

The Lambs Foundation, Inc.



By-Laws

*Approved October 7, 2013
Amended February 1, 2016*

***By-Laws
of
The Lambs Foundation, Inc.***

ARTICLE I

Purpose

1: Purposes of the Foundation: As set forth in Paragraph II of the Certificate of Incorporation of The Lambs Foundation, Inc. (hereinafter referred to as the *Foundation*), the purposes of the Foundation are voluntarily to care for and relieve, aid and benefit the needy, sick or destitute professional and lay members of The Lambs, Inc. (a membership corporation which was organized by certificate of incorporation filed in the office of the Secretary of State of New York on May 10, 1877 and located in New York City; hereinafter referred to as The Lambs) and their families, former members of The Lambs, and their families, meritorious employees of The Lambs, and their families, meritorious employees of the Foundation, formerly known as The Lambs Relief Foundation, Inc. (a membership corporation which was organized by certificate of incorporation filed in the office of the Secretary of State of New York on November 27, 1943 and located in New York City) and their families and people of the theatrical and entertainment professions, and their families, and to defray, in whole or in part, the funeral expenses of such needy, sick or destitute persons, without obligation, however, upon the Foundation to pay any death benefit or any disability benefit in any specified sum within any specified period; and, in order to further the general charitable and educational purposes of the Foundation, to engage in activities in the fields of entertainment and education, to conduct seminars, workshops, talent appearances, productions and related programs for the development of creative and performing arts, to bestow prizes and awards for meritorious accomplishments in the theatrical and entertainment fields, and to lend support to organizations engaged in charitable activities similar to those conducted by the Foundation, in order to further implement the Foundation's missions to aid and benefit the people of the theatrical and entertainment professions and their families.

To carry out the purposes of the Foundation, as set forth in such Paragraph II of the Certificate of Incorporation, the Foundation shall have the power to receive and raise money by subscriptions, donations, bequests, devises and such other ways and means as the Bureau of Internal Revenue of the Treasury Department or other government taxing authority may hold not to affect the exemption from income, estate or inheritance taxes accorded to corporations and organizations operated exclusively for charitable purposes.

ARTICLE II

Members

2. Requirements: Any member of the Council of The Lambs shall be eligible for membership in the Foundation, and may become a Member at any time by signifying in writing to the Foundation Secretary, his/her consent to become a Member.

Any Foundation Member who is such by virtue of being a member of the Council of The Lambs, but who subsequently ceases to remain a member of the Council of The Lambs, shall be deemed to have resigned from the Foundation as of the date of termination of service as a Lambs' Council member.

All former Shepherds of The Lambs shall be Life Directors of the Foundation, to act in an advisory capacity only, and shall not be counted as Directors.

3. Annual Meeting: The Annual Meeting of the Members of the Foundation shall be held at the principal office of the Foundation, in the City of New York, in November or as soon as practicable thereafter, for the purpose of electing Directors and for the transaction of such other business as may be brought before the meeting.

4. Special Meetings: Special Meetings of the Members may be called by the President, Secretary, or Board of Directors, whenever deemed necessary, and it shall be their duty to order and call such meetings whenever a majority of the Members request the same. Such Special Meetings shall be held at the principal office of the Foundation in the City of New York.

5. Notice: Notice of the time, place and purpose of the Annual and of any Special Meeting of the Members shall be given by the Secretary to each of the members by mail, electronic means, or in person, a copy of such notice addressed to each member at his address as it appears on the records of the Foundation at least ten days prior to such meeting. Any member may waive notice of any Annual or Special Meeting, and the presence of a member at any meeting shall be deemed a waiver of notice thereof by him/her.

6. Quorum: Membership: A majority of the Membership shall constitute a quorum for the transaction of business at any Annual or Special Meeting of the Membership of the Foundation.

Any one or more Members of the Foundation may participate in a meeting of the Foundation 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.

7. Organization: The President shall call meetings of the Foundation to order and shall act as chairman of such meetings. In the absence of the President, the Vice-President shall act as chairman. In the event of the absence of both the President and the Vice President the Members may elect a chairman to preside at the meeting. The Secretary of the Foundation

shall act as Secretary of all meetings of the Members, but in his/her absence, the Members or the presiding officer may appoint any person to act as Secretary of the meeting.

8. Order of Business: The minimal Order of Business of all meetings of the Foundation shall be as follows:

- A. Roll call – a quorum being present
- B. Reading of minutes of preceding meetings and actions thereon
- C. Report of Officers
- D. Report of Committees
- E. Election of Directors
- F. Unfinished business
- G. New Business

ARTICLE III

Board of Directors

9. Number and Election: The property and business of the Foundation shall be managed and controlled by a Board of Directors. The Board of Directors shall be seven in number, not including Life Directors, four of which shall be deemed *Officers*. The Directors shall hold office for three years or until the election of their successors. In case of a vacancy in the Board of Directors, through death, resignation, disqualification or other cause, the remaining Members of the Board shall have the power to appoint the members necessary to make up the full number, and such Directors shall hold office for the unexpired term of the persons to whose place they have been elected, provided that if the number of Directors be reduced below the number necessary to constitute a quorum, the vacancies then shall be filled by the Members at a meeting called for that purpose.

10. Powers: The Board of Directors shall have the power to invest the money and property it may receive from any source in such securities, and in such manner, and on such terms and conditions as may be approved by the Board of Directors, and it shall have the power to use, apply and devote the said monies and property and the income, interest and gains therefrom to the purposes and uses set forth in Paragraph II of the Certificate of Incorporation.

11. Meetings: A regular Annual Meeting of the Directors of the Foundation shall be held at the principal office of the Foundation in the City of New York, immediately following the holding of the Annual Meeting of the Members of the Foundation, of which annual meeting of the Directors no notice need be given, for the election of officers and the transaction of such other business as may come before the Board.

Other Regular Meetings of the Board may be held at the office of the Foundation in New York City, or elsewhere as the Board may from time to time determine.

Special Meetings of the Board shall be held whenever called by the President or Secretary, or by request of any two members of the Board made in writing. Notice of each Regular or Special meeting, except the Annual meeting, of which no notice need be given, shall be delivered by mail, electronic means, or in person to each Director at least ten days

before the meeting. Meetings of the Board may be held at any time without notice, when all of the Directors are present. All or any of the Directors may waive notice of any regular or special meeting, and the presence of any Director at a meeting of the Board shall be deemed a waiver of notice thereof by him/her.

12. Quorum: Directors: A majority of the Directors shall constitute a quorum for the transaction at any meeting of the Directors.

Any one or more Directors of the Foundation may participate in a meeting of the Foundation 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.

13. Voting: Except as provided by law, this Constitution or the By-Laws of the Foundation, at any meeting of the Members of the Foundation, the vote of a majority of the Members present at the time of the vote, provided there is a quorum present at the time of the vote, shall be the act of the Foundation

Except as provided by law, this Constitution or the By-Laws of the Foundation, at any meeting of the Directors of the Foundation, the vote of a majority of the Directors present at the time of the vote, provided there is a quorum present at the time of the vote, shall be the act of the Foundation.

ARTICLE IV

Officers

14. Executive Officers: The Executive Officers of the Foundation shall be *President, Vice-President, Treasurer* and *Secretary*, all of whom shall hold office for three years or until their successors are elected.

Any Foundation Officer who is such by virtue of his being a member of the Council of The Lambs, but who subsequently ceases to remain a member of the Council of The Lambs, shall be deemed to have resigned as an Officer of the Board of Directors of the Foundation, and as a Member of the Foundation, as of the date of his termination of service as a Lambs' Council member, with the exception of past Shepherds of The Lambs, Inc., who serve as Life Directors.

15. Subordinate Officers: The Board may appoint such other officers or agents as it may deem necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the Board.

16. Tenure of Officers – Removal: All Officers and agents shall be subject to removal at any time by the affirmative 2/3 vote of the Members. The Board may delegate powers of removal of subordinate officers and agents to any officer.

17. The President: The President shall be the chief executive officer of the Foundation, and shall preside at all meetings of the Members and of the Board of Directors at which he or she is present; and shall have the power to sign checks and shall perform such other duties as may from time to time be assigned by the Board.

18. The Vice-President: The Vice-President shall, in the absence or incapacity of the President, perform the duties of that officer: and shall have the power to sign checks and shall perform such other duties as may from time to time be assigned by the Board.

19. The Treasurer: The Treasurer shall collect and have charge, under the direction of the Finance Committee, of all funds of the Foundation and shall maintain and operate a bank account or accounts in which shall be deposited the funds of the Foundation; and shall keep appropriate records, which shall be at all times open to inspection by the Directors. The Treasurer shall make a report in writing at the Annual Meeting of the Foundation of the balance of money on hand and the disposition of the funds previously made by the Treasurer and the outstanding obligations of the Foundation, and shall make reports of same at all times at the request or direction of the Board of Directors. The Treasurer shall have the power to sign checks and shall perform such other duties as may from time to time be assigned by the Board.

20. The Secretary: The Secretary shall keep the minutes of all proceedings of the Board and of all meetings of the Members, in books provided for that purpose; and shall attend to the giving and serving of all notices for the Foundation; and shall in general perform all duties incident to the office of Secretary subject to the control of the Board. The Secretary shall also perform such other duties as may be assigned by the Board.

21. Committees: There shall be the following committees, members of which shall be recommended by the President of the Foundation and approved by the Directors, who shall have full discretion as to the number to serve on such committees:

Finance Committee: This committee shall have direction of the finances of the Foundation, supervision and investment of all its funds and control over all expenditures, subject to the approval of the Board.

Artifacts Committee: This committee shall oversee and maintain the artwork, artifacts and other possessions of the Foundation, and maintain an inventory of such items.

The incumbent President and the Vice-President shall be ex-officio members of all such committees. Additional committees may be created by the Directors as deemed appropriate.

ARTICLE V

Honorary-Advisory Board Members

22. Honorary Members: Certain persons not of the current Board of Directors or of the Membership of the Foundation may, by virtue of their expertise, be made Honorary Members of the Board, and shall be advisory and non-voting, so as to contribute their valuable advice and experience to the Foundation. Honorary Members may be recommended by the President or any Director, and approved by the Directors.

ARTICLE VI

23. All notes, checks, drafts, bills of exchange and other promissory obligations of the Foundation shall be signed by such Officers of the Foundation as the Board of Directors may from time to time provide.

ARTICLE VII

Seal

24. The seal of the Foundation shall be in the form of a circle and shall bear the name of The Lambs Foundation, Inc., and the year of its incorporation, and shall be in the charge of the Secretary to be used as directed by the Board.

ARTICLE VIII

Fiscal Year

25. The Fiscal Year of the Foundation shall be the calendar year.

ARTICLE IX

Notice and Waiver of Notice

26. **Notice:** Any notice required to be given by these By-laws may be given by mail, in person or by electronic means, addressed to the person entitled thereto at his address as shown on the books of the Foundation, and such notice shall be deemed to be given at the time of such mailing.

27. **Waiver of Notice:** Whenever, under the provisions of these By-laws or any of the non-profit corporate laws of the State of New York, the Members or Directors are authorized to hold any meeting after notice, or after the lapse of any prescribed period of time, such meetings may be held without notice and without such lapse of time, by written waiver of such notices signed by every person entitled to notice.

ARTICLE X

Principal Office

28. The Principal Office of the Foundation shall be located in the Borough of Manhattan, City, County and State of New York.

ARTICLE XI

Conflict of Interest and Confidentiality

29. *Conflict of Interest.* All Member of the Foundation (Officers, Directors and Member) will scrupulously avoid conflicts of interest between the interests of The Lambs Foundation, and of personal, professional and business interests. This includes avoiding potential and actual conflicts of interest as well as perceptions of conflicts of interest, including but not limited to using their position at The Lambs Foundation for the private gains of themselves or any third party, losing independence or impartiality, or affecting adversely the confidence of the membership in the integrity of The Lambs Foundation.

30. *Confidentiality.* Members of The Lambs Foundation, or any committee of the Foundation, may occasionally have access to private, nonpublic information about the Foundation's members, employees, and the club itself. It is therefore important that you recognize the private, nonpublic nature of such information and that you not use, disclose or discuss any such information for any purpose outside your work with the Foundation or committee at any time.

ARTICLE X

Indemnification

31. The Foundation shall, to the fullest extent authorized by law, indemnify any present or former Officers, Directors or Members of the Foundation, or the personal representatives thereof, made or threatened to be made party in any civil or criminal action or proceeding by reason of the fact that he or she, his or her testator or intestate is or was an officer, director or member of the Foundation, or served with any other corporation, partnership, joint venture, trust, employee-benefit plan, or other enterprise in any capacity at the request of the Foundation against judgments, fines (including excise taxes) assessed on such a person in connection with services to an employee-benefit plan, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action or proceeding shall, to the fullest extent authorized by law, be paid by the Foundation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such officer, director or member to repay such amount as, and to the extent, the person receiving the advancement is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced by the Foundation exceed the indemnification to which he or she is entitled.

The forgoing right of indemnification and advancement of expenses shall not be deemed exclusive of any other rights to which any person, his or her testator or intestate may be entitled apart from this provision provided that no indemnification may be made to or on behalf of any officer, director or member if a judgment or other final adjudication adverse to the officer, director or member establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of the action so adjudicated, or that he or she personally gained in fact a financial

profit or other advantage to which he or she was not legally entitled. Nothing contained in this provision shall affect any rights to indemnification to which corporate personnel other than the officers, directors or members may be entitled by contract or otherwise under the law.

ARTICLE XII

Rules of Order

31. *Robert's Rules of Order Newly Revised* shall govern all meetings of the Foundation so far as they are applicable and not inconsistent with law, the Foundation's Certificate of Incorporation or these By-Laws.

ARTICLE XIII

Amendments and Interpretation

32. Amendments: These By-laws may be amended, altered or added to by a two-thirds vote of the Members present at the Annual Meeting or a Special Meeting of the Members of the Foundation, provided that the proposed amendment, alteration or addition shall have been subscribed by at least seven members and mailed, or sent by electronic means, to the members of the Foundation at least ten days before the time of such meetings.

32. Construction and Interpretation: On all questions of construction and meaning of these By-laws, the decision of the Board of Directors shall prevail, unless overruled by a majority vote of the Members of the Foundation.