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**BY-LAWS OF THE PARK SLOPE CIVIC  
COUNCIL, INC.  
As amended April 7, 2022**

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## TABLE OF CONTENTS

1. NAME	3
2. PURPOSES	3
3. ORGANIZATIONAL STRUCTURE	3
4. MEMBERSHIP	3
5. TRUSTEES	4
6. BOARD OF TRUSTEES	5
7. OFFICERS	5
8. EXECUTIVE COMMITTEE	7
9. COMMITTEES	8
10. SCHEDULING AND CALLING OF MEETINGS	8
11. CONDUCT OF MEETINGS	9
12. NOMINATION AND ELECTION OF TRUSTEES	10
13. EXPULSION & REMOVAL	11
14. FINANCIAL MANAGEMENT	11
15. AMENDMENTS TO THE BY-LAWS	13
16. INDEMNIFICATIONS	13
17. APPENDIX A - CODE OF CONDUCT FOR TRUSTEES	16
18. APPENDIX B - CONFLICT OF INTEREST POLICY	17

**1. NAME**

The name of the organization shall be the Park Slope Civic Council, Inc. (referred to as “the Council” or “PSCC”).

**2. PURPOSES**

**2.1** To promote the health, vitality and character of the Park Slope neighborhood.

**2.2** To advocate for the interests of residents, businesses and others with a stake in the Park Slope community.

**2.3** To do any other act or thing incidental to, or connected with or in advancement of the foregoing purposes, but not for the pecuniary profit or financial gain of its Members, Trustees or Officers except as permitted under the Not-For-Profit Corporation Law.

**3. ORGANIZATIONAL STRUCTURE**

The Council is a not-for-profit membership corporation governed by a Board of Trustees elected by the Members and managed by Officers elected by the Trustees. Trustees and Officers serve in a voluntary capacity without compensation.

**4. MEMBERSHIP**

**4.1 Eligibility.**

(i) Any individual 18 years of age or more shall be eligible for membership in the Council with all the rights and privileges afforded to members under these By-laws. As referenced in these By-laws, “member” means a member of the Council in good standing.

(ii) Business entities, institutions and organizations may join the Civic Council as institutional members and may participate fully in Council activities but may not vote on matters coming before the membership and may not have a representative elected as a Trustee.

**4.2 Membership Applications.**

(i) Applications for membership shall be made available on the PSCC website and at such other events and through such other channels as may be appropriate.

(ii) Membership in the PSCC shall commence upon receipt of that individual’s or institution’s application and the payment of applicable dues.

**4.3 Annual Dues.** Each member's annual dues shall be due on that member's anniversary date in accordance with PSCC's then-existing membership categories and fee schedule.

**4.4 Membership Default.** Any member whose annual dues remain unpaid six months after that member's anniversary date shall be deemed in default and no longer in good standing. Any member in default by the time of the Annual Meeting shall not be eligible to vote, hold office or serve on the Board of Trustees.

**4.5 Membership Termination.** Any member who fails to pay dues for one year after that member's anniversary date shall no longer be a member and shall be considered a "lapsed member."

**4.6 Expulsion.** A Member can be expelled for conduct contrary to the interests or purposes of the Council. The process of expelling a Member is detailed in Section 13 below.

**4.7 Powers & Duties.** The Members shall elect Trustees, approve amendments to the By-laws and the Certificate of Incorporation, and retain other powers specified in the Not-for-Profit Corporation Law.

**4.8 Meetings.** The procedures for scheduling, calling and conducting the Annual Meeting and other meetings of the Members are detailed in sections 10 & 11 below.

## 5. TRUSTEES

**5.1 Eligibility.** A Board of Trustees shall govern the Council, and shall consist of between twenty-four and thirty members, who have been members in good standing for at least three consecutive months immediately before their election. All elected public officials, as well as employees of elected officials whose jurisdiction includes any part of Kings County, New York, are ineligible to serve as Trustees.

**5.2 Trustee Elections and Terms.** Trustees shall be elected by a majority of the votes cast at the Annual Meeting to a three-year term. The procedure for nominating and electing Trustees is detailed in section 12 below.

**5.3 Term Limits.** Any Trustee who has served three consecutive three-year terms shall be required to step down from the Board for no less than one year before becoming eligible for reelection as a Trustee.

**5.4 Code of Conduct and Conflict of Interest.** A Code of Conduct, attached hereto as Appendix A, shall govern each individual Trustee's appropriate performance and participation in the Council. Moreover, Trustees are subject to the Council's Conflict of Interest Policy, attached hereto as Appendix B. Trustees must recuse

themselves on any vote for which they have a conflict as defined by the Policy and must execute the Conflict of Interest Statement annually as required by law. The Board of Trustees may from time to time amend the Code of Conduct and Conflict of Interest Policy, without approval by the Members.

**5.5 Removal of a Trustee.** A Trustee can be removed for violating the Code of Conduct or the Conflict of Interest Policy or for acting in a manner contrary to the interests or purposes of the Council. The process for removing a Trustee is detailed in Section 13 below.

## 6. BOARD OF TRUSTEES

**6.1 Duties and Powers.** Together, the Trustees form the Board of Trustees ("the Board"). In addition to the specific powers delineated elsewhere in these By-laws, the Board shall have the power to set membership categories and dues, to make and amend rules for the administration of the organization and its meetings, and in general to manage the affairs and property of the organization when not otherwise provided for in these By-laws. Moreover, the Board shall determine what positions the Council will take on matters of public policy.

**6.2 Meetings.** The procedures for scheduling, calling and conducting meetings of the Board of Trustees are detailed in sections 10 & 11 below.

## 7. OFFICERS

**7.1 Officers.** The Officers shall be: (1) a President (defined as one person or two Co-Presidents); (2) a First Vice President; (3) a Second Vice President; (4) a Secretary; (5) a Treasurer; (6) an Assistant Treasurer; and (7) a Membership Secretary. In the event two Co-Presidents are elected and installed as Officers, it shall not be necessary to elect a Second Vice President.

**7.2 Eligibility.** The President, Secretary and Treasurer shall have been Trustees for at least twelve months prior to their election as Officers. The First Vice President, Second Vice President, Assistant Treasurer and Membership Secretary shall have been Members for at least twelve months prior to their election as Officers.

**7.3 Officers' Duties.** The Officers shall have such duties as are specified below and elsewhere in these By-laws and such additional duties as may be specified from time to time by the Board.

**(i) President.** The President is the executive officer chiefly responsible for the operation of the Council. The President presides at meetings; calls meetings of the Executive Committee, Board of Trustees and Membership; appoints the Chairpersons of committees; serves as an ex officio member of all committees; and is the principle public spokesperson for the Council.

**(ii) First Vice President.** The First Vice President acts as President in the absence or illness of the President. In the event of the President's resignation or incapacity to serve, the First Vice President shall succeed to the office in an interim capacity until the Board fills the vacancy as provided in Section 7.7. The President may delegate to the First Vice President such official or other duties as may be necessary for the conduct of business.

**(iii) Second Vice President.** The President and the First Vice President may delegate to the Second Vice President such official or other duties as may be necessary for the conduct of business.

**(iv) Secretary.** The Secretary prepares minutes and keeps records of meetings; officially verifies the identify of fiduciaries and other information that may be required by banks and other institutions; ensures that Trustees have executed the annual Conflict of Interest Statement; and ensures that meetings, voting and other activities are conducted in compliance with the By-laws.

**(v) Treasurer.** The Treasurer is responsible for the collection of dues, the payment of expenditures, keeping the books, preparing tax returns, and other financial matters. The Treasurer advises the Executive Committee and the Board about the finances of the Council, and assists in formulating the budgets for regular and special activities.

**(vi) Assistant Treasurer.** The Assistant Treasurer acts as Treasurer in the absence or illness of the Treasurer and in the event of the Treasurer's resignation or incapacity to serve. The Treasurer may delegate to the Assistant Treasurer such official or other duties as may be necessary for the conduct of business.

**(vii) Membership Secretary.** The Membership Secretary maintains the membership lists, develops strategies and campaigns for recruiting new Members and renewing lapsed Members, and advises the Executive Committee and the Board on Membership matters.

**7.4 Nomination and Election of Officers.** At the meeting of the Board of Trustees held in April, the Secretary shall announce which Officers are expected to continue in office following the June Annual Meeting and which positions will be vacant. Trustees will be invited to express their interest in being considered for vacant positions following the April meeting. At the May meeting of the Board of Trustees, the Executive Committee shall present a slate of candidates for the to-be-vacated positions. Competing nominations will be in order from the floor, and the Board will elect the new Officers by a majority of those present and voting.

**7.5 Term.** An Officer's term will commence at the conclusion of the Annual Meeting and shall be three years in length or until the election or appointment of a

successor. Officers may run for reelection until such time as their service as a Trustee terminates. In the event an Officer's nine-year term limit as a Trustee is reached during her/his term as an Officer, that individual shall be entitled to remain a Trustee and an Officer for the remainder of her/his Officer term.

**7.6 Removal of an Officer.** An Officer can be removed for violating the Code of Conduct or the Conflict of Interest Policy, for acting in a manner contrary to the interests or purposes of the Council, or for being derelict or negligent in carrying out her/his duties as an Officer. The process of removing an Officer is detailed in Section 13 below.

**7.7 Filling of Vacancies.** If an Officer position becomes vacant, the Executive Committee shall promptly designate a replacement, who shall serve in an interim capacity until such time as the Board elects that individual or another eligible Trustee to fill the vacant position. The new Officer thereby elected shall serve a three-year term beginning at the next Annual Meeting following her/his election by the Board.

## **8. EXECUTIVE COMMITTEE OF THE BOARD**

**8.1** Together, the Officers of the Council shall constitute the Executive Committee of the Board, chaired by the President. The Executive Committee shall meet before each Trustees' meeting to set the agenda for the Trustees' meeting, to formulate recommendations to be presented at the Board meeting, to approve requests for Civic Council sponsorship of events, and to discuss other matters as needed.

**8.2** In the event of a matter(s) that, in the opinion of the President or three members of the Executive Committee, cannot await the next scheduled Board of Trustees meeting, the Executive Committee shall have the powers of the Board of Trustees regarding such matter(s), except as to the following powers, as specified by the Not-for-Profit Corporation Law: the filling of vacancies on the Board; (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 is not amendable or repealable; (d) the fixing of compensation of the trustees for serving on the Board; (e) the election or removal of officers and trustees; (f) the approval of a merger or plan of dissolution; (g) the authorization of a transaction involving the sale, lease, exchange or other disposition of all or substantially all the assets of the corporation; and (h) the approval of amendments to the Certificate of Incorporation.

**8.3** At each Board of Trustees meeting, the President shall report any final decisions or actions taken by Executive Committee since the prior Board meeting, and the Board must consider a motion to ratify, reverse or otherwise modify those actions.

## 9. COMMITTEES OF THE COUNCIL

**9.1 Committees.** There shall be a Committee on Trustees, whose members are appointed by the President with the advice and consent of the Executive Committee and whose duties are defined in section 12. The President may create additional committees with the Board of Trustees' advice and consent. The President may designate committee chairpersons with the Executive Committee's advice and consent.

**9.2 Duties.** Committees shall perform such duties as shall be delegated to them by the President or Board of Trustees and shall report their activities at any membership or Board of Trustee meetings whenever requested to do so. Recommendations for the Council to sponsor or co-sponsor events shall require approval by the Executive Committee, and recommendations for the Council to adopt a position on a matter of public policy shall require approval by the Board of Trustees.

**9.3 Eligibility.** Members as well as individuals who are not Members shall be eligible for appointment to committees. Any Member can serve as a Committee Chair or Co-Chair. A Committee Chair or Co-Chair who is not a Trustee shall, upon being appointed to such position, promptly submit to the Secretary (i) a statement of their willingness to comply with the Trustee Code of Conduct as if she/he were a Trustee and (ii) an executed Conflict of Interest Statement.

## 10. SCHEDULING AND CALLING OF MEETINGS

### 10.1 Meetings of the Membership.

**(i) Annual Meeting.** The Annual Meeting of Members for the election of Trustees and other business as needed shall be held in June at such time and place as the Board of Trustees sees fit. The Secretary shall give notice on the PSCC web site and by email of each Annual Meeting at least ten days but not more than fifty days before the meeting to each member of the Council.

**(ii) Special Meetings of the Members.** Special membership meetings may be held at any time at the call of the President, with the advice and consent of the Executive Committee. The Secretary shall give notice of the special membership meeting on the PSCC website and by email at least ten days but not more than fifty days before the meeting. Such notice shall state the date and purpose of the proposed membership meeting. Only matters directly related to the stated purpose of the special meeting shall be in order at such meeting. Special membership meetings shall also be called upon a signed written request or identically worded emails addressed to the Secretary by ten percent of the PSCC members in good standing, which request must include the purpose of the requested meeting. The date of such special membership meeting shall be not less than two nor more than three months from the date of such



written demand. Notice requirements and agenda restrictions shall be identical to those for a meeting called by the President.

**(iii) Quorum.** At any Annual Meeting or Special Membership Meeting, attendance in person or by proxy by the lesser of ten percent of the Members in good standing or 100 Members shall constitute a quorum.

## **10.2 Meetings of the Board of Trustees.**

**(i) Monthly Meetings.** There shall be at least ten meetings of the Board of Trustees during each year, called by the President, and they shall typically occur once a month except in July and August. Notice of those meetings is to be given in a reasonable manner and may be given on the PSCC website and by email.

**(ii) Quorum.** At all Board of Trustees meetings, the presence in person of at least one-third of the members of the Board of Trustees shall be necessary to constitute a quorum.

**(iii) Attendance.** Meetings of the Board of Trustees shall be open to all Members and to the public.

## **11. CONDUCT OF MEETINGS.**

**11.1 Participation.** All meetings of Members, the Board of Trustees, the Executive Committee and other committees may be conducted in person or electronically. When a meeting is in person, and when appropriate technology is available, a person may participate by telephone, video conference or other electronic capability provided that all participants can speak, can hear each other and can have their votes recognized. Participation by such means shall be deemed attendance "in person."

**11.2 Procedure.** At all meetings of Members, the Board of Trustees and the Executive Committee, the Presiding Officer shall have discretion to conduct the meeting in an informal manner. This shall include recognizing speakers; moving the agenda along as she/he deems appropriate; inviting motions; conducting votes by unanimous consent, by voice, by show of hands, by roll call, or by secret ballot in her/his discretion; and adjourning the meeting either upon a motion or in the event there appears to be no further business. Any Member at a membership meeting or Trustee at a Board meeting can object to a procedural decision or action of the Presiding Officer, in which case discussion and voting on that matter will be conducted using the Informal Procedure for Small Boards as specified in recent editions of Robert's Rules of Order or such other rules of parliamentary procedure as may be adopted from time to time by the Executive Committee.

**11.3 Executive Session.** At any Member or Trustee meeting, the Presiding Officer, in her/his discretion, may declare the meeting in executive session and may require attendees who are not Members in good standing or Trustees, as the case may be, to leave the meeting until such time as the Presiding Officer ends the executive session.

**11.4 Email Voting.** If, in the judgment of the President, a matter arises that requires approval by the Trustees prior to the next Board meeting, the Secretary shall arrange for a vote by email, ensuring that Trustees have access to all relevant information and ensuring an opportunity for questions and comment prior to the conduct of the vote.

**11.5 Information for Members.** At every Board and membership meeting, the Secretary shall have available at least one copy of the current By-laws and copies of the previous month's minutes for use by the Members present.

**11.6 Adoption of Motions.** Except where otherwise specified in these By-laws, motions shall be adopted by a simple majority of votes cast, a quorum having been established.

**11.7 Proxies.** Proxy voting is not allowed at any meeting, except the Annual Meeting and Special Meetings of the Members pursuant to a process determined by the Executive Committee and communicated at the time such meeting is announced.

## **12. NOMINATION AND ELECTION OF TRUSTEES.**

**12.1 Committee on Trustees.** The CoT shall recruit, interview and recommend candidates for election as trustees and, at the request of the President, shall make recommendations for attracting, developing and retaining Trustees and for strengthening the governance of the Council in other respects. The Committee on Trustees shall consist of three or more Trustees or Members appointed by the President.

**12.2 Self-Nominees.** Members can nominate themselves as Trustees by completing an application and submitting that application online or by email or postal mail to the designated address. The CoT shall the review the application and, at its discretion, invite the self-nominee for a meeting.

**12.3 Nominations.** The CoT shall recommend such number of Trustee candidates as will produce a Board of the required size, taking into account expected departures. The CoT shall provide the Executive Committee with its recommendations and, upon ratification by the Executive Committee, shall provide the same to the Board at its April meeting. At its May meeting, the Board shall vote on whether or not to approve the recommended candidates, voting on each candidate separately. The approved candidates shall become the slate of Trustee-nominees, and their names shall

be submitted to the Members at the Annual Meeting for election. The CoT shall notify each candidate as to whether her/his candidacy was approved.

**12.4 Petition Nominees.** An eligible Member not approved through the above process can also be nominated by submitting a written petition (or identically worded emails) signed by fifteen or more members. The petition shall be filed with the Secretary no later than May 1st of each year, and the names of the Petition Nominees shall be placed on the ballot at the Annual Meeting in addition to the Trustee-nominees described above. In the event there are more nominees than vacant Trustee positions, the nominees approved by the Board shall be voted on first, followed by petition nominees.

**12.5 Interim Trustees.** At any time that there are fewer than 30 trustees, the Board may, but need not, elect eligible Members as Interim Trustees following review and recommendation of the CoT. Such Interim Trustee shall serve until the next Annual Meeting, at which point she/he can be elected to her/his first three-year term.

### **13. EXPULSION & REMOVAL**

**13.1** Expulsion of a Member and removal of a Trustee or Officer shall be proposed by a written petition or identically worded emails, stating the reasons and factual allegations, signed by at least five Trustees or twenty-five members, and submitted to the Secretary. The President, the Secretary and the Membership Secretary shall jointly form a Review Committee to evaluate the petition and recommend an appropriate disposition. In the event the Committee recommends expulsion or removal, the Secretary shall make such a motion at the next meeting of the Board of Trustees, which motion shall make clear whether the proposed action will be permanent or until a date certain. The Secretary shall give the affected Member/Trustee/Officer at least one week's notice by email and first-class mail of the time and place of such meeting, the allegations made against her/him, and her/his right to make a statement in person, or in writing, at such meeting. In the event the petition concerns the President, the Secretary or the Membership Secretary, the President shall designate another Officer or Trustee to serve on the Review Committee in their stead.

**13.2** Approval of an expulsion/removal motion requires a two-thirds majority of the full membership of the Board of Trustees. An affected Trustee/Officer is not allowed to vote on the motion and is not counted as a Trustee for purposes of the two-thirds calculation.

### **14. FINANCIAL MANAGEMENT**

**14.1 Fiscal Year.** The fiscal year of the organization shall run from July 1 to June 30.

**14.2 Bank Accounts.** All funds of the PSCC shall be deposited in one or more accounts in such financial institution(s) as from time to time the Board of Trustees shall designate upon the Treasurer's recommendation.

**14.3 Account Name and Signatures.** All bills payable, notes, checks, drafts, warrants, electronic payments or other negotiable instruments of the Council shall be made in its name, and shall be signed or approved by either the Treasurer or the President or by such other person as the Board may authorize from time to time. In the event of a planned expenditure of \$1,000 or more or a payment of any amount to a Trustee, approval by both the Treasurer and the President shall be required, which approval must be conveyed in writing or by email.

**14.4 Annual Budget.** At the April meeting of the Board of Trustees, the Treasurer shall submit a proposed budget for the upcoming fiscal year, following approval of the same by the Executive Committee. Proposed amendments to the budget may be submitted to the Treasurer at or following the April meeting, which shall be reviewed by the Treasurer and the Executive Committee and either incorporated into the proposed budget or rejected. The budget shall be approved upon a majority vote of the Trustees at the May meeting of the Board of Trustees, and the adopted budget will be presented, for information only, to the membership at the Annual Meeting.

**14.5 Authority to Commit Funds.** For any line item in the budget that funds an event or initiative, the budget shall indicate whether the individual or committee responsible for that event or initiative (the "Organizer") has the authority to commit the Council to expenditures within the allocation on that budget line without further authorization, or, alternatively, whether the Organizer must obtain specific approval from the Treasurer in advance for each expenditure.

**14.6 Treasurer's Reports.**

(i) The Treasurer shall prepare a monthly statement of receipts and expenditures for delivery to the Executive Committee.

(ii) At the Annual Meeting, the Treasurer shall present a written report detailing the Council's fiscal-year-to-date receipts and expenditures as of April 30, including a comparison of actual receipts and expenditures to those in the adopted budget.

(iii) At the conclusion of the fiscal year, the Treasurer shall prepare a complete financial report to be delivered to the Executive Committee and the Board of Trustees at their September meetings.

**14.7 Treasurer Audit.** At any time, upon thirty days written notice to the Treasurer, the Executive Committee shall have the right to direct the Treasurer to produce the Council's financial books and records.

**14.8 Unbudgeted Items.** In its discretion, the Executive Committee may amend the budget to approve expenditures of \$500 or less for an expense that is not included in the adopted budget. Any such budget amendment shall be reported at the next regular Board meeting. Unbudgeted expenditures of more than \$500 shall require a budget amendment approved by a majority of the Trustees present at a Board meeting or voting by email pursuant to section 11 above.

**14.9 Modifications.** In its discretion, the Board of Trustees may modify the provisions of section 14, without approval by the Members.

## **15. AMENDMENTS TO THE BY-LAWS.**

**15.1 Procedure for Amendments.** Any Member may propose amendments to these By-laws and shall submit them in writing to the Secretary, who shall in turn, refer them to the Executive Committee. Should a proposed amendment receive approval by both the Executive Committee and the Board of Trustees, it shall be presented to the membership for approval at the Annual Meeting or at a Special Meeting of the Members.

**15.2 Voting Requirement.** These By-laws may be modified, altered, or amended by a two-thirds vote of the members in good standing present and voting at a membership meeting.

## **16. INDEMNIFICATION**

**16.1 No Liability.** Except as otherwise provided by law, no Trustee or Officer of the Council shall be liable to any person or entity based solely on that Trustee's or Officer's conduct in the execution of their office unless that conduct constituted gross negligence or was intended to cause the resulting harm.

**16.2 Right to Indemnification.** The Council shall hold harmless and indemnify to the fullest extent authorized by applicable law each person who is or was a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative ("proceeding") by reason of the fact that she/he, or a person of whom she/he is the legal representative, is or was serving at the Council's request as a Trustee, Officer, employee or agent of the Council or is or was serving at the Council's request as a Trustee, Officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise ("indemnified person"). The indemnified person shall be indemnified when the basis of the proceeding is an alleged action in the indemnified person's official capacity as a Trustee, Officer, employee, or agent or in any other capacity while serving as a Trustee,

Officer, employee or agent. Each indemnified person shall be indemnified against all damages, costs, expenses, assessments, liability, and loss, including attorneys' fees and expenses, judgments, fines, penalties, and amounts to be paid in settlement. Indemnification will include any interest, assessments, or other charges, and any federal, state, local or foreign taxes imposed as a result of the actual or deemed receipt of any payments under this article, together with all costs incurred in connection with preparation, investigation, defending, or participating in the proceeding or appeal. If the applicable law is amended or interpreted so as to permit the Council to provide broader indemnification rights to an indemnified person than were permitted prior to the amendment or interpretation then the Council's indemnification obligation to an indemnified person shall be broadened accordingly. The right to indemnification conferred in this section shall be a contract right.

**16.3 Exception to Indemnity.** The PSCC shall not indemnify any Trustee, Officer, employee or agent if a judgment or other adjudication adverse to such person establishes that her/his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the adjudicated claim, or that she/he personally gained in fact a financial profit or other advantage to which she/he was not legally entitled.

**16.4 Authority to Insure.** The PSCC shall, to the full extent permitted by law, purchase and maintain insurance to indemnify its Trustees, Officers, employees and agents and to indemnify the PSCC for any obligation that it incurs as a result of indemnification of such persons.

**16.5 Provisions Nonexclusive.** The rights conferred on any person by this article shall not be exclusive of any other rights that such person may have or acquire under any statute, agreement, or vote of the members or disinterested Trustees, both as to action in an official capacity and as to action in another capacity while holding a position with the Council.

**16.6 Survival of Indemnification Rights.** The rights provided by this article shall continue to a person who has ceased to be a Trustee, Officer, employee or agent of the PSCC and shall inure to the benefit of the heirs, executors, and administrators of such person.

**16.7 Settlement of Claims.** The PSCC shall not be liable to indemnify any person under this article either (a) for any amounts paid in settlement of any action or claim effected without the PSCC's written consent, which shall not be unreasonably withheld; or (b) for any judicial award if the PSCC was not given a reasonable and timely opportunity, at its expense, to participate in the defense of such action.

**16.8 Effect of Amendment.** Any amendment, repeal, or modification of this article shall not adversely affect any right or protection of any Trustee, Officer, employee or agent existing at the time of such amendment, repeal, or modification.

**16.9 Subrogation.** In the event of payment by the PSCC under this article, the PSCC shall be subrogated to the extent of such payment to all of the rights of recovery of such person to whom payment is made. That person shall execute all papers required and shall do everything that may be necessary to secure such rights, including the executions of documents necessary to enable the PSCC to bring suit to enforce such rights.

**16.10 No Duplication of Payments.** The PSCC shall not be liable under this article to make any payment in connection with any claim made against that Trustee, Officer, employee or agent to the extent that person has otherwise actually received payment of the amount otherwise indemnifiable.

## APPENDIX A

### Code of Conduct for Trustees of the Park Slope Civic Council

Park Slope Civic Council Trustees shall:

1. Support the purposes and mission of the Council.
2. Respect the opinions of fellow Trustees and the decisions of the Board as a whole.
3. Be prepared for and participate in Board meetings. A Trustee will be subject to removal for cause if she/he has three consecutive unexcused absences within any twelve-month period or any combination of four excused or unexcused absences during any twelve-month period.
4. Take a leadership role in committees and events sponsored by the Council. A Trustee is expected to serve on at least one committee and to participate regularly in the activities of the committees on which she/he serves. A Trustee is also expected to assist during any twelve-month period in at least two eligible PSCC sponsored events, or at the prior request and/or approval of the President, to regularly attend formal community meetings (e.g. Community Board 6) and to report on the proceedings of that community meeting at the subsequent Board meetings.
5. Make a commitment to ensure that the Council is well-managed, financially secure, growing and always operating in the best interests of the Park Slope community.
6. Refrain from using one's membership in the Council or status as a Trustee or Officer for improper personal or commercial gain.
7. Maintain confidentiality of any proceedings that take place in executive session.
8. Disclose any conflicts of interest in accordance with the Conflict of Interest Policy and proceed with abstention, recusal or resignation when required.
9. Be familiar with and follow the By-laws of the Council.
10. Refrain from committing the Council to any position on a matter of public policy or to sponsorship or co-sponsorship of any event without following the approval procedure specified in the By-laws.



11. Refrain from any public statements or media comments purporting to represent the Council, unless the President of the Board authorizes such statements.

## **APPENDIX B**

### **Conflict of Interest Policy for Trustees of the Park Slope Civic Council**

**[Distributed under separate cover]**