

## **J.F.K. Health and Welfare Fund, Incorporated Revised By-Laws (effective on January 1<sup>st</sup>, 2016)**

### **Article 1: By-Laws Application**

These corporation By-Laws constitute the code of rules adopted by the J.F.K. Health and Welfare Fund, Incorporated Board of Directors for the regulation and management of its business affairs. The corporation has the name and purposes stated in its Certificate of Incorporation as it now exists or is hereafter amended. These By-Laws, the powers of the corporation and of its Directors and Officers, and all matters concerning the conduct and regulation of the business of the corporation are subject to such provisions in regard thereto as are set forth in the Certificate of Incorporation; and the Certificate of Incorporation, as it is amended from time to time, is hereby made a part of these By-Laws. All references in these By-Laws to the Certificate of Incorporation are construed to mean the Certificate of Incorporation of the corporation as it is amended from time to time.

### **Article 2: By-Laws Force and Effect**

These By-Laws are subject to the provisions of New York not-for-profit Corporation Law and the Certificate of Incorporation, as either of them may be amended from time to time. If any provision in these By-Laws is inconsistent with a provision of law or the Certificate of Incorporation, then the provision of law or the Certificate of Incorporation shall govern to the extent of such inconsistency.

### **Article 3: By-Laws Amendments**

These By-Laws may be amended or repealed by the Board of Directors at any annual or special Board of Directors meeting. The Secretary provides written notice to the Board of Directors not less than ten (10) or more than thirty (30) calendar days prior to the scheduled meeting at which such change shall be considered and voted upon, which notice shall specify the subject matter of the proposed By-Laws amendment, or repeal of the sections to be affected.

### **Article 4: Corporation Members**

The corporation has members. The requirements for membership eligibility in the corporation are: 1) a person who is of the legal age of majority in the State of New York; and 2) is also a U.S. Customs Service, U.S. Immigration and Naturalization Service, or U.S. Customs and Border Protection Agency employee (full-time, part-time or intermittent but not temporary) who works at the J.F.K. International Airport in Jamaica, New York; or 3) a person who had previously been a member, or 4) a person who is a member on December 31<sup>st</sup>, 2015. There are three types of memberships: Annual members, Alumni members, and Lifetime members. A U.S. Customs and Border Protection Agency employee may become an Alumni member only upon his/her retirement from federal service, transfer from J.F.K. International Airport, or resignation from the U.S. Customs and Border Protection Agency. The amounts of the Annual, Alumni and Lifetime membership dues are determined based upon a majority vote of the Board of Directors, and become effective on January 1<sup>st</sup> of the following year after the Board of Directors vote establishing the membership dues amounts. Annual membership dues are paid each year and Alumni and Lifetime membership dues are paid once. Lifetime membership privileges and benefits automatically transfer to the spouse of a Lifetime member upon the death of the Lifetime member. Membership dues pay for the corporation's administrative expenses and for

publication of the annual J.F.K. Health and Welfare Fund, Inc. pocket calendar which is distributed to all members in good standing who have currently-paid membership dues. Annual membership dues for the following calendar year are to be paid to the Treasurer on the date of the Corporation annual meeting which is held each year during the month of December. If an Annual member does not pay his/her annual membership dues for the following calendar year not later than December 31<sup>st</sup> then that Annual member's membership shall be suspended on January 1<sup>st</sup> of the following calendar year and the suspended Annual member shall not have any member privileges or benefits during the following calendar year until such time as the suspended Annual member pays his/her overdue annual membership dues, at which time the Annual member shall resume membership in good standing for the balance of the following calendar year. Annual members may become Alumni or Lifetime members at any time by paying the Alumni or Lifetime membership dues; however no payment credit shall be given for any years of Annual membership dues that the Annual member had previously paid. Members are permitted to invite one other person as his/her guest(s) at a corporation activity who has the same priority consideration as the member and who may pay to attend the corporation activity at the same price offered to the member. All U.S. Customs and Border Protection Agency employees who work at J.F.K. International Airport may participate in all activities sponsored by the corporation; however Lifetime members and their guests have first priority, Alumni members and their guests have second priority, and Annual members and their guests have third priority for participation in corporation activities ahead of non-members when the number of participants in the corporation activity is limited. A member must be a member in good standing who has currently-paid dues at the time that a corporation activity is advertised to U.S. Customs and Border Protection Agency employees in order to receive membership priority for participation when he/she registers to attend the corporation activity. There are also two classifications of memberships: Director members and Associate members. Director members are the members who are Directors and have voting privileges, and Associate members are the members who are not Directors and do not have voting privileges.

#### **Article 5: Board of Directors**

The business affairs of the corporation are managed by a Board of Directors, which consists of not less than five (5) Directors who are the five (5) Officers that constitute the Executive Board (President, Vice-President, Administrator, Secretary, and Treasurer), and not more than thirteen (13) Directors. There are no term limits for Directors. The qualifications for eligibility to become a Director, which must be met at the time of election, are: 1) a Corporation member in good standing who has currently-paid membership dues; and 2) of legal age of majority in the State of New York; and 3) a current, former or retired U.S. Customs Service, U.S. Immigration and Naturalization Service, or U.S. Customs and Border Protection Agency employee (full-time, part-time or intermittent but not temporary) who works or previously worked at the J.F.K. International Airport. Each Director holds office until his/her term of office expires or until he/she resigns, dies, becomes disqualified, or is removed by the Board of Directors. No member is disqualified from holding office as a Director by reason of any interest. In the absence of fraud, any Director, or any concern in which such Director has any interest or any individual having any interest in any such concern, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other financial action of the corporation, and (a) such transaction is not in any way invalidated or otherwise affected by that fact; and (b) no Director, concern or individual is liable to account to the corporation for any profit or benefit realized

through any such transaction; provided that such transactional interest either was disclosed to the Board of Directors at the time it was entered into, or is authorized or ratified by a majority of the Board of Directors who are not so interested and who have made any findings as required by law. The Board of Directors is insured by a commercial Officers and Directors liability insurance policy, and no Director is personally liable to the corporation for monetary damages for breach of fiduciary duty, notwithstanding any provision of law imposing such liability, except to the extent such exemption from liability is not permitted under law.

#### **Article 6: Powers of Directors**

The business affairs and property of the corporation are managed by and are under the control and direction of the Board of Directors. Any action or vote required or permitted by law to be taken by members shall only be taken by action or vote of the Board of Directors. The corporation may authorize amendment to its Certificate of Incorporation by a majority vote of the Board of Directors, subject to the requirements of Corporation Law of the Consolidated Laws of New York. The corporation may authorize the sale, lease or other disposition of all or substantially all of its property and assets by a majority vote of the Board of Directors subject to the requirements of Corporation Law of the Consolidated Laws of New York. Each Director has one vote regardless of whether the Director concurrently holds more than one Director position. When a quorum is present at a meeting, a majority of the Directors present and voting decides any question, including the election of Officers, unless otherwise provided by law, these By-Laws, or the Certificate of Incorporation. The Board of Directors makes all policy for the corporation. The Board of Directors has the power to: 1) amend or authorize the amendment of the Certificate of Incorporation or these By-Laws, 2) elect officers required by law, the Certificate of Incorporation or these By-Laws to be elected by the Board of Directors, and to fill vacancies in any such offices, 3) fill vacancies on the Board of Directors, and 4) authorize the liquidation or dissolution of the corporation. The Board of Directors may delegate from time to time to any Officer, agent or employee such powers and authority as the law, these By-Laws, and the Certificate of Incorporation may permit. The Board of Directors in its discretion may appoint and remove, and determine the compensation and duties of all agents and contractors of the corporation, in addition to those fixed by law, these By-Laws, and the Certificate of Incorporation. The Board of Directors reviews and approves all contracts for goods or services obligating the corporation. A Director who is a Customs and Border Protection Agency supervisor or manager may not solicit any Customs and Border Protection Agency employee to become a member or solicit a member to make a contribution to the corporation.

#### **Article 7: Director and Officer Nominations**

Any Director on the Board of Directors may nominate himself/herself or any other member in good standing who has currently-paid membership dues to fill a projected or current vacancy as a Director or Officer on the Board of Directors. The elections to fill the Director and Officer positions for the following calendar year are held at the Corporation annual meeting held during the month of December or at a special meeting convened for the purpose of electing a Director or Officer to fill a vacancy created by a Director or Officer who has resigned, died, become disqualified, or been removed prior to the completion of his/her term of office. A member elected to a Director or Officer position for the calendar year shall not assume his/her elected office unless and until he/she has paid his/her membership dues for the respective calendar year.

## **Article 8: Director and Officer Elections**

The Board of Directors elects from the members in good standing who have currently-paid membership dues the Corporation Directors and Officers at the annual meeting held every year during the month of December in order to carry out the objectives of the corporation for the following calendar year. A member must receive the majority of the secret votes cast by the Board of Directors in order to be elected to fill a Director or Officer vacancy, and the Board of Directors shall conduct successive secret votes until all Director and Officer vacancies have been filled. Directors serve one-year terms and Directors who are Officers serve four-year terms. A member shall have completed at least one annual term of office as a Director in order to be eligible for election as an Officer. A member may hold more than one Director or Officer position at the same time, but no Officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged or verified by two (2) or more Officers. The Board of Directors may remove any Director or Officer at any time, with or without cause, based upon a majority secret vote of the Board of Directors. The duties and authority of the Officers are as specified by these By-Laws. Each Director and Officer is elected at the annual meeting of the Board of Directors. Each Director holds office for the following calendar year from January 1<sup>st</sup> through December 31<sup>st</sup> or until he/she dies, resigns, becomes disqualified, or is removed, and each Director who is an Officer holds office for the following four calendar years from January 1<sup>st</sup> of the first year through December 31<sup>st</sup> of the fourth year or until he/she dies, resigns, becomes disqualified, or is removed. Each agent or contractor of the corporation shall retain his/her position or authority at the will and pleasure of the Board of Directors. The Directors and Officers have the following duties and authorities:

**1. Director and President:** The President is a member of the Executive Board, supervises management of the business affairs of the corporation, and presides as the Chairperson of the Board of Directors at all Board of Directors meetings, except as the Board of Directors shall otherwise determine, and also has such other powers and duties as may be determined by the Board of Directors. The President has the general powers and duties of management usually vested in the office of a corporation President. The President may delegate, from time to time, to other Officers any or all of his/her duties and authority. The President signs and executes all contracts or purchase orders/agreements contractually obligating the corporation. The President approves all official documents written for or on behalf of the corporation prior to their distribution or publication. The President is authorized to use a corporation bank card only for corporation business for purchases costing not more than one thousand dollars (\$1000), but is not authorized to sign bank drafts, approve account transfers, or make cash withdrawals from the corporation's financial institutions when the amount of the bank draft, account transfer, or cash withdrawal is one thousand dollars (\$1000) or less. The President is authorized to also sign as a second signatory or approver for bank drafts, account transfers, and cash withdrawals from the corporations' financial institution accounts when the amount of the bank draft, account transfer or cash withdrawal is more than one thousand dollars (\$1000).

**2. Director and Vice-President:** The Vice-President is a member of the Executive Board and has all of the powers and responsibilities of the office of the President only during the temporary absence or incapacity of the President. The Vice-President shall assume the duties and responsibilities of the President should the President resign, die, become disqualified, or be

removed from office or otherwise be unable to complete his/her term of office. The Vice-President is authorized to use a corporation bank card only for corporation business for purchases costing not more than one thousand dollars (\$1000), but is not authorized to sign bank drafts, approve account transfers, or make cash withdrawals from the corporation's financial institutions when the amount of the bank draft, account transfer, or cash withdrawal is one thousand dollars (\$1000) or less. The Vice-President is authorized to also sign as a second signatory or approver for bank drafts, account transfers, and cash withdrawals from the corporations' financial institution accounts when the amount of the bank draft, account transfer or cash withdrawal is more than one thousand dollars (\$1000). Otherwise, the Vice-President has no special powers and duties.

**5. Director and Administrator:** The Administrator is a member of the Executive Board, manages the daily business activities of the corporation at J.F.K. International Airport and ensures that decisions approved by the Board of Directors are implemented. The Administrator oversees all activities authorized by the Board of Directors and supervises all members assigned duties by the Board of Directors. The Administrator has physical access to all Customs and Border Protection workplaces at the J.F.K. International Airport in order to perform his/her duties. The Administrator is authorized to use a corporation bank card only for corporation business for purchases costing not more than one thousand dollars (\$1000), but is not authorized to sign bank drafts, approve account transfers, or make cash withdrawals from the corporation's financial institutions when the amount of the bank draft, account transfer, or cash withdrawal is one thousand dollars (\$1000) or less. The Administrator is authorized to also sign as a second signatory or approver for bank drafts, account transfers, and cash withdrawals from the corporations' financial institution accounts when the amount of the bank draft, account transfer or cash withdrawal is more than one thousand dollars (\$1000). Otherwise, the Administrator has no special powers and duties.

**4. Director and Secretary:** The Secretary is a member of the Executive Board and manages the corporation's official documents. The Secretary publishes notice of all meetings as prescribed in these By-Laws, and keeps in a binder the official records of the corporation, including the minutes of all annual and special meetings of the Board of Directors, and keeps this binder at the corporation's principal office of record. This binder also contains the records of all meetings of incorporators and the original or attested copies of the Certificate of Incorporation and its amendments, the previous and current corporation By-Laws, the names and addresses of the current corporation Directors and Officers, and the names and addresses of all corporation members. The Secretary files required corporation documents with the New York State Corporation Commission, and updates the corporation's profile on the [www.guidestar.org](http://www.guidestar.org) website on January 1<sup>st</sup> of each calendar year. The Secretary is responsible for the corporation's official seal and performs such other duties and possesses such other powers as are incident to the office, or as are assigned by the Board of Directors. The Secretary is not authorized to sign bank drafts or approve account transfers or cash withdrawals from the corporations' financial institution accounts, and is not authorized to use a corporation bank card. The Secretary is a legal resident of the State of New York.

**5. Director and Treasurer:** The Treasurer is a member of the Executive Board and manages the corporation's funds and the disbursements thereof, subject to the decisions of the Board of

Directors. The Treasurer has custody of the corporation's funds and keeps regular financial accounting records of the corporation. The Treasurer performs such other duties and possesses such other powers as are incidental to the office or as are assigned by the Board of Directors. The Treasurer is responsible to the Board of Directors but in the ordinary conduct of the corporation's business is not required to report. The Treasurer is authorized to use a corporation bank card only for corporation business for purchases costing not more than one thousand dollars (\$1000). The Treasurer signs all bank drafts, approves all account transfers, and makes all cash withdrawals of any amount against the Corporation's financial institution accounts, which shall also be signed or approved by one other Officer (either the President, Executive Vice-President, or Administrative Vice-President) when the amount of the bank draft, account transfer or cash withdrawal is more than one thousand dollars (\$1000). The Treasurer and one other Officer sign all checks in amounts exceeding one thousand dollars (\$1000). The Treasurer prepares and submits to the Board of Directors for its approval at its annual meeting an annual corporation fiscal year budget for the following calendar year. The Treasurer prepares or oversees the preparation of all financial filings and tax forms as required by the State of New York, the Internal Revenue Service, and other federal or state agencies.

**6. Director of Activities:** The Director of Activities is the Chairperson of the Activities Committee and manages the corporation's social activities.

**7. Director of Alumni:** The Director of Alumni is the Chairperson of the Alumni Committee and manages the corporation's alumni affairs.

**8. Director of Audit:** The Director of Audit is the Chairperson of the Audit Committee, manages the corporation's internal audit program, and audits the corporation's financial records.

**9. Director of Development:** The Director of Development is the Chairperson of the Development Committee and manages the corporation's development and fund-raising programs.

**10. Director of Facilities:** The Director of Facilities is the Chairperson of the Facilities Committee, manages the corporation's facilities and property, maintains an inventory of the corporation's property, and ensures that all corporation property is in working order.

**11. Director of Marketing:** The Director of Marketing is the Chairperson of the Marketing Committee, manages the corporation's marketing program, and promotes corporation events.

**12. Director of Membership:** The Director of Membership is the Chairperson of the Membership Committee, manages the corporation's membership records, and conducts the annual membership drive.

**13. Director of Publicity:** The Director of Publicity is the Chairperson of the Publicity Committee, manages the corporation's publicity program, and maintains the corporation's public internet website and the corporation's public FACEBOOK internet account.

### **Article 9: Director and Officer Resignations and Removals**

Any Director or Officer may resign at any time by delivering his/her resignation in writing to the Secretary. The Board of Directors may, by a majority secret vote of the Directors in office, remove any Director or Officer from office, with or without cause. However, a Director or Officer may be removed for cause only after having received a formal written notice from the President proposing his/her removal from office and after having been given the opportunity to present his/her defense, to provide evidence, and to produce witnesses regarding the proposed removal action before the Board of Directors at a special meeting of the Board of Directors called by the President in accordance with the provisions of Article 12. The Board of Directors may also terminate or modify the authority of any Corporation agent or contractor by a majority vote of the Directors in office.

### **Article 10: Director and Officer Compensation and Reimbursement**

Directors and Officers do not receive any fee, salary or remuneration of any kind for their services as Directors and Officers; provided, however, that Directors and Officers may be reimbursed for necessary and reasonable expenditures incurred in the performance of their duties as approved by the Board of Directors when incurred by Officers or Directors while attending activities that the Board of Directors has determined support the purposes of the Corporation. Directors and Officers seeking reimbursement of incurred expenses shall submit a signed and dated claim requesting reimbursement to the Treasurer with supporting documentation (e.g. credit card receipt, cancelled check, business receipt, ledger entry, etc.), and the claim shall be considered and voted upon by the Board of Directors at a Board of Directors meeting.

### **Article 11: Board of Directors Annual Meeting**

An annual meeting for the election of Directors and Officers for the following calendar year, and to conduct other such business as may be required, shall be held not earlier than December 1st and not later than December 31st of each calendar year on a date and at a location as determined by the President. Annual meetings are open to attendance by any associate member in good standing who has currently-paid membership dues, and are conducted according to simplified Robert's Rules of Order. The Secretary shall provide written notice to the Board of Directors of the date, time, place and agenda of the annual meeting not less than ten (10) or more than thirty (30) calendar days prior to the scheduled annual meeting date. The written notice may be delivered by either email or by letter to the Director's home mailing address. A Director may not attend the annual meeting by proxy.

### **Article 12: Board of Directors Special Meetings**

The Board of Directors may also hold special meetings as necessary for any purpose. Special meetings of the Board of Directors may be called at any time by the President with the concurrence of a majority of the five (5) Officers constituting the Executive Board. Special meetings of the Board of Directors are open to attendance by any associate member in good standing who has currently-paid membership dues, and are conducted according to simplified Robert's Rules of Order. The Secretary shall provide written notice to the Board of Directors of the date, time, place and agenda of the special meeting not less than ten (10) or more than thirty (30) calendar days prior to the scheduled special meeting date. The written notice may be delivered by either email or by letter to the Director's home mailing address. A Director may not attend a special meeting by proxy.

### **Article 13: Board of Directors Meeting Quorum**

A majority of the Board of Directors in office constitutes a quorum for the transaction of all Corporation business. Directors are required to be present at all Board of Director meetings and Directors shall attend not less than fifty percent (50%) of all Board of Directors meetings held during the calendar year. Directors who do not attend at least fifty percent (50%) of all meetings during the calendar year may be removed from the Board of Directors by a majority secret vote of the Board of Directors.

### **Article 14: Director and Officer Standard of Care**

Each Director and Officer of the Corporation shall perform his/her duties in good faith and in such a manner that he/she reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position with respect to a similar corporation organized under the Corporation Law of the State of New York would use under similar circumstances. In performing his/her duties, each Director and Officer is entitled to rely on information, opinions, reports or records, including financial statements, books of account and other financial records, in each case presented by or prepared by or under the supervision of (1) one or more Officers, agents or contractors of the corporation who the Director or Officer reasonably believes to be reliable and competent in the matters presented, or (2) legal counsel, public accountants or other persons as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence; but he/she shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. Each Director or Officer is not liable for the performance of his/her duties if he/she acts in compliance with this article.

### **Article 15: Director and Officer Personal Liability for Signing of Documents**

Except as the Directors may generally or in particular cases authorize the execution thereof, all leases, property transfers, contracts, purchase agreements, bonds, notes, and other legal obligations made, accepted or endorsed by the corporation shall be signed by the President acting as the legal agent of the corporation. The Directors and Officers of the corporation are not personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the corporation may look only to such contract or claim, or for the payment of any debt, damages, judgment or decree or of any money that may otherwise be due or payable to them from the corporation.

### **Article 16: Corporation Service Contracts**

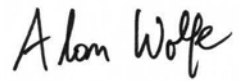
The corporation may contract with independent contractors/consultants, who are not Directors or Officers, to perform necessary services associated with accomplishing the corporation's purposes. The corporation shall comply with all applicable requirements of federal and state law in discharging its service contracts, and shall compensate its independent contractors/consultants for their services at not less than the mandated federal minimum hourly wage in effect at the time of contract award.

### **Article 17: Corporation Fiscal Year**

The fiscal year of the Corporation runs concurrently with the calendar year from January 1st through December 31st of each year.



**These revised Bylaws were approved and adopted by a majority vote of the J.F.K. Health and Welfare Fund, Incorporated Board of Directors on December 10<sup>th</sup>, 2015 as follows: 7 “Yes” votes, 0 “No” votes, and 1 “Abstain” vote.**

A handwritten signature in black ink that reads "Alan Wolfe". The signature is written in a cursive, slightly slanted style.

**Alan Wolfe  
Executive Vice-President  
J.F.K. Health and Welfare Fund, Incorporated**