

Formally adopted by the Board of Directors at the meeting of  
June 23, 1949

NEW YORK ASSOCIATION FOR NEW AMERICANS, INC.

BY LAWS

ARTICLE I

SECTION 1. Membership. Each Director of the Association shall by virtue of such directorship be a member of the Association so long as he shall remain a Director. Any other person may be elected a member of the Association by the Board of Directors for life or for a fixed term, with or without the payment of dues, and the membership of any such person may be terminated at any time prior to the expiration of the term for which he was elected by the Board of Directors by a majority vote of the whole number of Directors then in office.

SECTION 2. Effect of termination of membership. The right of a member to vote and all other rights of a member of the Association with respect to the Association or its property shall cease upon the termination of his membership, whether by death, resignation or otherwise. Members of the Association shall not be entitled to receive any part of its assets upon dissolution or liquidation.

SECTION 3. Records of membership. The Secretary of the Association shall keep a book, in which shall be entered the name and address of each member of the Association, the date upon which he became a member, and, when a member shall cease to be such, the date of termination of his membership.

ARTICLE II

MEETING OF MEMBERS

SECTION 1. Annual Meetings. After the year 1949, the annual meeting of the members of the Association for the election of the Directors and for the transaction of such other business as may properly come before the meeting shall be held at such place in the Borough of Manhattan, City of New York, New York on such day during the month of April in each year and at such hour on that day as may be fixed by the Board of Directors and stated in the notice of meeting.

SECTION 2. Special Meetings. Special meetings of the members may be held upon call of the President, or of one-third of the Board of Directors, or of one-third of the members of the Association, at such time and place in the Borough of Manhattan, City of New York, New York, as may be fixed by the officer or persons calling the meeting and stated in the call and notice of the meeting.

SECTION 3. Notice of meetings. Written notice of the time, place and (except in the case of the annual meeting) purpose or purposes of every meeting of the members, signed by the President or a Vice-President, or the Secretary, or by the persons who have called such meeting, shall be served either personally or by mail upon each member not less than ten nor more than forty days before the meeting. If mailed, such notice shall be directed to each member at his last known address as it shall appear upon the books of the Association. Meetings may be held without notice if all the members are present in person or represented by proxy at the meeting, or, if notice thereof is waived in writing either before or after the meeting by those not present or represented.

SECTION 4. Quorum. A majority of the members of the Association, present in person or by proxy, shall constitute a quorum at any meeting of the members. Members may vote in person or by proxy. Proxies shall be in writing and no proxy shall be valid for more than one meeting. If at any meeting there shall be no quorum, the members present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall have been obtained, when any business may be transacted which might have been transacted at the meeting as first convened had there been a quorum.

SECTION 5. Voting and inspectors. At all meetings of members each member shall be entitled to one vote. Each Director shall be elected by a plurality of the votes cast by members present in person or represented by proxy at the meeting. The vote on Directors shall be by ballot (unless such voting by ballot shall be waived by unanimous vote of those present at the meeting), but voting upon any other matter

need not be by ballot, unless any member, in person or by proxy, shall so request prior to the taking of the vote upon <sup>any</sup> such matter. At all elections of Directors, the Chairman of the meeting shall appoint two inspectors (unless such appointment shall be waived by unanimous vote of those present at the meeting), who, before entering upon the discharge of their duties, shall take and subscribe an oath faithfully to execute the duties of inspectors at such meeting, with strict impartiality and according to the best of their ability, and who shall take charge of the polls and after the balloting shall make a certificate of the result of the vote taken; but no officer or Directors of the Association, or candidate for the office of Director, shall be appointed as such inspector.

SECTION 6. Annual Report. The Directors of the Association shall, at each annual meeting, present a report, verified by the President and Treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by the Association, where located and where and how the assets of the Association are invested, the amount and nature of the property acquired by the Association during the year immediately preceding the date of the report, and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date; and the purposes, objects or persons to or for which such applications, ~~appropriations~~ or expenditures have been made, and the names and places of residence of the persons who have been admitted to membership in the Association during such year, which report shall be filed with the records of the Association and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

### ARTICLE III

#### BOARD OF DIRECTORS

SECTION 1. Number, qualifications and term of office. The business and affairs of the Association shall be managed and controlled by a Board of Directors. All the Directors shall be of full age, and at least one of them shall be a citizen of the

United States and a resident of the State of New York. The Board of Directors shall consist of not less than thirty-five persons nor more than fifty persons. Except as hereinafter provided for the filling of vacancies, the Directors shall be elected at each annual meeting of the members and shall hold office for a term of one year and until their respective successors are elected and shall have qualified. If for any reason the annual meeting of the members for the election of Directors shall not be held, or shall be adjourned, the Directors then in office shall continue in office until such election shall have been held and their successors are elected and shall have qualified.

SECTION 2. Vacancies. Whenever any vacancy shall occur in the Board of Directors by reason of death, resignation, termination of membership, or any other cause, it shall be filled by vote of a majority of the Directors then in office. Any Director so elected shall hold office until the next annual meeting of the members and until his successor is elected and shall have qualified.

SECTION 3. Meetings of the Board. Meetings of the Board of Directors shall be held at such regular times as may be determined by the Board, and may be called by the President of the Association, or by a majority of the Directors then in office, whenever in his or their judgment it may be desirable, by giving not less than seven days' notice to each Director either personally or by telegraph, or mail, of the time and place of such meeting. The notice of all special meetings shall state the purpose or purposes for which the meeting is called. All meetings (both regular and special) shall be held in the Borough of Manhattan, the City of New York, New York, at such place therein as is specified in the notice. Meetings of the Board of Directors may be held without notice if all the Directors are present, or if those not present waive notice in writing either before or after the meeting.

SECTION 4. Annual Meeting of Directors. A stated meeting of the Board of Directors, to be known as its Annual Meeting, shall be held in each year promptly after the adjournment of the annual meeting of the members, and at such meeting

the officers of the Association for the ensuing year shall be elected. If a quorum of the Directors be not present at the time appointed for the Annual Meeting, the meeting shall be adjourned to some convenient time.

SECTION 5. Quorum. One-third of the Directors then in office shall constitute a quorum for the transaction of all business.

SECTION 6. Executive Committee

(a) An Executive Committee, having full power and authority, when the Board of Directors is not in session, to exercise all the powers of the Board of Directors in the management and control of the affairs of the Association (except as hereinafter expressly provided) is hereby constituted. The Executive Committee shall consist of the President, the Vice Presidents, the Secretary, the Treasurer, the Chairmen of Standing Committees, and a Chairman of the Executive Committee elected from among its members by the Board of Directors. The Board of Directors may from time to time designate additional members of the Executive Committee, not more than five in number, from among the Directors. The Executive Committee shall not have the power (1) to fill vacancies in the Board of Directors, (2) to change the membership of or fill vacancies in the Executive Committee itself, (3) to amend the by-laws, or (4) to remove any member or elected officer of the Association. The Executive Committee shall have power to authorize the seal of the Association to be affixed to all papers which may require it. The Board of Directors may, from time to time, by a vote of majority of the whole Board of Directors modify, curtail, restrict or revoke any or all powers theretofore vested in the Executive Committee.

(b) Any vacancy in the Executive Committee or in the office of the Chairman thereof, shall be filled by a vote of a majority of the whole Board of Directors. The Board of Directors, by similar majority action, is authorized and empowered to remove at any time, without notice and without cause any member of the Executive Committee, with or without designating another member in his place and stead.

(c) The Executive Committee shall fix the time and place of its meetings and its own rules of procedure, and shall keep a record of its acts and proceedings and report the same to the Board of Directors at each succeeding Board meeting. One-third of the number of persons then constituting the Executive Committee shall be sufficient to constitute a quorum for the transaction of all business. The Executive Committee shall continue in office until the annual meeting of the Directors following their appointment.

SECTION 7. Standing Committees. The following standing committees are hereby constituted:

(a) A Nominating Committee. At each annual meeting of the Board of Directors, a Nominating Committee shall be designated, composed of five Directors elected by vote of a majority of the Directors present at such meeting. At least 10 days prior to each annual meeting, the report of the Nominating Committee shall be mailed to all members. Such report shall list the nominations for Directors to be elected at such meeting and the nominations for officers of the Association to be elected at the ensuing annual meeting of the Board of Directors. Within 7 days thereafter, additional nominations may be made by notice in writing signed by at least five members and delivered at the office of the Association within such time. Only persons so nominated either by the Nominating Committee or by such written notice, may be voted for at the next succeeding annual meeting of the members or of the Directors, as the case may be. The Nominating Committee shall also be charged with responsibility of and shall have power to make recommendations for the election of Directors and Officers to fill vacancies occurring during the year.

The following standing committees, shall be appointed by the President who shall designate in each case the Director to serve as Chairman thereof:

(b) A Budget Committee, whose duty it shall be to examine as often as it deems necessary the books of the Treasurer, authorize and approve the investment of funds, recommend to the Directors the budget of the Association, and repre-

sent the Association in all fiscal matters.

(c) A Committee on Law and Legislation which shall have charge of all legal and legislative matters affecting the Association.

(d) A Public Relations Committee, which shall undertake to secure such publicity in the press and otherwise as may serve to create and maintain an appropriate understanding of the services performed by the Association, and shall have charge of matters relating to the participation of the Association in public affairs.

(e) An Inter-Agency Committee which shall represent the Association in all its relations and dealings with public and private social agencies operating in the fields of the Association's activities.

(f) A Committee on Personnel, which shall have charge of all matters concerning personnel, and the formulation of uniform standards for the employment, compensation, promotion, retirement and discharge of the Association's personnel.

SECTION 8. The membership of each Standing Committee hereinbefore constituted shall consist of the Directors appointed to serve thereon and in addition (a) the Treasurer and the Chairman of the Inter-Agency Committee shall be ex officio members of the Budget Committee; and (b) the Treasurer and the Chairman of the Budget Committee shall be ex officio members of the Inter-Agency Committee. Each Committee of the Board may at its discretion and at any time or from time to time invite other persons who need not but may be members or Directors of this Association to participate in its deliberations in an advisory capacity but without the right to vote.

SECTION 9. The Board of Directors may designate other committees from time to time to act either generally or for a limited time or for specific purposes; the number composing such committees and the powers and authority conferred upon them shall be determined and fixed by the Board of Directors.

No committee except the Executive Committee, shall commit the Association to

any obligation or course of conduct or procedure without the approval of the Board of Directors or the Executive Committee.

Each committee shall render reports of its actions and recommendations to the Board of Directors, and shall also report to the Executive Committee whenever the Executive Committee shall so require or permit.

ARTICLE IV.  
OFFICERS

SECTION 1. Officers. The Board of Directors, at its initial meeting and thereafter at its annual meeting, shall elect from among its members a President, two Vice-Presidents, a Secretary, a Treasurer, and a Chairman of the Executive Committee. The Board may also elect an Associate Treasurer and from time to time appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers, agents or employees, including an Executive Director, as it may deem proper. In addition, the Board of Directors, in its discretion, may from time to time elect one or more honorary officers, to hold office for such term as may be specified by the Board of Directors.

SECTION 2. Term of office. The term of office of all officers shall be one year or until their respective successors are elected and shall have qualified, but any elected officer of the Association, including honorary officers, may be removed at any time, with or without cause, by the affirmative vote of a majority of the members of the Board of Directors then in office, and any appointed officer, agent or employee of the Association may be removed at any time, with or without cause, by vote of a majority of the Directors present and voting at any duly convened meeting of the Board of Directors.

SECTION 3. Vacancies. Whenever any vacancy shall occur in any office by reason of death, resignation, or any other cause, it shall be filled by the Board of Directors. The officer so selected shall hold office for the unexpired term of his predecessor and until his successor is elected and shall have qualified.



SECTION 4. Powers and Duties. Subject to such limitations as the Board of Directors may from time to time prescribe, all officers of the Association (other than honorary officers) shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be conferred by the Board of Directors. The Board of Directors may, but need not, require the Treasurer, any Associate Treasurer, any Assistant Treasurer, and any other officers, agents and employees, to give bond for the faithful discharge of their duties in such form and in such amount and of such character as the Board may from time to time prescribe. The President and Chairman of the Executive Committee shall be ex-officio members of all standing committees other than the Nominating Committee. During the absence or disability of the President, a Vice President shall exercise all of his powers and perform all of his duties, except such as may from time to time be delegated by the Board of Directors or the Executive Committee to some other person or persons. If there be more than one Vice President in office, the Vice Presidents shall act in the order or manner established, generally or from time to time or for specific purposes or in specific instances, by the Board of Directors or the Executive Committee or in default of action by the Board or the Executive Committee, by the President.

## ARTICLE V

### CHECKS AND CONTRACTS

SECTION 1. Checks. All checks and drafts on the Association's bank accounts and all other instruments for payment of money shall be signed by such officers, agents or employees of the Association as shall be thereunto authorized from time to time by the Board of Directors or the Executive Committee.

SECTION 2. Contracts. No officer, agent or employee of the Association shall have power to make any contract, or to incur any obligation, on behalf of the Association, except as may be authorized by the Board of Directors or by the Executive Committee.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Association shall begin on January 1 and end on December 31 in each year.

ARTICLE VII

CORPORATE SEAL AND PRINCIPAL OFFICE

SECTION 1. Corporate Seal. The Board of Directors shall provide a suitable seal of the Association bearing the name of the Association, the year of its incorporation and the words, "Corporate Seal, New York."

SECTION 2. Principal Office. The principal office of the Association shall be located in the Borough of Manhattan, the City of New York, New York.

ARTICLE VIII

AMENDMENTS

The By-Laws of the Association may be altered, amended or repealed at any duly convened meeting of the members or of the Board of Directors by the vote of a majority of the members or Directors, as the case may be, present thereat, provided that notice of the proposed alteration, amendment or repeal shall have been given at least twenty days in advance of the meeting. If any By-Laws regulating an impending election of Directors are adopted or amended or repealed by the Board, there shall be set forth in the notice of the next meeting of the members of the Association for the election of Directors the By-Laws so adopted or repealed, together with a concise statement of the changes made.