

BYLAWS OF THE BRONX DISTRICT ATTORNEY'S ALUMNI ASSOCIATION, INC.

ARTICLE I - MEMBERSHIP

Section 1. Eligibility. Membership in the Bronx District Attorney's Alumni Association, Inc. (the "Association") shall be open to all former and current employees (attorneys and non-attorneys) of the Bronx County District Attorney's Office.

Section 2. Annual Dues. Members of the Association must pay annual dues of \$20, plus \$5 for the Association's Charitable Foundation, by January 1, or at the first official meeting/function of the board, of each year, to participate in the Association.

Section 3. Annual Meeting. There shall be an annual meeting of members every September at a date and location to be determined by the Board of Directors.

Section 4. Suspension/Termination. The Board of Directors shall have the power by a two-thirds of all directors to vote to expel, suspend, censure or otherwise discipline members for conduct detrimental, prejudicial or injurious to the best interests of the Association.

Section 5. Effect of Suspension/Termination. If a member resigns or is expelled or his/her membership is terminated, he/she shall thereupon forfeit, waive and release all rights, benefits and privileges of membership and any share, estate or interest in the property or assets of the Association.

ARTICLE II - BOARD OF DIRECTORS

Section 1. Number. The number of Directors shall be eleven (11) and the affairs of the Association shall be managed by the Board of Directors.

Section 2. Terms. Directors shall have a term of three years, but the terms shall be staggered such that beginning at the end of year one, 3 members of the Board will come up for election, at the end of year two 4 members of the Board will come up for election and at the end of year three, 4 members of the Board will come up for election. This cycle of elections will continue to repeat.

Section 3. Initial Directors. The initial directors will be elected by those present at the organizational meeting. Carly Stapleton, Nestor Ferreiro and David Barnhard were elected as Directors and will serve (1) year term. The Honorable Eugene Oliver, Charlene Pulakos, Frances Wang and Corey Sokoler were elected as Directors and will serve (2) year terms. The Honorable Efrain Alvarado, the Honorable Nicholas Iacovetta, Michael Marinaccio and the Honorable Alvin Yearwood were elected as Directors and will serve (3) year terms. At each annual meeting of Members thereafter, the Members shall elect three (3) or four (4) Directors, as necessary to ensure that there are eleven Directors total, to serve for a term of three (3) years.

Section 4. Qualifications. The candidacy of each nominee for election to directorship shall be approved prior to the election in question by the Nominating Committee of the Association.

Section 5. Vacancies. Any vacancy occurring in the Board of Directors by reason of death, resignation, removal, refusal to serve or otherwise, shall be filled by a vote of the majority of the remaining Directors at any regular or special meeting, and the person so elected shall serve for the balance of the unexpired term of the seat which has been vacated.

Section 6. Removal. Any Director may be removed at any time with or without cause, by vote of two-thirds of the entire Board of Directors, and another Director may be elected by the Board in the place of the person so removed, to serve for the remainder of the term.

Section 7. Compensation. Members of the Board shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursements of expenses incurred in the performance of their duties.

Section 8. Committees of the Board. The Board of Directors shall yearly, by resolution duly passed, appoint a Nominating Committee, and may in its discretion, appoint a Membership Committee, or any other committee, to be composed of three Members and Directors who accept said assignment.

Section 9. Meetings. The Board of Directors shall meet no less than annually, at a time and place of its choosing. To take action, there must be a majority of

Directors present, and a majority of Directors so present at a meeting shall be sufficient to pass resolutions. Proxies may be given, and Directors can participate and be present at meetings by phone, by email, or other electronic means. Special meetings of the Board may be called by the President or Secretary and such call shall be issued whenever requested in writing by any two Directors.

Section 10. By-Laws: By-laws may be amended by a vote of two-thirds of the entire Board of Directors.

ARTICLE III - OFFICERS

Section 1. Officers. The officers of the Association shall be the President, Vice President, Secretary, and Treasurer.

Section 2. Eligibility. The officers of the Association shall be selected from the current members of the Board of Directors of the Association.

Section 3. Election. The officers of the Association shall be elected by the Board of Directors at a meeting of the Board of the Directors, following the annual meeting.

Section 4. Term. The officers of the Association shall have a term in office of one (1) year. Nothing in this section shall limit the consecutive number of terms that a duly elected officer can serve. Any time during which a director is elected as an officer of the organization shall count towards the total (3) year term of directors.

Section 5. Duties of President. The President shall be the chief executive officer of the Association and shall, with the Board of Directors, generally supervise and direct its affairs. He/she shall preside at all meetings of the Association; and shall exercise the powers and perform the duties assigned to him/her by these By-laws. From time to time he/she may delegate to the Vice-President the performance of his/her duties. He/she may render an annual report to the Association.

Section 6. Duties of Vice-President. The Vice President shall perform such duties as may be delegated to him/her by the President or assigned to him/her by the Board of Directors. In the absence of the President, the Vice President, or in the absence of both the President and the Vice President, any member selected by the members present, shall preside at meetings of the Association.

Section 7. Duties of Secretary. The Secretary of the Association shall also be the secretary of the Board of Directors. He/she shall give notice of meetings of the Association and Board of Directors and record the minutes of such meetings and perform such other duties as the President may assign. The Secretary shall keep and maintain the records of the Association.

Section 8. Duties of Treasurer. The Treasurer shall, under the general discretion of the Board of Directors, collect and disburse all funds of the Association and shall maintain proper books of account. At the annual meeting, he/she shall file with the Board of Directors a detailed written report of the transactions and financial condition of the Association of the current fiscal year along with a proposed budget for the following fiscal year. He/she shall perform such other duties as the President may assign.

Section 9. Removal. All officers of the Association serve at the will of the Board of Directors and may be removed from office, with or without cause, by two-thirds vote of the entire Board of Directors.

Section 10. In the event of a vacancy at the position of President, Vice-President, Treasurer, or Secretary, the entire Board of Directors will select a successor to serve for the balance of the one-year term by a majority vote of the Board of Directors.

ARTICLE IV - NOMINATIONS AND ELECTIONS

Section 1. The election of directors shall be held at each annual meeting.

Section 2. The annual meeting will be held each September at a date to be determined by the Board of Directors.

Section 3. Notice regarding the annual meeting shall be sent to the members of the organization no less than 60 days prior to the date of the annual meeting. Such notice shall inform the members of the number of seats on the Board of Directors that must be filled. The Board of Directors must also approve an agenda for the annual meeting

Section 4. The Board of Directors will accept nominations of persons to fill vacant director positions by letter, email or in person from the floor during the annual meeting.

Section 5. Only those present at the annual meeting may vote to elect a member of the Board of Directors, except that any member may provide any Board of Director with a written proxy [which must contain an attestation clause] prior to the annual meeting. Said proxy must be received at least 5 days before the annual meeting in order to be valid.

Section 6. Eligibility: Only those members in good standing (those who have paid their annual dues) are eligible to be nominated and serve as a Director.