

BYLAWS
For
Healing In Symphony

ARTICLE I
PRINCIPAL OFFICE

The principal office of this corporation shall be located in the City of *Brentwood, Suffolk County*. The Board of Directors (the Board) may change the location of the principal office from time to time.

ARTICLE II
MEMBERSHIP

This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including obligation to pay dues.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number of Directors. The number of directors shall not be less than three nor more than nine, with the exact number of authorized directors to be fixed from time to time by resolution of the Board of Directors.

Section 3. Limitations on Interested Persons. At all times, not more than 40% of the directors of this corporation may be interested persons. An interested person means either:

- a. Any person currently being compensated by this corporation for services rendered to it within the previous six months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding a reasonable compensation paid to a director in his or her capacity as director; or
- b. Any brother, sister, ancestor, descendant, spouse, brother in law, sister in law, son in law, daughter in law, mother in law, or father in law of any such person.

Section 4. Election and Term of Directors. Each director shall be elected for a term of four years until a successor has been elected, provided that the Chief Executive Officer

shall automatically become a director by virtue of that office and provided also that the running of the term of director shall be suspended for all officers during the time served as an officer. Directors other than the Chief Executive Officer may be re-elected to successive terms.

- a. Staggered Terms. One third of the total authorized number of directors shall be elected in each year. If the total authorized number of directors at any time shall not be evenly divisible by three so that a different number of directors must be elected in certain years, the Board of Directors shall make its best effort to equalize the numbers of director terms expiring in each year.
- b. Term Endings. The term of office of each director shall end on **December 31st** (*this should be the last day of the organization's fiscal year*) of the applicable year.

Section 5. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Officer vacancies may be filled by the remaining directors for the unexpired portion of the term.

Section 6. Resignation and Removal. Resignations shall be effective upon receipt in writing by the Chair, the Chief Executive Officer, the Secretary, or the Board of Directors of this corporation, unless a later effective date is specified in the resignation. Any director who does not attend at least a majority of regularly scheduled Board meetings during each year of his or her term in office may be asked, in the discretion of the Board, to resign as a director. A majority of the directors then in office may remove any director at any time, with cause.

Section 7. Annual Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the Chair, the Chief Executive Officer, or any two directors, and noticed in accordance with Section 9.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the Chair, the Chief Executive Officer, or any two directors, and notices in accordance with Section 9.

Section 9. Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall be given to each director at least one week before any such meeting if given personally or by telephone, telegraph, or facsimile transmission, and shall state the date, place, and time of the meeting.

Section 10. Quorum. Two-thirds of directors in office shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be

the act of the Board of Directors, except as otherwise provided. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Directors may not vote by proxy.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such directors.

Section 12. Telephone, Email, and Video Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, email, or other electronic transmission in compliance with Article VIII, Section 5 of these Bylaws so long as all of the following apply:

- a. each director participating in the meeting can communicate with all of the other directors at the meeting concurrently or serially, and
- b. each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 14. Standard of Care.

- a. General. A director shall perform the duties of a director, including duties as a member, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing in duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each other case prepared or presented by:

- I. one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

- II. counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence.

So long as in any such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a director in accordance with this Section shall have no liability based upon a failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

b. Investments. Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this Section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this contribution.

Section 15. Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 16. Compensation. The Board of Directors may authorize, by resolution, the payment to a director of a reasonable fee for services and/or expenses as a director and for attending meetings of the Board.

Section 17. Executive Compensation Review. The Board of Directors shall review any compensation packages (including all benefits) of the Chief Executive Officer, the Treasurer, and the Secretary, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

ARTICLES IV
COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be made by any method determined by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- a. set the number of directors within a range specified in these Bylaws
- b. elect directors or remove directors without cause;
- c. fill vacancies on the Board of Directors or any Board Committee;
- d. fix compensation of directors for serving on the Board or any Board Committee;
- e. amend or repeal these Bylaws or adopt new Bylaws;
- f. adopt amendments to the articles of Incorporation of this corporation;
- g. amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repeal able;
- h. create any other Board Committees or appoint the members of any Board Committees; or
- i. approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements of Section 3 of Article VI of these Bylaws; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements in Section 3 of Article VI and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee will consist of non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making

recommendations to the Board or Board Committees, the implementing Board or Board Committee decisions and policies under the supervision and control of the Board.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

The Advisory Committee shall: (1) recommend to the Board of Directors the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Board Committee members that the financial affairs of this corporation are in order, and (4) approve performance of any non-audit services provided to this corporation by the auditor's firm.

ARTICLE V OFFICERS

Section 1. Officers. The officers of this corporation shall be a Chair of the Board, a Chief Executive Officer, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chief Executive Officer, all officers shall be elected from among the directors of the corporation.

Section 2. Election. The officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Chair, the Chief Executive Officer, or the Secretary of this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. Chair of the Board. The Chair shall preside at all meetings of the Board of Directors. The Chair shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Chief Executive Officer. The Chief Executive Officer shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The Chief Executive Officer shall have the general powers and duties of management usually vested in the officer of Chief Executive Officer of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Chief Executive Officer shall also automatically serve as a member of the Board of Directors, with full rights and privileges.

Section 8. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 9. Treasurer. The Treasurer shall be the chief financial officer of this corporation, shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such others powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VI PROHIBITED TRANSACTIONS

This corporation may engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

ARTICLE VII MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31st .

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory

note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

Section 3. Annual Reports to Directors. Within 90 days after the end of this corporation's fiscal year, the Chief Executive Officer shall furnish a written report to all directors of this corporation containing the following information:

- a. the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;
- b. the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c. the revenue or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- d. the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and
- e. any transaction during the previous fiscal year involving \$50,000.00 or more between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this corporation or its parent or subsidiaries, if any, and the amount and circumstances of any indemnifications or advance aggregating more than \$10,000.00 paid during the fiscal year to any director or officer of this corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statement was prepared without an audit from the books and records of this corporation.

Section 4. Required Financial Audits. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$1 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection, and shall remain available for three years (1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by

mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

Sections 5. Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communications; (ii) for electronic transmission to the corporation, the corporation has in effect taken reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible and tangible form.

Section 6. Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the directors at least one week in advance of the Board meeting at which they will be considered for adoption. The vote of majority of the directors then in office or the unanimous written consent of the directors shall be required to adopt a Bylaw amendment.

Section 7. Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with federal applicable law, the State: New York Nonprofit Legislative law then in effect shall apply.

Last Edited 03/12/2022