contract,  
260 transaction or act is a prohibited transaction or would result in the denial of the tax  
261 exemption under Section 503 of the Internal Revenue Code (the "Code") and its  
262 Regulations as they now exist or as they may hereafter be amended. In no event,  
263 however, shall any person or entity dealing with the Directors or officers be obligated  
264 to inquire into the authority of the Directors and officers to enter into and  
265 consummate any, contract, transaction, or other action. The Executive Director,  
266 Directors and candidates for those positions prior to their taking office, must attest in  
267 writing as to their compliance with the above Conflict of Interest policy and any  
268 existing conflicts and do so annually thereafter.

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- 270 2. Indemnification of Directors and Officers. The Corporation shall indemnify and hold  
271 harmless any Director or officer of the Corporation to the full extent permitted by, the  
272 New York Not-for-Profit Corporation Law and any applicable successor law, as the  
273 same may exist at the time such persons may become entitled to indemnification by  
274 the Corporation.

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276 ARTICLE V  
277 AGENTS AND REPRESENTATIVES

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- 279 1. The Board may appoint such agents and representatives of the Corporation with  
280 such powers and to perform such acts or duties on behalf of the Corporation as the  
281 Board may see fit, so far as may be consistent with these By-laws, to the extent  
282 authorized or permitted by law.

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284 ARTICLE VI  
285 CONTRACTS

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- 287 1. The Board, except as in these By-Laws otherwise provided, may authorize any  
288 officer or agent to enter into any contract or execute and deliver any instrument in  
289 the name of and on behalf of the Corporation, and such authority may be general or  
290 confined to a specific instance, and unless so authorized by the Board, no officer,  
291 agent, or employee shall have any power or authority to bind the Corporation by any  
292 contract or engagement, or to pledge its credit, or render it liable pecuniarily for any  
293 purpose or to any amount.
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ARTICLE VII  
ADVISORY OR AD-HOC COMMITTEES

1. Appointment. The Board may appoint from its number, or from among such persons as the Board may see fit, one or more advisory or ad-hoc committees, and at any time may appoint additional members thereto. The members of any such committee shall serve during the pleasure of the Board. Such advisory or ad-hoc committees shall advise with and aid the officers of the Corporation in all matters designated by the Board. Each such committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and matters pertaining to its procedure.
  
2. Compensation. The members of any advisory or ad-hoc committee shall not receive any stated salary for their service as such, but by resolution of the Board a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board shall have the power in its discretion to contract for and pay to any member of an advisory or ad-hoc committee, rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of such services.

ARTICLE VIII  
VOTING UPON SHARES OF OTHER CORPORATIONS

1. Unless otherwise ordered by the Board, the President shall have the full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which the Corporation may hold share, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this Corporation might have possessed and exercised if present.

ARTICLE IX  
FISCAL YEAR

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

ARTICLE X  
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS



- 338 1. No Director, officer, or employee of or a member of a committee of or a person  
339 connected with the Corporation, or any other private individual shall receive at any  
340 time any of the net earnings or pecuniary profit from the operations of the  
341 Corporation, provided that this shall not prevent the payment to such person of such  
342 reasonable compensation for services rendered to or for the Corporation in effecting  
343 any of its purposes as shall be fixed by the Board; and no such person or persons  
344 shall be entitled to share in the distribution of any of the corporate assets upon the  
345 dissolution of the Corporation. The provisions of this Article shall not apply to grants  
346 or scholarships approved by the Board and made to effectuate the purposes of the  
347 Corporation in the ordinary course of business or made pursuant to the provisions of  
348 dedicated funds established or contributed to by donors to the Corporation. Should a  
349 board member wish to perform a service for the Corporation for compensation, a  
350 proposal shall be circulated before the board for its approval. In considering said  
351 proposal, the board must assure itself that the cost is no more than would be  
352 provided in any arms-length agreement and that, in doing so, there is no conflict of  
353 interest in the services being provided by a board member. Such approval shall  
354 require two-thirds of the members present at a regularly constituted meeting.  
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- 356 2. Upon such dissolution or the winding up of the affairs of the Corporation, whether  
357 voluntary or involuntary, the assets of the Corporation, after all debts have been  
358 satisfied, then remaining in the hands of the Board shall be distributed, transferred  
359 conveyed, delivered and paid over, in the manner provided for by Section 1005 of  
360 the New York Not-for-Profit Corporation Law and any applicable successor law, as  
361 the same may exist at the time of such dissolution, to any organization which at that  
362 time shall qualify as an organization described in Section 501 (c) (3) of the Code  
363 and which is organized and operated exclusively for purposes similar to the  
364 Corporation's purposes.

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366 ARTICLE XI  
367 INVESTMENTS  
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- 369 1. The Corporation shall have the right to retain all or any part of any securities or  
370 property acquired by it in whatever manner, and to invest and reinvest any funds  
371 held by it, according to the judgement of the Board without being restricted to the  
372 class of investments which a trustee is or may hereafter be permitted to make or any  
373 similar restriction; provided, however, that no action shall be taken by or on behalf of  
374 the Corporation if such action is a prohibited transaction or would result in the denial  
375 of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code  
376 and its Regulations as they now exist or as they may hereafter be amended.  
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378 ARTICLE XII  
379 AMENDMENTS

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1. The Board shall have the power to make, alter, amend and repeal the By-laws of the Corporation at any time by affirmative vote of a majority of the Board then in office.

ARTICLE XIII  
EXEMPT ACTIVITIES

1. Notwithstanding any other provision of these By-laws, no Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of this Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such code and Regulations as they now exist or as they may hereafter be amended.

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