

BY-LAWS OF THE
BRONX COUNCIL FOR ENVIRONMENTAL QUALITY

ARTICLE I - PURPOSES

The Corporation shall be organized as a nonprofit, tax-exempt organization for the purposes set forth in its Certificate of Incorporation.

ARTICLE II – MEMBERS

Section 1: Membership. Membership shall be open to all persons interested in the purposes of the Corporation. The Board of Directors of the Corporation shall establish such other criteria for membership or categories of membership, including a schedule of dues, as they deem appropriate. The Board of Directors may establish the rights of the Members of the Corporation.

Section 2: Meetings. The annual meeting of the membership shall be held each year at the place, time and date, as may be fixed by the Board of Directors, or if not so fixed, as may be determined by the President of the Corporation. Special meetings shall be held whenever called by the Board of Directors or the President.

Section 3: Notice of the Annual Meetings. Written notice of the place, date and hour of the meeting shall be given to each member entitled to vote at such meeting by mailing the notice by electronic mail or first-class mail, not less than seven, nor more than fifty, days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

Section 4: Quorum, Adjournments of Meetings. At all meetings of the members, one-tenth of the members whose dues are paid present in person or by proxy shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members so present or represented may adjourn the meeting. At any adjourned meeting at which a quorum is present, any business

may be transacted which might have been transacted at the meeting as originally called.

Section 5: Organization. The President of the Corporation shall preside at all meetings of the members or, in the absence of the President, the Vice President. The Secretary of the Corporation shall act as Secretary at all meetings of the members, but in the absence of the Secretary, the presiding officer shall appoint any person to act as Secretary of that meeting only.

Section 6: Voting. At any meeting of the members, each member present in person shall be entitled to one vote. Voting by proxy shall be permitted, only in the case of voting for members of the Board of Directors. Upon demand of any member, any vote for directors or upon any question before the meeting shall be by ballot.

Section 7: Action by the Members. Except as otherwise provided by law or by these By-Laws, the vote of a majority of members entitled to vote, if a quorum is present at such time, shall be the act of the members. Action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the members entitled to vote thereon.

ARTICLE III - BOARD OF DIRECTORS

Section 1: General Powers and Number. The Board of Directors shall have the general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The number of directors constituting the entire Board shall be not less than 18 nor more than 28.

Section 2: Election and Term of Office. Directors shall be elected at the Annual Meeting of the members by vote of a majority of the entire membership. Directors shall be elected to hold office for a term of three years. Each director shall hold office until the expiration of the term for which he or she is elected and until his or her successor has been elected and qualified, or until his or her death,

resignation or removal. Directors are required to attend at least three formal meetings per year. Each Director shall be at least eighteen years of age.

Section 3: Newly Created Directorships and Vacancies. Newly created directorships and vacancies among the directors for any reason may be filled by vote of a majority of the directors then in office, and the directors so elected shall serve until the next annual meeting and until his or her successor has been elected and qualified or until his or her death, resignation or removal.

Section 4: Resignations. Any director may resign at any time by delivering a resignation in writing to the President of the Corporation, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

Section 5: Removal. Any director elected by the members may be removed for cause by a majority vote of the entire Board, at any special meeting of the Board called for that purpose, or without cause by vote of the members.

Section 6: Meetings. Meetings of the Board of Directors may be held at such times and places as the Board may fix. The time and place of the annual meeting of the Corporation shall be determined by the President of the Board if it is not fixed by the Board. Special meetings shall be held whenever called by the President or by two Directors at a time and place specified by the person or persons calling the meeting.

All meetings shall be held in the City of New York at a time and place stated in the notice of meeting. Any request for a meeting shall state the purpose or purposes of the proposed meeting.

Section 7: Notice of Meetings. Notice of the regular meetings and any special meeting of the Board of Directors shall be given at least seven day previously thereto by written notice to each Director at his or her electronic or postal address as shown by the records of the Corporation.

Section 8: Conduct of Meetings. Meetings of the Directors shall be presided over by the President. If the President cannot preside, a Vice President shall preside. In the event that a Vice President cannot preside, Board members attending a meeting can choose a Board Member to preside. The Secretary of the Corporation or, in the Secretary's absence, a person chosen at the meeting shall act as Secretary of the meeting. One third of the Directors then in office shall constitute a quorum for the transaction of business.

Section 9: Compensation. Directors shall not receive any stated salaries for their services, except that the Directors may receive reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation and that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE IV – OFFICERS

Section 1: Officers. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2: Election and Term of Office. The officers of the Corporation shall be chosen at the annual meeting of the Board of Directors from among the members of the Board of Directors. An officer may resign by written notice to the Corporation. The resignation shall be effective upon receipt by the corporation or at a subsequent time specified in the notice of resignation. The Directors shall have power to fill any vacancies in any offices occurring from whatever reason. They shall serve for a term of two years.

Section 3: Removal. Any officer elected or appointed by the Board of Directors may be removed by a vote of the majority of the entire Board of Directors then in office.

Section 4: President. The President or a Vice President shall preside at all meetings of the members and of the Board of Directors; shall have general supervision of the affairs of the Corporation; shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors; and, in general, shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors, the President may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

Section 5: Vice Presidents. The Vice Presidents in the order designated by the Board of Directors or, lacking such designation, by the President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors may prescribe.

Section 6: The Secretary. The Secretary shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose. In the absence of the Secretary a person chosen at the meeting shall act as Secretary.

Section 7: The Treasurer. The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of

receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Directors. The Treasurer shall render to the President and Directors, at the regular meetings of the Directors, or whenever they may require it, an account of all his or her transactions as Treasurer of the financial condition of the Corporation.

Section 8: Employees and Other Agents. The Board of Directors may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall hold office during the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, as the Board of Directors may from time to time determine.

ARTICLE V – COMMITTEES

Section 1. Standing Committees. There are two Standing Committees of the Corporation- the Executive and Audit Committees. These two standing committees must consist of at least three board members elected or appointed by the board, have the power to bind the board within in the limitations of Nonprofit Corporation Law, and must keep minutes of its proceedings and shall report these to the Board of Directors at its next meeting.

a. Executive Committee. The Executive Committee, if one is designated, shall, during intervals between meetings of the Board of Directors, exercise all the powers of the Board in the management of the business and affairs of the Corporation, except as otherwise provided by these By-laws or resolutions of the Board. The Executive Committee shall consist of the Officers of the Corporation and such other members of the Board of Directors as the Board may designate including at least one member at large. The presence of a majority of the members of the Executive committee shall be necessary and sufficient to constitute a quorum.

b. Audit Committee. The Audit Committee duties include: oversight of accounting and financial reporting processes, oversight of audit of corporation's financial statements, retain an auditor annually and review audit results with auditor.

Section 2. Committees of the Board. The Board of Directors may, by resolution at any meeting of the Board, designate standing, ad hoc and special committees of the Board. Any Committee may include as full voting members such persons, whether or not Directors or officers of the Corporation, as the Board of Directors shall determine.

ARTICLE VI - CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1: Checks, Notes and Contracts. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 2: Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

ARTICLE VII - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX - SEAL

The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, State of New York."

ARTICLE X - INDEMNIFICATION

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses including attorneys' fees.

ARTICLE XI - AMENDMENTS

These By-Laws may be amended by the affirmative vote of a majority of the directors in office at any meeting of the Board of Directors, or by the members of the Corporation at a meeting duly called for the purpose of amending these By-Laws, providing notice of the proposed amendment has been included in the notice of meeting. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Articles of Incorporation.

ARTICLE XII- CONFLICT OF INTEREST

ARTICLE 1

Purpose and Definitions

Section 1. Purpose.

The purpose of this policy (the "Policy") is to protect the interests of Bronx Council for Environmental Quality (the "Corporation") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, Officer, or Key Employee of the Corporation. The Corporation will not enter into any such transaction or arrangement unless it is determined by the Board in the manner described below to be fair, reasonable and in the best interests of the Corporation at the time of such determination. This Policy is intended to supplement, but not replace, any applicable state and federal laws

governing conflicts of interest applicable to non-for-profit and charitable organizations

Section 2. Definitions.

(a) Affiliate. An affiliate of the Corporation is a person or entity that is directly or indirectly through one or more intermediaries, controlled by, in control of, or under common control with the Corporation.

(b) Board of Directors. The body responsible for the Governance of the Corporation.

(c) Director. Any member of the governing body of a corporation, whether designated as a director, trustee, manager, governor, or by any other title.

(d) Financial Interest. A person has a Financial Interest if such person would receive an economic benefit, directly or indirectly, from any transaction, agreement, compensation agreement, including direct or indirect remuneration as well as gifts or favors that are not insubstantial or other arrangement involving the Corporation.

(e) Independent Director. A member of the Board of Directors (the "Board") who:

(i) Has not been an employee of the Corporation or an Affiliate of the Corporation within the last three years;

(ii) Does not have a Relative who has been a Key Employee of the Corporation or an Affiliate of the Corporation within the last three years;

(iii) Has not received and does not have a Relative who has received more than \$10,000 in compensation directly from the Corporation or an Affiliate of the Corporation in any of the last three years (not including reasonable compensation or reimbursement for services as a Director, as set by the Corporation);

(iv) Does not have a substantial Financial Interest in and has not been an employee of, and does not have a Relative who has a substantial Financial Interest in or was an Officer of, any entity that has made payments to or received payments from, the Corporation or an Affiliate of the

Corporation in excess of the lesser of: (a) \$25,000 or (b) 2% of the Corporation's consolidated gross revenue over the last three years (payment does not include charitable contribution);

(v) Is not in an employment relationship under control or direction of any Related Party and does not receive payments subject to approval of a Related Party;

(vi) Does not approve a transaction providing economic benefits to any Related Party who in turn has approved or will approve a transaction providing economic benefits to the Director.

(f) Key Employee. A Key Employee is a person who is, or has within the last five years, been in a position to exercise substantial influence over the affairs of the Corporation. This includes, but is not limited to:

(i) Voting members of the Board;

(ii) Executive officers of the Corporation;

(iii) Employees who receive annual compensation in excess of \$150,000 or are one of the top 20 employees with the highest reportable compensation in the Corporation or an Affiliate of the Corporation;

(iv) Anyone who manages a discrete activity or segment of the Corporation that represents 10% or more of the assets, income, or expenses of the Corporation;

(v) Anyone who has or shares authority to control 10% or more of the Corporation's capital expenditures, operating budget or employee compensation.

(g) Officer. A person who has the authority to bind the Corporation as designated in the Bylaws of the Corporation.

(h) Related Party. Persons who may be considered a Related Party of the Corporation or an Affiliate of the Corporation under this Policy include:

(i) Directors, Officers, or Key Employees of the Corporation or an Affiliate of the Corporation;

- (ii) Relatives of Directors, Officers, or Key Employees;
- (iii) any entity in which a person in (i) or (ii) has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%;
- (iv) Founders of the Corporation;
- (v) Substantial contributors to the Corporation (within the current fiscal year or the past five fiscal years);
- (vi) Persons owning a controlling interest (through votes or value) in the Corporation;
- (vii) Any non-stock entity controlled by one or more Key Employees.

(i) Related Party Transaction. Any transaction, agreement or any other arrangement with the Corporation or an Affiliate of the Corporation in which a Related Party has a Financial Interest. Any Related Party Transaction will be considered a conflict of interest for purposes of this Policy.

(j) Relative. A Relative is a spouse, ancestor, child (whether natural or adopted), grandchild, great grandchild, sibling (whether whole or half blood), or spouse of a child (whether natural or adopted), grandchild, great grandchild or sibling (whether whole or half blood), or a domestic partner as defined in section 2994-A of the New York Public Health Law.

Article II

Related Party Transactions, Disclosure and Oversight Procedures

Section 1. Related Party Transactions and Duty to Disclose:

A Related Party Transaction is not necessarily a prohibited transaction. Under this Policy, if the Corporation contemplates entering into a Related Party Transaction, the Independent Directors of the Board must determine if the transaction is fair, reasonable, and in the best interests of the Corporation at the time of such determination.

If at any time during his or her term of service a Related Party acquires any Financial Interest or when any matter for decision or approval comes before the Board in which a Related Party has a Financial Interest, the material facts of that Financial Interest or potential Related Party Transaction must be promptly disclosed in writing by the Related Party to each member of the Board. The Board will then follow the procedures in Article 4 of this Policy.

Any failure by a Related Party to disclose to the Board a known Financial Interest or a known potential Related Party Transaction may be grounds for removal of such person from the Board and/or his or her termination from the Corporation.

Section 2. Review and Voting.

(a) Non-Participation and Review. All transactions, agreements or any other arrangements between the Corporation and a Related Party, and any other transactions which may involve a potential conflict of interest, shall be reviewed by the Independent Directors. All Related Parties with a Financial Interest shall leave the room in which such deliberations are conducted. The Independent Directors will then determine whether the contemplated Related Party Transaction is fair, reasonable, and in the best interests of the Corporation at the time of such determination. The Corporation will not enter into any Related Party Transaction unless it is determined to be fair, reasonable and in the best interest of the Corporation at the time of such determination.

(b) Consideration of Alternate Transactions and Comparability Data. If the contemplated Related Party Transaction pertains to compensation for services or the transfer of property or other benefit to a Related Party, the Independent Directors must determine that the value of the economic benefit provided by the Corporation to the Related Party does not exceed the value of the consideration received in exchange by obtaining and reviewing appropriate comparable data prior to entering the transaction.

In those instances where the contemplated Related Party Transaction does not involve compensation, transfer of property or benefits to a Related Party, the Independent Directors must consider alternative transactions to the extent possible, prior to entering into such transaction.

(c) Comparability Data. When considering the comparability of compensation, for example, the relevant Comparability Data which the Independent Directors may consider includes, but is not limited to (1) compensation levels paid by similarly situated organizations, both exempt and non-exempt; (2) the availability of similar services within the same geographic area; (3) current compensation surveys compiled by independent firms; and (4) written offers from similar institutions competing for the same person's services. When the transaction involves the transfer of real property as compensation, the relevant factors include, but are not limited to (i) current independent appraisals of the property, and (ii) offers received in a competitive bidding process.

(d) Voting. The Independent Directors after considering alternate transactions and/or comparability data shall determine in good faith whether the transaction or arrangement is fair, reasonable, and in the best interest of the Corporation at the time of such decision. Any such transaction shall be approved by not less than a majority vote of the Independent Directors present at the meeting. The Independent Directors shall make their decision as to whether to enter into the transaction or arrangement and shall contemporaneously document the meeting under Article 6 of this Policy.

All Related Parties with a Financial Interest must not be present for deliberations and voting on the transaction or arrangement in which he or she has a Financial Interest. Only Independent Directors shall vote on Related Party Transactions. No Related Party shall vote, act, or attempt to influence improperly the deliberations on any matter in which he or she has been determined by the Board to have a Financial Interest. Any attempt to vote, act, or improperly influence deliberations by a Related Party on any matter with which such person has a Financial Interest may be grounds for such person's removal from the Board or termination from the Corporation.

(e) Compensation. A voting member of the Board or an Officer who receives compensation directly or indirectly from the Corporation for services or a Director serving as a voting member of any Committee whose jurisdiction includes compensation matters is precluded from voting or acting on matters pertaining to that Director's or Officer's compensation.

No voting member of the Board or any committee thereof whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to the Board or any committee thereof regarding compensation.

Section 3. Audit [or other] Committee Review

The Board may delegate to the Audit Committee or any other committee, which shall be composed solely of Independent Directors, the review and approval of any Related Party Transaction; provided that if in such committee's judgment the Related Party Transaction is of a magnitude that would otherwise require Board approval, the committee shall submit the Related Party Transaction to the Board for consideration, providing its recommendation as to whether or not to approve it.

In the event the Board delegates the review and approval of Related Party transactions to a committee, all references to Board in this Policy shall be deemed to refer to such Committee and all references to a majority of the Board shall be deemed to refer to a majority of such Committee.

Section 4. Records of Proceedings

The minutes of all meetings of the Board at which a Related Party Transaction is considered shall contain:

(a) The names of the persons who disclosed or otherwise were determined to have a potential or actual Financial Interest and/or conflict of interest, the nature of the potential or actual Financial Interest and/or conflict of interest, any action taken to determine whether a Financial Interest or conflict of interest exists, and the Board's decision as to whether a Financial Interest and/or conflict of interest exists.

(b) The names of the persons who were present for discussions and votes relating to any determinations under Article 6(a) above, including whether the Related Party and any Board members not considered to be Independent Directors, left the room during any such discussions, the content of such discussions, including

discussion of alternative transactions, and whether or not the transaction with the Related Party was approved by the Board.

(c) The minutes shall be documented contemporaneously to the decision and discussion regarding the Financial Interest or conflict of interest.

Section 5. Initial and Annual Written Disclosures.

Prior to a Director's initial election to the Board, or an Officer or Key Employee's employment at the Corporation, and thereafter on an annual basis, all Directors, Officers, and Key Employees shall disclose in writing to the Secretary of the Corporation:

(a) Any entity of which such person or a Relative of such person is an officer, director, trustee, member, owner, or employee and with which the Corporation has a relationship,

(b) Any Financial Interest such person may have in any corporation, organization, partnership or other entity which provides professional or other goods or services to Corporation for a fee or other compensation, and

(c) Any position or other material relationship such Director, Officer, Key Employee, or Relative of such person, may have with any not-for-profit corporation with which the Corporation has a business relationship.

A copy of each disclosure statement shall be kept in the Corporation's files and made available to any Director, Officer, or Key Employee upon request.

Section 6. Annual Statements.

Each Director, Officer, and Key Employee shall annually sign and submit to the Secretary of the Corporation a statement which affirms such person: (a) has received a copy of this Policy, (b) has read and understands the Policy, and (c) has agreed to comply with the Policy.

ARTICLE III

Conflicts of Interest, Contracts and Services of Directors and Officers

Section 1. Disclosure.

(a) Prior to election to the Board, and thereafter on an annual basis, all Directors and Officers shall disclose in writing, to the best of their knowledge, any Interest (as defined below) such Director may have in any corporation, organization, partnership or other entity which provides professional or other goods or services to the Corporation for a fee or other compensation, and any position or other material relationship such Director or Officer may have with any other not-for-profit corporation with which the Corporation has an attorney-client or other business relationship (collectively, a "Conflict of Interest"). A copy of each disclosure statement shall be available to any Director of the Corporation on request.

(b) If at any time during his or her term of service, a Director acquires any Interest or otherwise a circumstance arises which may pose a Conflict of Interest, that Interest or other Conflict shall be promptly disclosed in writing to the President of the Board.

(c) When any matter for decision or approval comes before the Board or any committee of the Board in which a Director has an Interest or Conflict of Interest, that Interest or Conflict of Interest shall be immediately disclosed [in writing] to the Board or relevant

Section 2. Definition of "Interest."

Whether a Director has an Interest in an entity shall be determined by whether that Director would derive a significant individual economic benefit, either directly or indirectly, from any transaction or relationship involving such entity or any decision on a matter involving such entity by the Board or a Committee. The fact that an entity may take positions on legislative matters of general impact shall not constitute an Interest or Conflict of Interest.

Section 3. Voting.

No Director shall vote on any matter in which he or she has an Interest or Conflict of Interest.

Section 4. Non-Participation.

Any Director who has an Interest or Conflict of Interest in a matter shall leave the room in which discussion regarding that matter is carried on, if so requested by the Board or the relevant Committee; provided, however, that the interested Director may participate in any discussion regarding his or her absence and the interested Director shall be given an opportunity to disclose and explain the interested transaction to the Board prior to the Board discussion and vote on the transaction without the presence of the interested Director.

Section 5. Attempts to Influence.

Directors shall not attempt to influence other Directors regarding matters in which they have a Interest or Conflict of Interest, without first disclosing that Interest or Conflict of Interest.

Section 6. Contract Review Committee.

The Board may, in its discretion, establish a Contract Review Committee consisting of at least three (3) Directors to review any contract that is proposed for approval by the Board respecting which a Director may have an Interest or Conflict of Interest (an "Interested Party Contract"). If no Contract Review Committee has been duly appointed, at any time, the Board or another committee so authorized by the Board (not including the Directors having an interest in the Interested Party Contract) shall serve such role. The Contract Review Committee or Board shall review the Interested Party Contract and determine whether to authorize the contract; provided that if the contract is of a magnitude that it would otherwise require Board approval, the Contract Review Committee shall submit the Interested Party Contract to the Board with its recommendation whether or not to approve it. The Contract Review Committee or the Board must approve an Interested Party Contract by a majority vote of the disinterested Directors entitled to vote on the matter.