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**BY-LAWS OF Asian Arts New York, Inc. (A New York Not-for-Profit Corporation)**  
**ARTICLE I**

**NAME AND OFFICES**

**Section 1.01** The name of the organization is Asian Arts New York, Inc. (the "**Corporation**"). The principal office of the Corporation shall be located in the County of Albany, State of New York. The Corporation may also have other offices within and without the State of New York as the Board of Directors (the "**Board**") may from time to time determine or the business of the Corporation may require.

**ARTICLE II**

**PURPOSE**

**Section 2.01** The purposes of the Corporation shall be those set forth in the Certificate of Incorporation, as may be amended from time to time.

**ARTICLE III**

**NO MEMBERS**

**Section 3.01** The Corporation shall have no members.

**ARTICLE IV**

**BOARD OF DIRECTORS**

**Section 4.01 Powers and Number.** The affairs and property of the Corporation shall be managed by or under the direction of the Board subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein. The number of directors shall be at least three (3) but no more than seven (7). Within the specified limits, the number of directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Board and no decrease shall shorten the term of any director then in office. As used in these by-laws, the term "**Entire Board**" shall mean the total number of directors entitled to vote which the Corporation would have if there were no vacancies on the Board.

**Section 4.02 Election and Term of Office.** The initial directors shall be the persons named in the Certificate of Incorporation and shall serve until the first annual meeting of the Board. Thereafter, to become a director, a person shall be nominated by a director and elected by a majority of the Board. Directors shall hold office for a term of two (2) years and each shall serve for such term and until the election and qualification of a successor, or until such director's death, resignation, or removal. Directors may be elected to any number of consecutive terms.

**Section 4.03 Qualification[s] for Directors.** Each director shall be at least 18 years of age.

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**Section 4.04 Newly Created Directorships and Vacancies.** Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director elected or appointed to fill a vacancy in an unexpired term shall serve until the end of the unexpired term and until such director's successor is elected or appointed and qualified.

**Section 4.05 Removal.** Any director may be removed at any time for cause at a regular or special meeting called for that purpose by a majority of the Entire Board.

**Section 4.06 Resignation.** Any director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

**Section 4.07 Meetings.** The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Special meetings of the Board may be held at any time upon the call of the President or any director upon the written demand of not less than one-fifth of the Entire Board, in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

**Section 4.08 Notice of Meetings.** Notice of a meeting may be sent by mail, telephone, facsimile transmission, telegraph, courier service, electronic mail or hand delivery, directed to each director at their address or contact information as it appears on the records of the President. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each director not less than fourteen (14) days before such meeting. Notice of a special meeting of the Board shall include the purpose for which the meeting is being called and must be given to each director not less than seven (7) days before such meeting, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight (48) hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight (48) hours, in which case notice shall be given as promptly as possible. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to such director.

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**Section 4.09 Quorum.** At each meeting of the Board, except as otherwise provided by law, the certificate of incorporation, or these by-laws, the presence of a majority of the Entire Board shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any directors who were not present at the time of the adjournment.

**Section 4.10 Action by the Board.** Except as otherwise provided by law, the certificate of incorporation, or these by-laws, the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

**Section 4.11 Meeting by Remote Communication.** Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

**Section 4.12 Action Without a Meeting.** 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 committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

**Section 4.13 Compensation.** The Corporation shall not pay compensation to directors for services rendered to the Corporation in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. A director may receive reasonable compensation for the performance of services provided to the Corporation in any capacity separate from their responsibilities as a director when so authorized by a majority of the directors then in office and in accordance with Section 10.01 of these by-laws.

## **ARTICLE V**

### **COMMITTEES**

**Section 5.01 Executive Committee and Other Committees of the Board.** The Board, by resolution adopted by a majority of the Entire Board, may designate from among the directors an Executive Committee and other committees of the Board consisting of three (3) or more directors. Each committee of the Board shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

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- (a) The filling of vacancies on the Board or in any committee.
- (b) The amendment or repeal of the by-laws, or the adoption of new by-laws.
- (c) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
- (d) Any other matter prohibited by the New York Not-for-Profit Corporation Law § 712.

**Section 5.02 Quorum and Action by Committee.** Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board.

**Section 5.03 Alternate Members.** The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member or members at any meeting of such committee.

## **ARTICLE VI**

### **OFFICERS, EMPLOYEES, AND AGENTS**

**Section 6.01 Officers.** The officers of the Corporation shall consist of at least a President, an Executive Director, a Secretary, and a Treasurer. The Board may from time to time appoint such other officers, including one or more Vice Presidents, as it may determine. All officers shall be chosen by the Board from slates of candidates eligible and willing to serve.

**Section 6.02 Election, Term of Office, and Qualifications.** The officers of the Corporation shall be elected annually by a majority vote of the Board at the annual meeting of the Board, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. Except as may otherwise be provided these Bylaws or in the resolution of the Board choosing an officer, no officer need be a director. One person may hold, and perform the duties of, more than one office, except that the same person may not hold the offices of President and Secretary. All officers shall be subject to the supervision and direction of the Board.

**Section 6.03 Removal.** Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Entire Board.

**Section 6.04 Resignations.** Any officer may resign at any time by giving fourteen (14) days written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective.

**Section 6.05 Vacancies.** A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

**Section 6.06 President.** The President shall be a member of the Board. The President shall preside at all meetings of the Board. The President shall have the general powers and duties of supervision and management of the Corporation which usually pertain to the President's office and shall keep the Board fully informed of the activities of the Corporation. The President shall perform all such other duties as are properly required of the President by the Board. The President has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

**Section 6.07 Vice President.** Each Vice President, if appointed by the Board, may be designated by such title as the Board may determine, and each such Vice President in such order of seniority as may be determined by the Board, shall, in the absence or disability of the President perform the duties and exercise the powers of the President. Each Vice President also shall have such powers and perform such duties as usually pertain to the Vice President's office or as are properly required of the Vice President by the Board.

**Section 6.08 Executive Director.** The Executive Director shall be appointed by a majority of the Board and shall serve for a term of one (1), renewable subject to the approval of the Board. The Executive Director may or may not be a member of the Board. The President may also be appointed by the Board to serve as the Executive Director. The Executive Director shall report to the Board and shall lead the Corporation's daily activities, implement the decisions and policies of the Board and represent the Corporation in all matters. The Board may remove the Executive Director for cause with two thirds vote of the Board.

**Section 6.09 Secretary.** The Secretary shall record and keep the minutes of all meetings of the Board in books kept for that purpose. The Secretary shall see that all notices and reports are given and served as required by law or these by-laws. The Secretary shall affix the corporate seal to and sign such instruments as require the seal and the Secretary's signature and shall perform all duties as usually pertain to the Secretary's office or as are properly required of the Secretary by the Board.

**Section 6.10 Treasurer.** The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall keep full and accurate accounts of all moneys received and paid by the Treasurer on account of the Corporation. The Treasurer shall exhibit at all reasonable times the Corporation's books of account and records to any of the directors of the Corporation upon request at the office of the Corporation. The Treasurer shall render a detailed statement to the Board of the condition of the finances of the Corporation at the annual meeting of the Board and shall perform such other duties as usually pertain to the Treasurer's office or as are properly required of the Treasurer by the Board.

**Section 6.11 Employees and Other Agents.** The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

**Section 6.12 Compensation.** Any officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Entire Board, and only when so authorized and in accordance with Section 10.01 of these by-laws.

## **ARTICLE VII**

### **EXECUTION OF INSTRUMENTS**

**Section 7.01 Contracts and Instruments.** The Board, subject to the provisions of Section 10.01 and the Corporation's Conflict of Interest Policy, may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

**Section 7.02 Deposits.** The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

## **ARTICLE VIII**

### **INDEMNIFICATION**

**Section 8.01 Indemnification.** The Corporation shall, 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 such person, or such person's testator or intestate, was a director or officer of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) such person's acts were committed in bad faith or were the result of such person's active and deliberate dishonesty and were material to such action or proceeding or (b) such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled.

## **ARTICLE IX**

### **GENERAL PROVISIONS**

**Section 9.01 Fiscal Year.** The fiscal year of the Corporation shall be July 1 through June 30 unless otherwise provided by the Board.

**Section 9.02 Books and Records.** The Corporation shall keep at the office of the Corporation correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws, all resolutions of the Board, and all minutes of meetings of the Board and committees thereof.

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**Section 9.03 Annual Returns.** The Entire Board shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

**Section 9.04 Electronic Signatures.** Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

## **ARTICLE X**

### **INTERESTED PARTY TRANSACTIONS**

**Section 10.01** For purposes of these by-laws, an "**Interested Party Transaction**" is any contract or other transaction between the Corporation and (a) any present director or any individual who has served as a director in the five years preceding the transaction ("**past director**"), (b) any family member of a present or past director, (c) any corporation, partnership, trust, or other entity in which a present or past director is a director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five years preceding the transaction ("**past officer**"), (e) any family member of a present or past officer, or (f) any corporation, partnership, trust, or other entity in which a present or past officer is a director, officer, or holder of a financial interest.

In any instance where the Corporation proposes to enter into an Interested Party Transaction it shall follow the procedures and rules set forth in the Corporation's Conflict of Interest Policy adopted by the Board and as amended from time to time (which is attached hereto and incorporated into these by-laws by reference).

## **ARTICLE XI**

### **AMENDMENTS**

**Section 11.01** These by-laws may be altered, amended, or repealed by the affirmative vote of the majority of the Entire Board present at any meeting of the Board at which a quorum is present, except a two-thirds vote of the Entire Board shall be required for any amendment to add or remove a provision of these by-laws requiring a greater proportion of directors to constitute quorum or a greater proportion of votes necessary for the transaction of business. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

## **ARTICLE XII**

### **NON-DISCRIMINATION**

**Section 12.01** In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual orientation, mental or physical handicap, or any category protected by state or federal law.

## **ARTICLE XIII**

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**REFERENCE TO CERTIFICATE OF INCORPORATION**

**Section 13.01** References in these by-laws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these by-laws. In the event of a conflict between the Certificate of Incorporation and these by-laws, the Certificate of Incorporation shall govern.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the by-laws of Asian Arts New York, Inc, a New York not-for-profit corporation, as in effect on the date hereof.

By \_\_\_\_\_  
Name: Ann Parillo  
Title: Secretary of Corporation  
Date:



## **EXHIBIT [A]**

### **CONFLICT OF INTEREST POLICY**

**Purpose:** To ensure the integrity and ethical conduct of our organization by establishing clear guidelines for identifying, disclosing, and managing potential conflicts of interest involving directors, officers, key employees, and board members.

**Applicability:** This policy applies to all directors, officers, key employees, and board members of Asian Arts New York, Inc.

#### **Definitions:**

- **Conflict of Interest:** A situation where an individual's personal or business interests, or those of their family members or affiliated entities, could potentially compromise their ability to act in the best interests of the organization.
- **Interested Person:** Any director, officer, key employee, or board member.

#### **Disclosure:**

- **Initial Disclosure:**

Upon joining the board or assuming a position as an officer or key employee, each interested person must complete a written disclosure statement identifying any existing or potential conflicts of interest.

- **Annual Disclosure:**

Interested persons must complete a written disclosure statement annually, updating any information previously disclosed and identifying any new potential conflicts.

- **Specific Disclosure:**

When a matter involving a conflict of interest comes before the board, the interested person with the conflict must immediately disclose the conflict to the board.

- **Duty to Disclose:**

Interested persons have a duty to disclose any potential conflicts of interest, even if they are not directly involved in a specific matter.

#### **Procedures:**

- **Board Deliberation:**

When a matter involving a conflict of interest is before the board, the interested person with the conflict must:

- Not be present during the discussion or vote on the matter.
- Not attempt to influence the deliberation or vote.

- **Board Decision:**

The board must consider all relevant information, including the disclosed conflict of interest, before reaching a decision.

- **Documentation:**

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All disclosures and board decisions related to conflicts of interest must be documented in the organization's minutes.

- **Review:**

This policy should be reviewed annually by the board to ensure its effectiveness and relevance.

**Consequences of Non-Compliance:** Failure to comply with this policy may result in disciplinary action, up to and including removal from the board or other position.

**Current Disclosure:**

I have received a copy of the Conflict of Interest Policy for Asian Arts New York, Inc. and hereby declare (check one and fill in details as necessary):

\_\_\_\_ That I do not have a Conflict of Interest with Asian Arts New York, Inc. as of the date of my signature.

\_\_\_\_ That I have the following potential Conflicts of Interest with Asian Arts New York as of the date of my signature:

Signed:

Printed Name:

Date: