

TABLE OF CONTENTS

Page	Page
ARTICLE I ORGANIZATION	1
Section 1.1 Name	1
Section 1.2 Purpose	1
Section 1.3 Object	1
Section 1.4 Term Year	1
ARTICLE II MEMBERS	2
Section 2.1 Eligibility of Members	2
Section 2.2 Liability of Members	2
ARTICLE III BOARD	3
Section 3.1 Power of Board and Officers	3
Section 3.2 Number and Term of Officers	3
Section 3.3 Election	3
Section 3.4 Resignation and Removal of Directors	3
Section 3.5 Vacancies	3
Section 3.6 Action by the Board of Directors	3
Section 3.7 Place of Meeting	3
Section 3.8 Annual Meeting	3
Section 3.9 Regular Meetings	3
Section 3.10 Special Meetings	3
Section 3.11 Waiver of Notice	3
Section 3.12 Quorum	3
Section 3.13 Compensation	3
Section 3.14 Annual Report	3
ARTICLE IV COMMITTEES	4
Section 4.1 Nominating Committee	4
Section 4.2 Executive Committee and Other Standing Committees	4
ARTICLE V OFFICERS	5
Section 5.1 Number	5
Section 5.2 President	5
Section 5.3 Vice Presidents	5

**AMENDED AND RESTATED BY-LAWS**  
**OF**  
**WESTMORELAND SANCTUARY, INC.**

January 18, 2018

## TABLE OF CONTENTS

	Page
ARTICLE I ORGANIZATION .....	1
Section 1.1. Name .....	1
Section 1.2. Purpose.....	1
Section 1.3. Office .....	1
Section 1.4. Fiscal Year .....	1
ARTICLE II MEMBERS .....	2
Section 2.1. Members .....	2
Section 2.2. Liability of Members .....	2
ARTICLE III BOARD OF DIRECTORS .....	2
Section 3.1. Power of Board and Qualification of Directors .....	2
Section 3.2. Number and Term of Office .....	2
Section 3.3. Organization.....	3
Section 3.4. Resignations and Removal of Directors .....	3
Section 3.5. Newly Created Directorships and Vacancies.....	4
Section 3.6. Action by the Board of Directors.....	4
Section 3.7. Place of Meeting .....	5
Section 3.8. Annual Meetings.....	5
Section 3.9. Regular Meetings .....	5
Section 3.10. Special Meetings.....	5
Section 3.11. Waivers of Notice .....	6
Section 3.12. Quorum .....	6
Section 3.13. Compensation .....	6
Section 3.14. Annual Report.....	6
ARTICLE IV COMMITTEES.....	6
Section 4.1. Nominating Committee.....	6
Section 4.2. Executive Committee and Other Standing Committees .....	7
ARTICLE V OFFICERS .....	8
Section 5.1. Number .....	8
Section 5.2. President.....	8
Section 5.3. Vice-President(s).....	8

**TABLE OF CONTENTS**

(continued)

	<b>Page</b>
Section 5.4. Secretary .....	9
Section 5.5. Treasurer .....	9
Section 5.6. Removal .....	10
ARTICLE VI MANAGING EXECUTIVE.....	10
Section 6.1. Authority and Duties.....	10
Section 6.2. Compensation .....	10
ARTICLE VII CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS .....	10
Section 7.1. Execution of Contracts.....	10
Section 7.2. Investments .....	11
Section 7.3. Property.....	11
ARTICLE VIII INDEMNIFICATION AND INSURANCE .....	11
Section 8.1. Indemnification .....	11
Section 8.2. Insurance .....	12
ARTICLE IX CONFLICTS OF INTEREST AND INTERESTED PERSONS .....	13
Section 9.1. Conflicts Policy.....	13
Section 9.2. Interested Persons .....	13
ARTICLE X GENERAL.....	13
Section 10.1. Books and Records .....	13
Section 10.2. Seal.....	14
ARTICLE XI AMENDMENTS .....	14
Section 11.1. Amendment of By-laws .....	14

**AMENDED AND RESTATED BY-LAWS  
OF  
WESTMORELAND SANCTUARY, INC.**

**ARTICLE I  
ORGANIZATION**

**Section 1.1. Name.**

The name of the organization is Westmoreland Sanctuary, Inc. (the "Corporation").

**Section 1.2. Purpose.**

The purpose of the Corporation shall be as set forth in the Certificate of Incorporation, as may be amended from time to time. The Corporation is organized as and is to operate as a not-for-profit corporation under the New York Not-For-Profit Corporation Law. It is intended that the Corporation will qualify at all times as an organization exempt from federal income tax under Section 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to Sections 170, 642, 2055 and 2522 of the Code.

**Section 1.3. Office.**

The Corporation shall maintain an office in the Meeting House of the Sanctuary on Chestnut Ridge Road, Mt. Kisco, New York, or at such other place as the Board of Directors (the "Board") may from time to time determine.

**Section 1.4. Fiscal Year.**

The fiscal year of the Corporation shall end on March 31 of each year or such other date as the Board may from time to time determine.

## ARTICLE II

### MEMBERS

#### Section 2.1. Members.

The Corporation may have one or more classes of Members, including Patrons, Sustaining Members and Annual Members, and the Board may create one or more other classes of Members with such rights and upon the payment of such dues as the Board may from time to time determine. No Member shall have the right to vote for the members of the Board or any other matter or to participate in the management of the Corporation, such duties being entirely vested in the Board.

#### Section 2.2. Liability of Members.

No Member shall be liable for any of the debts, obligations or liabilities of the Corporation.

## ARTICLE III

### BOARD OF DIRECTORS

#### Section 3.1. Power of Board and Qualification of Directors.

The Corporation shall be managed by the Board. Each director shall be at least twenty-one years of age.

#### Section 3.2. Number and Term of Office.

(a) The Board shall consist of not less than nine (9) nor more than seventeen (17) members, the number of directors to be determined from time to time by action of the entire Board, provided that no decrease in the number of directors shall shorten the term of any incumbent director. As used in this Article, "entire Board" refers to the number of directors actually elected to serve as directors.

(b) In general, each director shall serve a three-year term, and the Board shall be composed of three (3) classes (each, a "Class"), with all the directors whose three-year terms end in the same year being in the same Class. One Class shall be elected each year, to replace the directors whose terms are ending that year. Each Class shall be composed of at least three (3) directors.

(c) An election for the Class of directors whose term are then expiring shall be held at each Annual Meeting. In general, newly elected directors shall join the Class to which the directors they are replacing were assigned, but if the Board creates new directorships, each such new directorship shall be allocated to one of the three Classes as determined by the Board.

(d) Each director shall have one vote.

### **Section 3.3. Organization.**

At each meeting of the Board, the President, or, in the absence of the President, a Vice President shall preside, or in the absence of either of such officers, a chairman chosen by a majority of the directors present shall preside. The Secretary shall act as secretary of the Board. In the event the Secretary shall be absent from any meeting of the Board, the Board shall select its secretary for such meeting.

### **Section 3.4. Resignations and Removal of Directors.**

(a) Any director of the Corporation may resign at any time by giving written notice to the President or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery. Unless the resignation specifies, there is no requirement for the President and/or Board to accept any such resignation for it to be effective.

(b) Any or all of the directors may be removed with or without cause by vote of two-thirds of the Board.

(c) Upon the resignation, removal or death of any member of the Board, the remaining members of the Board may, or if necessary to assure that there are at least nine (9) members of the Board, shall, elect a successor to serve until the next Annual Meeting.

**Section 3.5. Newly Created Directorships and Vacancies.**

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board (and any committee thereof) for any reason shall be filled by vote of a majority of the Board. Directors elected to fill newly created directorships shall hold office in accordance with their classification and until their successors have been elected and qualified. Directors elected to fill vacancies shall serve until the next Annual Meeting at which the election of directors is in the regular order of business.

**Section 3.6. Action by the Board of Directors.**

(a) Except as otherwise provided by law or in these by-laws, the act of the Board means action at a meeting of the Board by vote of a majority of the directors present at the time of the vote, if a quorum is present at such time.

(b) Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

(c) Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each

other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 3.7. Place of Meeting.**

The Board may hold its meetings at the principal office of the Corporation, or at such place or places within or without the State of New York as the Board may from time to time by action determine.

**Section 3.8. Annual Meetings.**

The Board shall meet annually (the "Annual Meeting") for the purpose of organization and the transaction of other business at a time, date and place fixed by the Board. Notice of such meetings shall be given seven (7) days in advance. Notice shall be deemed given when mailed or sent, addressed to the director at his or her home office or business address (including electronic mail address).

**Section 3.9. Regular Meetings.**

Regular meetings of the Board may be held without notice at such times as may be fixed from time to time by action of the Board.

**Section 3.10. Special Meetings.**

Special meetings of the Board shall be held whenever called by the President, or by any three directors. Notice shall be given orally, by telefax, by mail or by electronic mail and shall state the purposes, time and place of the meeting. Notice shall be given not less than twenty-four (24) hours before the meeting. Notice shall be deemed given when mailed or sent, addressed to the director at his or her home office or business address (including electronic mail address).



**Section 3.11. Waivers of Notice.**

There is no need to give notice of a meeting to any director who submits a signed waiver of notice before or after the meeting. There is no need to give notice of a meeting to any director who attends such meeting without protesting, either before or at the meeting, the lack of notice to him, and such attendance shall be a waiver of all objections as to the time and place of the meeting, the manner in which it has been called or convened and of the notice of the meeting.

**Section 3.12. Quorum.**

(a) A majority of the entire Board shall constitute a quorum for the transaction of business.

(b) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any director.

**Section 3.13. Compensation.**

Directors shall receive no compensation for their services, but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

**ARTICLE IV**

**COMMITTEES**

**Section 4.1. General**

(a) The Board may establish standing committees as it deems appropriate. In general, the members of the standing committees will be directors of the Board and will be elected by a majority of the Board at each Annual Meeting and shall serve until the next Annual Meeting. However, the Board may also delegate authority to the President to appoint directors or qualified persons who are not directors to serve on such standing committees. The standing

committees shall have such authority as the Board shall by resolution provide and shall operate according to rules prescribed by the Board.

(b) Notwithstanding the foregoing, no committee of the Board shall have authority as to the following matters:

- (i) the dissolution, merger, or consolidation of the Corporation;
- (ii) the amendment of the Certificate of Incorporation or changing the number of directors on the Board or the Executive Committee or the filling of vacancies on the Board or any Committee;
- (iii) the sale, lease or exchange of all or substantially all of the property of the Corporation;
- (iv) the amendment or repeal of the by-laws, or the adoption of new by-laws;
- (v) The amendment or repeal of any action or resolution of the Board which by its terms, shall not be so amendable or repealable; or
- (vi) any other action as to which no committee shall have authority to take under applicable law.

#### **Section 4.2. Executive Committee.**

There shall be an Executive Committee consisting of five or more directors, who shall be recommended by the Nominating Committee and elected by a majority of the entire Board at each Annual Meeting and shall serve until the next Annual Meeting. Except as limited in Section 4.1(b) above or otherwise limited, the Executive Committee shall have all the authority of the Board, and any reference in these by-laws to the Board shall include the Executive Committee unless the context or express provision otherwise indicates. The Executive

Committee shall generally have authority to review and supervise actions of the officers and employees of the Company.

**Section 4.3. Nominating Committee.**

There shall be a Nominating Committee consisting of three or more directors, who shall be recommended by the previous Nominating Committee and elected by a majority of the entire Board at each Annual Meeting and shall serve until the next Annual Meeting. The Nominating Committee shall represent the Board in advancing the mission of the Corporation through sound management and governance, by seeking out qualified persons to serve as directors and officers for the Corporation. The Nominating Committee shall act in accordance with its charter, as approved and adopted from time to time by the Board.

**Section 4.4. Audit, Spending & Investment Committee.**

There shall be an Audit, Spending & Investment Committee consisting of three or more directors, who shall be recommended by the Nominating Committee and elected by a majority of the entire Board at each Annual Meeting and shall serve until the next Annual Meeting. Pursuant to its charter, as approved and adopted from time to time by the Board, the Audit, Spending & Investment Committee shall generally have fiduciary oversight over the spending, investment and other disposition of cash and other assets of the Company. The Audit, Spending & Investment Committee, with the assistance of the Managing Executive, shall select an independent public accountant to audit and certify an annual report, which shall be presented to the entire Board at the Annual Meeting. The annual report shall be filed with the records of the Corporation and a copy thereof entered in the minutes of the proceedings of the Annual Meeting.

## ARTICLE V

### OFFICERS

#### Section 5.1. Number.

The officers of the Corporation shall be a President, one or more Vice Presidents, a Treasurer, a Secretary and/or such other officers as the Board may in its discretion determine. Each officer shall be a director, and no two or more offices may be held by the same person. No officer shall receive any compensation for his or her services, but shall be entitled to reimbursement of reasonable expenses.

#### Section 5.2. President.

The President shall be elected at the Annual Meeting of the Board. The President shall be generally responsible for the administration of the Corporation, including general supervision of the policies of the Corporation and general management of the financial affairs of the Corporation. The President shall preside at meetings of the Board and the Executive Committee. The President shall have the authority to institute or defend legal proceedings when the directors are deadlocked.

#### Section 5.3. Vice-President(s).

The Vice-President(s) shall perform such duties and exercise such powers as the Board shall determine. A Vice-President shall, in the President's absence, perform duties of the President; in the event of the president's death or inability to act, a Vice-President shall perform the duties of the president until his or her successor is elected. In case there shall be more than one Vice-President, the duties herein conferred upon the Vice-President shall be performed by the senior Vice-President in terms of service on the Board unless the Board determines otherwise.

**Section 5.4. Secretary.**

The Secretary shall keep minutes of all meetings of the Board and the Executive Committee and have charge of the minute book and the giving and serving of all notices of the Corporation, and shall perform such other duties and have such other powers as may from time to time be delegated to him or her by the Board.

**Section 5.5. Treasurer.**

The Treasurer shall be charged with the management of the financial affairs of the Corporation, and shall act under the supervision of the Audit, Spending & Investment Committee. He or she shall in general perform all of the duties incident to the office of Treasurer, including without limitation, having the custody of all funds and securities of the Corporation which may come into his or her hands, keeping full and accurate accounts of receipts and disbursements of the Corporation, depositing all moneys and other valuable effects of the Corporation in such banks or depositories as the Board or the Audit, Spending & Investment Committee may designate, the rendering of periodic statements of accounts, and such other duties as from time to time may be assigned to him or her by the Board or the Audit, Spending & Investment Committee. The Treasurer shall at all times exhibit the books and accounts of the Corporation to any officer or director of the Corporation. The Treasurer shall be a non-Chair member of the Audit, Spending & Investment Committee.

**Section 5.6. Removal.**

Any officer elected or appointed by the Board may be removed from such office by action of the Board as provided in Section 3.6 of these by-laws whenever the Board determines that such removal would serve the best interest of the Corporation. Any vacancy, however occurring, in any office may be filled by the Board.

## ARTICLE VI

### MANAGING EXECUTIVE

#### Section 6.1. Authority and Duties.

The Board may appoint a management executive (the "Managing Executive") who shall not be a member of the Board. Such Managing Executive shall be responsible to and report directly to the President and shall be in charge of the operation of the facilities established and maintained by the Corporation, subject to direction by the President, the Executive Committee and the Board.

#### Section 6.2. Compensation.

The compensation of the Managing Executive, if any, shall be fixed by the Board.

## ARTICLE VII

### CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

#### Section 7.1. Execution of Contracts.

The Board is authorized to select such depositories as it shall deem proper for funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

#### Section 7.2. 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, or stocks, bonds or other securities, in accordance with an Investment Policy approved by the Board from time to time.

**Section 7.3. Property.**

Any sale or transfer of any stock, bond, security or any other property standing in the name of the Corporation shall be valid if signed by the Corporation acting through its President, Treasurer or other officer or agent authorized by the Board. Any transfer signed in this manner shall in all respects bind the Corporation as fully and completely as if such transaction had been authorized by a specific vote of the Board, and any person, firm, or corporation to whom a copy of this Article Seven shall have been certified by the Secretary shall be entitled to rely thereon until notified of its repeal.

**ARTICLE VIII**

**INDEMNIFICATION AND INSURANCE**

**Section 8.1. Indemnification.**

The Corporation shall indemnify each person who is or was a director, officer, employee or agent of the Corporation (including heirs, executors, administrators or estate of such person) to the full extent permitted under Sections 721, 722, 723, 724 and 725 of the New York Not-For-Profit Corporation Law (as amended) or any successor provisions of the laws of the State of New York. If any such indemnification is requested pursuant to said Law or laws, the Board shall cause a determination to be made (unless a court has ordered the indemnification) in one of the manners prescribed in said Law or laws as to whether indemnification of the party requesting indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said Law or laws. Upon any such determination that such indemnification is proper, the Corporation shall make indemnification payments of liability, cost, payment, or expense asserted against, or paid or incurred by, him or her in his or her capacity as such director, officer, employee or agent to the maximum extent permitted by said Law or laws. The right accruing to any person under the foregoing provisions shall not exclude

any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case to the extent permitted by law even though not specifically herein provided for. The Corporation, its directors, officers, employees and agents shall be fully protected in taking any action or making payment under this article or in refusing to do so in reliance upon the advice of counsel to the Corporation.

**Section 8.2. Insurance.**

The Corporation may, to the full extent provided by Section 727 of the New York Not For-Profit Corporation Law (as amended) or any successor provisions of the laws of the State of New York, purchase and maintain insurance at its expense, to protect itself and any applicable person against any applicable liability, cost, payment or expense whether or not the Corporation would have the power to indemnify such person against such liability.

**ARTICLE IX**

**CONFLICTS OF INTEREST AND INTERESTED PERSONS**

**Section 9.1. Conflicts Policy.**

The Board and each director shall address all actual and potential conflicts of interest in accordance with the Corporation's conflicts of interest policy (the "Conflicts Policy") as adopted by the Board from time to time. Prior to the initial election of any director, and annually thereafter, each director shall complete the disclosure required pursuant to the Conflicts Policy and submit it to the Secretary.

**Section 9.2. Interested Persons.**

All transactions between the Corporation and any Insider (as defined in the Conflicts Policy) shall be disclosed, deliberated, voted on, documented and addressed as required



by the Conflicts Policy. No Insider that may benefit from a transaction between the Corporation and him or herself may participate in deliberations or voting relating to that transaction.

## ARTICLE X

### GENERAL

#### Section 10.1. Books and Records.

There shall be kept at the office of the Corporation: (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board and the Executive Committee, (3) a current list of the directors and officers of the Corporation and their residence addresses, (4) a copy of these by-laws, (5) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service, and (6) copies of the past three years' information returns to the Internal Revenue Service.

#### Section 10.2. Seal.

The Board may from time to time adopt a seal for the Corporation, in such form as may be determined by the Board at such time. Such seal shall be kept in the custody of the Secretary and may be affixed by him or her on such papers as may be directed by law or by the Board.

## ARTICLE XI

### AMENDMENTS

#### Section 11.1. Amendment of By-laws.

The Board shall have the power by a two-thirds vote at any meeting to alter, amend, or repeal the by-laws or adopt new by-laws, provided that the by-laws at no time shall contain any provision inconsistent with law or the Certificate of Incorporation.

