

BY-LAWS
OF
THE NEW YORK FLUTE CLUB, INC.
(a New York not-for-profit corporation)
(Effective as of July 1, 2014)

ARTICLE I: PURPOSE

1.1. Objects. The objects of The New York Flute Club, Inc., as stated in the Certificate of Incorporation, are:

to promote the art of flute playing, particularly in the City of New York and its vicinity; to encourage the composition and dissemination of music for the flute; to provide entertainment for its members by means of concerts, recitals and social meetings; to foster the association of professional and amateur flutists and all music lovers; and to spread news of interest to persons playing the flute by means of a publication or otherwise.

ARTICLE II: MEMBERS

2.1. Qualifications. Any person interested in the objects of the Club, as stated in ARTICLE I, may become a Member, subject to these By-laws and the Club's rules and regulations.

2.2. Classes. There shall be six classes of Members: regular, contributing, sustaining, honorary, life and commercial. Honorary membership is conferred by resolution of the Board of Directors on persons who have made an outstanding contribution to the art of flute playing. With the exception of honorary membership, persons wishing to join the Club must indicate the class of membership desired.

2.3. Rights and Privileges. Regular, contributing life and sustaining members shall have the right to vote, hold office and be eligible to serve as a director; they shall have the privilege of attending the regular concerts of the Club without charge. Honorary members shall have all of the rights and privileges of regular members except that they shall not be entitled to vote, hold office or be eligible to serve as a director.

2.4. Place of Meetings. Every meeting of Members shall be held at such place, within or without the State of New York, as shall be specified or fixed in the notice of such meeting or in the waiver of notice thereof.

2.5. Annual Meeting. A meeting of Members shall be held annually for the election of officers, the election of directors and the transaction of other business, at such hour and on [such day in May or June] as may be determined by the Board and designated in the notice of meeting.

2.6. Special Meeting for Election of Directors, Etc. (a) If the annual meeting of Members for the election of officers and directors and the transaction of other business is not held within the time period specified in Section 2.5 of these By-laws, the Board may at any time thereafter call a special meeting of Members for the election of officers and directors and the transaction of other business; unless there is a failure to elect a sufficient number of directors to conduct the business of the Club, in which case the Board shall call a special meeting for the election of officers and directors within one month of such time period specified in Section 2.5 of these By-laws.

(b) At any special meeting for the election of officers and directors called on the demand of the Members in accordance with Section 604(a) of the Not-for-Profit Corporation Law, the Members attending, in person or by proxy, and entitled to vote in an election of officers and directors, shall constitute a quorum for the purpose of electing officers and directors, but not for the transaction of any other business.

2.7. Other Special Meetings. A special meeting of Members (other than a special meeting for the election of officers and directors), unless otherwise prescribed by statute, may be called at any time by the Board or by the President or by the Recording Secretary, and shall be called by the President or the Recording Secretary on the written demand of Members holding 10 percent of the total number of votes entitled to be cast at such meeting, which shall not be less than two (2) nor more than three (3) months from the date of such written demand. If the President or Recording Secretary fails to give notice within five (5) days of such written demand, any Member signing such demand may give such notice. Such written demand shall state the date and month of such meeting. At any special meeting of Members, only such business may be transacted which is related to the purpose or purposes of such meeting set forth in the notice thereof given pursuant to Section 2.8 of these By-laws or in any waiver of notice thereof given pursuant to Section 2.9 of these By-laws

2.8. Notice of Meetings of Members. Except as otherwise provided in these By-laws, whenever under the Not-for-Profit Corporation Law, the Certificate of Incorporation or these By-laws, Members are required or permitted to take any action at a meeting, written notice shall be given stating the place, date and hour of the meeting and, unless it is the annual meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given, personally, by first class mail or by facsimile telecommunications or by electronic mail, not less than ten nor more than fifty days before the date of the meeting, to each Member entitled to notice of or to vote at such meeting. If mailed by any other class of mail, it shall be given not less than thirty nor more than

sixty days before such date. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid, directed to the Member at his or her address as it appears on the record of Members, or, if he shall have delivered to the Membership Secretary of the Club a written request that notices to him be mailed to some other address, then directed to him or at such other address. If sent by facsimile telecommunications or mailed electronically, such notice is given when directed to the Member's fax number or electronic mail address as it appears on the record of Members, or to such fax number or other electronic mail address as filed with the Membership Secretary of the Club. Notwithstanding the foregoing, such notices shall not be deemed to have been given electronically (1) if the Club is unable to deliver two consecutive notices to the Member by facsimile telecommunication or electronic mail; or (2) the Club otherwise becomes aware that notice cannot be delivered to the Member by facsimile telecommunication or electronic mail at such number or address. An affidavit of the Membership Secretary or other person giving the notice that the notice required by this section has been given shall, in the absence of fraud, be prima facie evidence of the facts therein stated. Whenever the Club has more than five hundred members, the notice may be served by publication in a newspaper published in New York County, once a week for three successive weeks next preceding the date of the meeting, provided that the Club shall also prominently post notice of such meeting on the homepage of any website it then maintains, continuously from the date of publication through the date of the meeting. The Club shall send notice of meetings by first class mail to any member who requests in writing that such notices be delivered by such method.

When a meeting is adjourned to another time or place, it shall not be necessary, unless the By-laws require otherwise, to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted at the meeting as originally called. If, however, after the adjournment the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member of record on the new record date who is entitled to vote at such meeting.

2.9. Waivers of Notice. Notice of meeting need not be given to any Member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the Member or the Member's authorized officer, director, employee, or agent by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

2.10. Quorum of Members; Adjournment. A majority of the Members present in person or represented by proxy shall constitute a quorum for the transaction of any business at any such meeting, unless otherwise provided by law or by these By-laws. When a quorum is once present to organize a meeting of Members, it is not broken by the subsequent withdrawal of any Members or their proxies. The Members present in person or represented by proxy at any

meeting of Members, including an adjourned meeting, whether or not a quorum is present, may adjourn such meeting to another time and place.

2.11. Voting; Proxies. At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one vote. At any meeting of Members, a quorum being present, all matters, except as otherwise provided by law or by the Certificate of Incorporation or by these By-laws, shall be decided by a majority of the votes cast at such meeting by the Members present, in person or by proxy, and entitled to vote thereon. In voting on any question on which a vote by ballot is required by law or is demanded by any Member entitled to vote, the voting shall be by ballot. Each ballot shall be signed by the Member voting or by his proxy, and shall state the number of shares voted. On all other questions, the voting may be viva voce. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. The validity and enforceability of any proxy shall be determined in accordance with Section 609 of the Not-for-Profit Corporation Law.

2.12. Organization. The President or any other officer delegated by the President shall serve as chair or secretary of the meeting, as the case may be, unless a chair or a secretary of the meeting, as the case may be, shall be chosen by a majority of the votes cast at such meeting by the Members present in person or represented by proxy and entitled to vote at the meeting.

2.13. Order of Business. The order of business at all meetings of Members shall be as determined by the chair of the meeting, but the order of business to be followed at any meeting at which a quorum is present may be changed by a majority of the votes cast at such meeting by the Members present in person or represented by proxy and entitled to vote at the meeting.

2.14. Action by Members Without a Meeting. Whenever Members are required or permitted to take any action by vote, such action may be taken without a meeting upon the consent of all of the Members entitled to vote thereon, which consent shall set forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the Member or his proxy by signing such consent or causing his signature to be affixed to such waiver by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member. This paragraph shall not be construed to alter or modify any provision in a certificate of incorporation not inconsistent with the New York Not-For-Profit Corporation Law, under which the written consent of less than all of the Members is sufficient for corporate action.

Written or electronic consent thus given by all Members entitled to vote shall have the same effect as a unanimous vote of Members and any certificate with respect to the authorization or taking of any such action which is delivered to the Department of State shall recite that the authorization was by unanimous written consent.

2.15. Special Actions Requiring Vote of Members. The following corporate actions may not be taken without approval of the Members:

(a) A majority of the votes cast at meeting of the Members is required for (i) any amendment of or change to the Certificate of Incorporation, or (ii) a petition for judicial dissolution.

(b) Two-thirds of the votes cast at a meeting of the Members is required for (i) disposing of all, or substantially all, of the assets of the Club, (ii) approval of a plan of merger, (iii) authorization of a plan of nonjudicial dissolution, or (iv) revocation of a voluntary dissolution proceeding, provided, however, that the affirmative votes cast in favor of any such action shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

2.16. Dues. (a) The amount of annual dues for regular, contributing and sustaining, life and commercial membership shall be determined by the Board of Directors by a [two-thirds] vote of the directors present and voting at any meeting of the Board, provided notice of the proposed action on the dues was stated in the notice of the meeting. Honorary Members shall not be required to pay dues.

(b) On or about September 1 of each year, the Treasurer shall send each member, other than honorary Members, a statement of dues payable.

ARTICLE III: DIRECTORS

3.1. Functions and Number and Specific Duties. The Board of Directors (herein referred to as “Board” or “Board of Directors”) shall have general power to control and manage the affairs and property of the Club in accordance with the purposes and limitations set forth in the Certificate of Incorporation and Article I of these By-laws. The duties of the Board of Directors shall include, but shall not be limited to, the following: (a) to report to the annual meeting of Members nominations for officers and directors to fill the seats of officers and those directors completing their terms of service; (b) to fill any vacancy on the Board or among the elected offices, the director or officer so elected to hold office until the next annual meeting and his successor is elected and qualified or until he sooner dies, resigns or is removed; and (c) to provide for an annual financial review and report to Members of the books of the Club. The Board of Directors may adopt such rules and regulations, not inconsistent with the Certificate of Incorporation, By-laws and applicable laws, as it may deem proper for the conduct of its meetings, meetings of Members and the management of the Club.

The “Entire Board” as defined in Sections 102(6-a) and 702 of the Not-for-Profit Corporation Law shall be the number of directors elected at the most recent election, but in no case, less than [3] nor more than [18]. The number of directors may from time to time be increased or decreased by action of the Board of Directors amending these By-Laws, provided that any action of the directors to effect such increase or decrease shall require the vote of a majority of the Entire Board. No decrease shall shorten the term of any incumbent director.

3.2. Composition of the Board. The Board shall consist of the officers (who, upon election as officers, shall become ex officio directors (i.e. automatically, without a separate vote by the Members or Board of Directors, deemed elected as directors by reason solely of their election as officers) for the terms specified in the resolution nominating them as officers and directors): President, First Vice President, Second Vice President, Recording Secretary, Membership Secretary, and Treasurer) and a sufficient number of directors at large (that is, directors without portfolio) to equal the number of directors to be elected, as determined by the Board pursuant hereto.

3.3. Term of Office; Qualification. Directors shall be elected for a term of three years and may be re-elected. Terms of directors shall be staggered so that not less than one third of all directors shall be elected every year. Each director shall be at least 18 years of age and a regular, contributing, sustaining or life Member in good standing. A director need not be a citizen of the United States or a resident of the State of New York. Each director shall hold office until his successor has been elected or appointed and qualified, or his earlier death, resignation or removal.

3.4. Vacancies and Newly Created Directorships. Newly created directorships resulting from an increase in the authorized number of directors and vacancies occurring in the Board of Directors for any cause, including any such vacancy occurring by reason of the death, resignation or removal of any director from office for cause, may be filled by the vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the next annual meeting of Members and until such director's successor has been elected or appointed and qualified or his earlier death, resignation or removal.

3.5. Removal of Directors. Any director may be removed for cause by the Board provided, that there is a quorum present of not less than a majority of the Entire Board at the meeting at which such action is taken.

3.6. Resignation. Any director may resign at any time by giving notice (either written or electronic or by facsimile) to the President or the Recording Secretary of the Club. Such resignation shall take effect at any time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If no effective time is specified, such resignation shall take effect upon receipt thereof.

3.7. Absence From Meetings. Any director who shall be absent from three consecutive meetings of the Board may, at the discretion of the Board, be considered to have resigned from the Board and the vacancy may then be filled as provided in Section 4.4 of these By-laws.

3.8. Minimum Number of Meetings. Directors shall meet a minimum of four times during the period between September first and May thirty-first of each year.

3.9. Annual Meeting; Notice. The annual meeting of the Board of Directors shall be at such place, date and time as the Board of Directors shall designate, for the purpose of (a) proposing for nomination to the Members candidates for officer and director positions; (b)

transacting such other business as may properly be brought before such meeting. Notice of the time and place of such annual meeting shall be given by the President or Recording Secretary by U.S. mail, email, facsimile or personal delivery to each director not less than 10 nor more than 30 days before such annual meeting; and (c) at the annual meeting of the Board of Directors, the President and the Treasurer shall deliver a financial report with such review and in such form as will be provided to Members at their next annual meeting, as specified in Section 7.2 of these By-laws.

3.10. Special Meetings; Notice. Special meetings of the Board of Directors may be called by the President or any two directors and held at such time and place as may be designated in the notice of such meeting. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the President or Recording Secretary by U.S. mail, email, facsimile or personal delivery to each director at least two days before the day of such meeting.

3.11. Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall designate, and notice of such regular meetings need not be given.

3.12. Waiver of Notice. The notice of any meeting of the Board of Directors or any committee of the Board of Directors or the Club shall be deemed given upon dispatch to the last known address of each director. Notice of any adjournment of a meeting of the Board of Directors to another time or place because a quorum is not present shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors. Any required notice shall be waived by any director who signs a waiver of notice (either written or electronic or by facsimile) before or after the meeting, or who attends the meeting without protesting in writing, prior thereto or at its commencement, the lack of notice to him or her.

3.13. Place and Time of Meetings. Meetings of the Board of Directors shall be held at the location, within or without the State of New York, that is fixed by the Board of Directors or, in the case of a special meeting, by the person or persons calling the special meeting.

3.14. Quorum; Adjournments of Meetings; Manner of Acting. Except as hereinafter provided, the presence of majority of the entire Board at any meeting thereof shall constitute a quorum. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise provided by the Not-for-Profit Corporation Law and except as otherwise provided in these By-Laws, the vote of a majority of the directors present at the time of the vote, if a quorum was present at the beginning of such meeting, shall be the act of the Board of Directors. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

3.15. Participation by Telephone, etc. Any one or more members of the Board of Directors or of any committee thereof may participate in a meeting of the Board of Directors by

means of a conference telephone, videoconferencing, or similar communications equipment allowing all persons participating in the meeting to hear each other; participation by such means shall constitute presence in person at the meeting.

3.16. Chair of the Meeting. The President, if present and acting, shall preside and act as Chair at all meetings of the Board of Directors. Otherwise, any other director chosen by the President or, if none was chosen, by the Board of Directors, shall preside.

3.17. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors or by any committee thereof or of the Club may be taken without a meeting if all of the members of the Board of Directors or of such committee consent in writing (including by means of an electronic message) to the adoption of a resolution authorizing the action. Such consent may be written or electronic or by facsimile. If action is so taken without a meeting, the resolution and the written consents thereto by all of the members of the Board of Directors or such committee shall be filed with the minutes of the proceedings of the Board of Directors or of such committee, as the case may be.

3.18. Compensation. The Club shall not pay any compensation to directors for services rendered to the Club, in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Club.

ARTICLE IV: COMMITTEES

4.1. Committees of the Corporation. The President or the Board of Directors may establish from time to time, in accordance with Section 714 (e) of the Not for-Profit-Corporation Act, Committees of the Corporation, including (a) a Program Committee to assist in identification, selection and implementation of the Club's Concert programs and (b) a Nominating Committee, to assist in identification of candidates for nomination as officers, directors, Advisory Board members and Committee members. Each such Committee shall be advisory to the President and Board.

4.2. Number, Tasks and Appointment. Each Committee shall have such number of members, consisting of one or more directors and other Members, with such tasks as the President or Board, as the case may be, establishing such Committee shall determine. The President shall appoint for a one-year term each member of a Committee of the Corporation he establishes. The Board shall appoint for a one-year term each member of each such Committee it establishes.

4.3. Other Committees. A majority of the directors then in office may designate annually, or at such other intervals as it may determine, other Committees of the Board of Directors, each consisting of not fewer than three members. The members of such Committees need not be exclusively directors of the Club. Each such committee shall have and may exercise such powers and authority as may be delegated to it by the Board of Directors, and shall be restricted in its actions as determined by the Board of Directors.

4.4. Committees: General. (a) A majority of any Committee may fix its rules of procedure, determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide by resolution. Notice of such meetings shall be given to each member of the Committee in the manner provided for in Section 2.8 of these By-Laws.

(b) Nothing in this Article IV shall be deemed to prevent the Board of Directors from appointing one or more Committees of the Corporation consisting in whole or in part of persons who are not members of the Board of Directors of the Club; provided, that no such Committee shall have or may exercise any authority of the Board of Directors except as may be specifically granted in these By-Laws or by resolution of the Board of Directors.

(c) Each Committee of the Board of Directors shall keep written minutes of its proceedings and shall report such minutes to the Board of Directors when requested. All such proceedings shall be subject to revision or modification by the Board of Directors, provided, that rights of third parties shall not be prejudiced by such revision or modification. The Board of Directors, by action of a majority of the directors then in office, may at any time fill vacancies in, change the membership of, or dissolve any Committee of the Corporation or Board of Directors or otherwise appointed by it.

ARTICLE V: OFFICERS, EMPLOYEES AND AGENTS

5.1. Nomination, Qualifications and Election; Removal. The officers of the Club shall be: President, First Vice-President, Second Vice-President, Recording Secretary, Membership Secretary, Treasurer. Nomination of officers shall be made by the Board at the Annual Meeting of Members and may also be made from the floor by any Member entitled to vote. The nominee for President shall be at the time of election, or shall previously have been, a director of the Club. Election shall be by plurality vote of the Members present and voting at the Annual Meeting and each officer shall continue in office until his successor shall have been elected and qualified, or until he sooner dies, resigns or is removed. Any officer may be removed, with or without cause, by vote of a majority of the Entire Board.

The President shall hold no other office but each other officer may hold any two, but no more than two, of the other offices. The President shall not hold office for more than three consecutive terms.

5.2 Term of Office. Officers shall be elected for a term of one year or until their successors are elected and qualified, or their earlier death, resignation or removal.

5.3. Resignations. Any officer may resign at any time by giving notice (either written or electronic or by facsimile) to the President or the Recording Secretary. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective,

5.4. Vacancies. Any vacancy in any office, arising at any time and from any cause, may be filled by a vote of a majority of the Board of Directors. Any officer elected to fill

a vacancy shall hold office until the election at the next annual meeting of the Members, and the qualification of, his successor or his earlier death, resignation or removal.

5.5. President: Powers and Duties. The President shall generally serve as chief executive and chief policy officer of the Club and shall enunciate and interpret the policies determined by the Board of Directors, as well as manage generally the affairs of the Club. The President shall keep the Board of Directors fully informed, and shall freely consult with them, concerning the activities of the Club. He may sign and execute, in the name of the Club, deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these By-laws to some other officer or agent of the Club. The President shall preside at all meetings of Members and the Board of Directors at which he is present and perform all duties incident to the office of President, and such other duties as from time to time may be assigned to him by the Board of Directors.

5.6. Vice Presidents: Powers and Duties. The Vice Presidents, in their successive order, shall perform all duties of the President during the latter's absence or disability. Each Vice President shall discharge such additional functions and duties as may be assigned to him by the President or the Board of Directors. In anticipation of any temporary absence, the President may designate a Vice President to perform the duties of the President during such absence. If no such designation is made, or in the event of disability of the President, the Board of Directors may designate a Vice President to perform the duties of the President during such absence or disability

5.7. Recording Secretary: Powers and Duties. The Recording Secretary shall act as secretary at all meetings of the Board of Directors and Members and shall keep the minutes of all such meetings, and actions in lieu of meetings and waivers of notice in connection with such meetings. He shall have custody of the seal, minute book and permanent records of the Club; and shall attend to the giving and serving of all notices of the Club to and from officers and directors, and shall perform all duties incident to the office of Recording Secretary subject, however, to the control of the President and Board of Directors, and shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

5.8. Membership Secretary: Powers and Duties. The Membership Secretary shall maintain an accurate list of Members and shall ensure that all communications regarding Members and membership be properly and timely conducted, including sending notices of meetings and concerts to the Members and in general overseeing operation and maintenance of the Club's website. The Membership Secretary shall perform all duties incident to the office of Membership Secretary, subject, however, to the control of the President and Board of Directors, and shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

5.9. Treasurer: Powers and Duties. The Treasurer shall have custody of all funds and securities of the Club which may come into his hands. He shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Club, and shall deposit all moneys and other valuable effects of the Club in the name and to the credit of the Club in such banks or depositories as the Board of Directors may designate. He shall pay all bills, payment of

which has been authorized by the Board of Directors, either by specific resolution or as part of a budget approved by the Board of Directors: provided, notwithstanding the foregoing the treasurer is authorized to pay bills against the Club's account which are not in excess of \$50.00 without specific authorization of the President or the Board of Directors. [Add Online banking and Credit Card, Paypal, Etc., and that access to such accounts is by the Treasurer and one other officer.]

The Treasurer shall (i) render a statement of the condition of the finances of the Club at the annual meeting of the Members as provided in Section 519 of the Not-for-Profit Corporation Law and in Section 7.2 of these By-Laws and (ii) make an annual report to the Board of Directors concerning assets held for a specific purpose, the use made of such assets and the income thereof as provided in Section 513(b) of the Not-for-Profit Corporation Law and in Section 7.2 of these By-Laws. The Treasurer shall perform all duties incident to the office of Treasurer, subject, however, to the control of the President and Board of Directors, and shall perform such other duties as from time to time may be assigned to him by the President or the Board. The Treasurer shall, if required by the Board of Directors, give such security for the faithful performance of his or her duties as the Board of Directors may require and shall provide for restoration to the Club in case of his or her death, resignation, retirement or removal from office, of all books or accounts, records, papers, vouchers, money and other property of the Club in his possession or under his control.

5.10. Compensation of Officers. The Club shall not pay and compensation of any kind to any officer for services rendered to the Club.

5.11. Other Agents, Etc. The Board of Directors may from time to time appoint such agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board of Directors and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

ARTICLE VI: STAFF

6.1 Staff. From time to time the President, if authorized by the Board of Directors, may employ such other staff personnel with such titles and duties as the President shall determine according to available administrative funds and needs of the Club. Any employee may be removed by the President or Board of Directors with or without cause. From time to time, the Board of Directors, by resolution, may appoint agents who shall have such authority and perform such duties as may from time to time be prescribed by the Board of Directors. Any agent may be removed by a resolution adopted by a majority of the entire Board with or without cause. The removal of an employee or agent without cause shall be without prejudice to his or her contract rights pursuant to an employment agreement, if any, but the appointment as an officer, employee or agent of the Club shall not in and of itself create contract rights.

6.2. Compensation. The President, with approval of the Board of Directors, may from time to time establish the rate of compensation and benefits for the staff personnel of the Club.

ARTICLE VII: ANNUAL FINANCIAL REPORTING

7.1. Annual Financial Report. The Club shall submit an annual written financial report to the Attorney General as is required under Article 7-A of the New York Executive Law and Section 8-1.4 of the Estates, Powers and Trusts Law. If the Corporation is required by the New York State Attorney General to file an audit report from an independent auditor, it must also designate an audit committee or Board-authorized committee made up of solely independent directors, charged with the oversight of annual financial reporting.

7.2. Annual Report to the Members. Pursuant to Section 519 of the Not-for-Profit Corporation Law, at the annual meeting of the Members the President and the Treasurer shall present a report, verified by them[and], [or] reviewed by an independent public or certified accountant or a firm of such accountants selected by the Board of Directors, showing in appropriate detail: (i) the assets and liabilities, including trust funds, of the Club as of a 12 month fiscal period terminating not more than 6 months prior to such annual meeting; (ii) the principal changes in assets and liabilities, including trust funds, during such fiscal period; (iii) the revenues or receipts of the Club, both unrestricted and restricted to particular purposes, for such fiscal period; and (iv) the expenses and disbursements of the Club, for both general and restricted purposes, during such fiscal period. Pursuant to Section 513(b) of the Not-for-Profit Corporation Law, the report of the President and the Treasurer, presented at the annual meeting of the Board of Directors, shall include, with respect to any assets consisting of funds or other real or personal property of any kind that may have been given, granted, bequeathed or devised to the Club in trust for, or with a direction to apply the same to, any purpose specified therefor in the Certificate of Incorporation and the use made of such assets and the income generated by such assets during such fiscal period, unless the terms of the particular gift instrument by which such assets were vested in the Club provide otherwise. The report of the President and the Treasurer to the Members shall be filed with the minutes of the annual meeting of Members. The report of the President and the Treasurer to the Members may consist of a duly verified or certified copy of any report by the Club to the Internal Revenue Service or to the Attorney General of the State of New York which includes the information hereinabove specified in this Section 7.2 of these By-laws..

ARTICLE VIII: CONFLICT OF INTEREST AND RELATED PARTY TRANSACTIONS

8.1. Conflict of Interest Policy. The Club has and shall keep in effect a Conflict of Interest Policy consistent with Section 715-A of the Not-for-Profit Corporation Law. In any instance where the Club proposes to enter into a related party transaction, it shall follow the procedures and rules set out in the Club's Conflict of Interest Policy.

8.2. "Related Party" For purposes of this Article VII: "related party" means (i) any director, officer or key employee of the Club or any affiliate of the Club (ii) any relative of any director, officer or key employee of the Club or any affiliate of the Club; or (iii) any entity in which any individual described in clauses (i) and (ii) has a 35% or greater ownership or

beneficial interest or, in the case of a partnership or professional corporation, a director or indirect ownership interest in excess of 5%. A “related party transaction” means any transaction, agreement or any other arrangement in which a related party has a financial interest and in which the Club or any affiliate of the Club is a participant.

ARTICLE IX: OFFICE AND BOOKS

9.1. Offices. The principal office of the Club shall be located in the the State of New York. All other offices of the Club shall be located at such place or places as the Board of Directors may from time to time determine.

9.2. Books. There shall be kept at offices of the Club correct books of account of the activities and transactions of the Club, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Board of Directors and of any Committee thereof and of meetings of Members.

ARTICLE X: CORPORATE SEAL

10.1. The Board of Directors may adopt a corporate seal in such form as it shall prescribe.

ARTICLE XI: FISCAL YEAR

11.1. Fiscal Year. The fiscal year of the Club shall end on [December 31] until changed by the Board of Directors.

ARTICLE XII: AMENDMENTS TO BY-LAWS

12.1 Subject to applicable law, the Board of Directors may make, amend or repeal these By-Laws at any meeting of the Board of Directors, at which a quorum is present, by a vote of a majority of the Entire Board or by unanimous consent of the Board of Directors (which consent may be written or electronic or by facsimile); provided that (no amendment may be made that shall conflict with any provision of law or of the Club’s Certificate of Incorporation.

ARTICLE XIII: INDEMNIFICATION OF OFFICERS AND DIRECTORS

13.1. General. To the fullest extent permitted by law, the Club shall indemnify any person (and his or her heirs, executors, guardians, administrators, assigns and any other

legal representative of that person) who was or is a party or is threatened to be made a party to or is involved in (including as a witness) any threatened, pending, or completed action, suit, proceeding or inquiry (brought in the right of the Club or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that he or she is or was a director or officer of the Club or, while a director or officer of the Club is or was serving at the request of the Club as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that person or that person's heirs, executors, guardians, administrators, assigns or legal representatives in connection with that action, suit, proceeding or inquiry, including appeals. Notwithstanding the foregoing, the Club shall indemnify any person seeking indemnification in connection with an action, suit, proceeding or inquiry (or part thereof) initiated by that person only if that action, suit, proceeding or inquiry (or part thereof) was authorized by the Board of Directors.

13.2. Exclusions. No indemnification shall be made to or on behalf of a director or officer if a judgment or other financial adjudication adverse to the director or officer establishes that his or her acts were committed in bad faith or were the result of active or deliberate dishonesty and were material to the cause of 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.

13.3. Amendment of By-Laws. If any action with respect to indemnification of directors and officers is taken by way of amendment of the By-Laws, resolution of directors, or by agreement, then the Club shall, within fifteen months from the date of such action, include in the records of the Club open to public inspection, a statement specifying the action taken.

13.4. Expenses. To the fullest extent permitted by law, the Club shall pay expenses as incurred by any person described in subsection (1) of this Article in connection with any action, suit, proceeding or inquiry described in subsection (1) of this Article; provided, that, if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses shall be made only upon delivery to the Club of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.

13.5. Insurance. The Club may purchase and maintain insurance on behalf of any person described in subsection (1) of this Article against any liability asserted against him or her, whether or not the Club would have the power to indemnify him or her against that liability under the provisions of this Section 13.1 of these By-laws or otherwise.

13.6. Application. The provisions of this Article shall be applicable to all actions, suits, proceedings or inquiries made or commenced after the adoption of this Article, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article shall be deemed to be a contract between the Club and each director or officer who serves in such capacity at any time while this Article and the relevant provisions of the laws of the State of New York and other applicable law, if any, are in effect, and any repeal or

modification of this Article shall not adversely affect any right or protection of any person described in subsection (1) in respect of any act or omission occurring prior to the time of the repeal or modification.

13.7. Validity and Limitations. If any provision of this Article shall be found to be invalid or limited in application by reason of any law or regulation, that finding shall not affect the validity of the remaining provisions of this Article. The rights of indemnification provided in this Article shall neither be exclusive of, nor be deemed in limitation of, any rights to which any person described in subsection (1) of this Article may otherwise be entitled or permitted by contract, the Certificate of Incorporation, vote of the Board of Directors, or otherwise, or as a matter of law, both as to actions in his official capacity and actions in any other capacity while holding such office, it being the policy of the Club that indemnification of any person described in subsection (1) of this Article shall be made to the fullest extent permitted by law.

13.8. Employees and Agents. The Corporation may, by vote of the Board of Directors, provide indemnification and advancement of expenses to employees and agents of the Corporation.

ARTICLE XIV: ADVISORY BOARD

14.1. Advisory Board. An Advisory Board of the New York Flute Club may be created to provide advice and consultation to the officers and directors from time to time as needed. Members of the Advisory Board may be elected by the Board of Directors at any meeting by affirmative vote of those present equal to not less than the quorum; they shall serve without compensation for a term of five years and may be re-elected; they may attend and participate at meetings of the Board of Directors but shall not be entitled to vote.