

BY-LAWS

OF

FRIENDS OF MORNINGSIDE PARK, INC.

I. NAME, PURPOSE, OFFICES.

I.1. Name. The name of the organization is **Friends of Morningside Park, Inc.** (the “Corporation”). The Corporation is a New York not-for-profit corporation.

I.2. Purposes. The purposes and powers of the Corporation shall be those set forth in the Corporation’s Certificate of Incorporation, as amended from time to time (the “Certificate of Incorporation”).

I.3. Office. The principal office of the Corporation shall be in New York County, State of New York. The Corporation may change the location of the principal office or maintain additional offices at such other places either within or without the State of New York as the Board of Directors of the Corporation (the “Board”) may from time to time determine or the business of the Corporation may require.

II. MEMBERS. The Corporation shall have no members.

III. BOARD OF DIRECTORS.

III.1. Powers and Number. The Board shall have general power to control and manage the affairs and property of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and in these By-laws (the “By-Laws”). The number of directors constituting the Board shall be not less than five (5) persons (each such director, a “Director” and together, the “Directors”). The number of Directors may be increased or decreased from time to time, by amendment of the By-laws by a vote of a majority of the Entire Board (as defined below), *provided, however*, that no decrease shall shorten the term of any incumbent Director or decrease the number of Directors to fewer than five (5) Directors. Each Director shall have one (1) vote. As to any matter upon which the Board may vote, the term “Entire Board” means the total number of Directors that would be entitled to vote on such matter that were elected or appointed as of the most recently held election of directors (as well as any directors whose terms have not yet expired), assuming for this purpose that no vacancies on the Board existed at the time of such vote.

III.2. Election and Term of Office. The Board shall elect Directors to serve for three (3) year terms, and each Director shall continue in office for such term and until such Director’s successor shall have been elected and qualified, or until such Director’s death, resignation or removal; *provided, however*, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next annual meeting at which the election of Directors is in the regular order of business and until his or her

successor is elected and qualified. Directors may be elected to any number of terms, *provided* that (i) no Director shall be elected for more than two (2) consecutive terms and (ii) following any such two (2) consecutive terms, at least one (1) year must elapse before such Director may be elected to the Board again. To become a Director, a person shall be nominated by an existing Director and elected by a majority of the Board. Each Director shall be at least eighteen (18) years of age. The Board will endeavor over time to achieve reasonable diversity in its membership and the membership of any other standing committees, special committees or advisory boards created pursuant to these By-laws in terms of race, national origin, ethnic background, gender, age and profession.

III.3. Removal. Any Director may be removed at any time for cause by a vote of two-thirds (2/3) of the Board then in office at a regular meeting or special meeting of the Board called for that purpose; *provided* that there is a quorum of not less than a majority present at such meeting; *provided, further* that any Director subject to removal shall not be entitled to vote on their removal nor shall such Director be counted for purposes of establishing a quorum. To the extent practicable, at least one (1) week's notice of the proposed action shall have been given to the Entire Board then in office. Missing three (3) consecutive meetings of the Board, unless the Chairperson of the Board or a majority of Directors has excused such Director from attendance due to extreme circumstance(s) may constitute cause.

III.4. Resignation. Any Director may resign from office at any time. Such resignation shall be made in writing to the President of the Corporation, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President. Unless required by its terms, the acceptance of a resignation by the Board shall not be necessary to make it effective, but in no event shall such resignation discharge any accrued obligation or duty of a Director.

(a) Vacancies and Newly Created Directorships. Any newly created directorships and any vacancies on the Board arising at any time and from any cause may be filled at any meeting of the Board by the vote of a majority of the Directors then in office, regardless of their number, and the Directors so elected shall serve until the next annual meeting. A vacancy in the Board shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation or removal of any Director; (ii) an increase in the authorized number of Directors by resolution of the Board; or (iii) the failure of the Directors, at any annual or other meeting of Directors at which any one or more Directors are to be elected, to elect the full authorized number of Directors to be voted for at that meeting.

III.5. Chairperson. The Chairperson of the Board shall be a Director elected by Board to be present at and preside over all meetings of the Board. The Chairperson shall perform such other duties, and exercise such powers, as from time to time shall be prescribed by these By-Laws or by the Board. The Chairperson of the Board must not be an employee of the Corporation.

III.6. Compensation. No compensation of any kind shall be paid to any Director for the performance of their duties as Director. Subject to Article V below, this shall not

in any way limit reimbursement of or payment for services provided to the Corporation by the Director in any capacity separate from their responsibilities as a Director, provided that there is full disclosure of the terms of such compensation and the arrangement has been approved by the Board. Directors may serve the Corporation in any other capacity and receive reasonable compensation therefor.

IV. MEETINGS OF DIRECTORS.

IV.1. Annual, Regular and Special Meetings. Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix. An annual meeting shall be held to elect Directors and at such time the Board shall receive an Annual Report (as defined below). There shall be at least one (1) regular meeting of the Board during each calendar quarter, one of which shall be the annual meeting. Special meetings of the Board shall be held whenever called by the Chairperson of the Board or any Director upon written demand (including by email) of not fewer than three (3) Directors, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

IV.2. Notice of Meetings. Regular meetings may be held without notice of the time and place if such meetings are fixed by the Board. Notice of the time and place of the annual meeting, any regular meeting not fixed by the Board and each special meeting of the Board (which notice shall, in the case of each annual and special meeting, be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken) shall be sent to each Director by email or mailed to each Director at their residence or usual place of business (or at such other address as they may have designated in a written request filed with the Secretary) at least three (3) days before the day on which the meeting is to be held; *provided, however*, that notice of special meetings to discuss matters requiring prompt action may be sent to them at such address by courier or given personally or by telephone or sent by email, no less than forty-eight (48) hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight (48) hours. Notice of a meeting need not be given to any Director who submits a waiver of notice (which may be written or sent by electronic mail) whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. No notice need be given of any adjourned meeting.

IV.3. Quorum and Voting.

(a) Unless a greater proportion is required by law, a quorum shall be a majority of the Entire Board. Except as otherwise provided by law or these By-Laws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

(b) Any Director may participate in a meeting of the Board by means of a conference telephone or similar communications equipment or by electronic video

screen communication allowing all persons participating in the meeting to speak to and hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

IV.4. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee, as applicable, consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee, as applicable, shall be filed with the minutes of the proceedings of the Board or committee.

V. COMMITTEES.

V.1. Standing Committees. There may be standing committees of the Board, as follows:

(a) *Executive Committee*. An Executive Committee which shall consist of at least three (3) Directors, one (1) of whom shall be the Chairperson of the Board, who shall also serve as chairperson of the Executive Committee. The other members of the Executive Committee shall be appointed by the Chairperson, subject to the approval of the Board. The Executive Committee shall have all the authority of the Board except as to the following matters: (i) the filling of vacancies on the Board or on any committee; (ii) the amendment or repeal of the By-Laws or the adoption of new By-Laws; and (iii) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

(b) *Finance Committee*. A Finance Committee which shall consist of at least three (3) Directors, one (1) or two (2) of whom shall serve as chairperson or co-chairperson, as applicable, of such committee, and the Treasurer, *provided*, if the Treasurer is also a Director, the Treasurer will count as one of the three required Directors. The members of the Finance Committee shall be appointed by the Chairperson of the Board, subject to the approval of the Board. The Finance Committee shall advise the Treasurer and the Board in regard to the investments and general fiscal policy of the Corporation.

(c) *Governance and Nominating Committee*. A Governance and Nominating Committee which shall consist of at least three (3) Directors, one (1) or two (2) of whom shall serve as chairperson or co-chairperson, as applicable, of such committee. The members of the Governance and Nominating Committee shall be appointed by the Chairperson of the Board, subject to the approval of the Board. The Governance and Nominating Committee shall advise the President and the Board in regard to governance of the Corporation and make recommendations related to hiring and Board vacancies.

(d) *Development Committee*. A Development Committee which shall consist of at least three (3) Directors, one (1) or two (2) of whom shall serve as chairperson or co-chairperson, as applicable, of such committee. The members of the

Development Committee shall be appointed by the Chairperson of the Board, subject to the approval of the Board. The Development Committee shall advise the President and the Board in regard to creating growth and development plans for the Corporation and building corporate and financial relationships in furtherance of the Corporation's mission. The Development Committee may also, from time to time, work with the Advisory Committee (as defined below).

(e) *Other Standing Committees.* The Board, by resolution adopted by a majority of the Entire Board, may establish and appoint other standing committees consisting of at least one (1) Director with such powers and duties as the Board may prescribe.

(f) *Subcommittees.* Any standing committee of the Corporation may delegate any of its power or authority to a subcommittee consisting of at least one (1) member of such standing committee and any other persons such standing committee deems appropriate, *provided*, that the Board is notified of the creation of any subcommittee. Unless the Board expressly objects at any point to the creation or existence of a subcommittee, the Board will be deemed to approve the creation of such subcommittee.

V.2. Special Committees and Advisory Boards. Special committees and/or advisory boards may be appointed by the Chairperson of the Board with the consent of the Board and shall have only the powers specifically delegated to them by the Board, and no such special committee or advisory board shall have the authority to bind the Board. Any special committee or advisory board may include members who are not on the Board, *provided*, that at least one (1) member of each such special committee or advisory board shall be a Director.

V.3. Term and Duty. Each member of a committee or advisory board shall serve at the pleasure of the Board. The designation of any such committee or advisory board and the delegation thereto of authority shall not alone relieve any Director of their duty to the Corporation under Section 717 of the Not-for-Profit Corporation Law (the "NPCL").

V.4. Vacancies. If any vacancy shall occur in a standing committee for any reason, including an increase in the number of members thereof, the vacancy may be filled at any meeting of the Board. If any vacancy shall occur in a special committee or advisory board, the vacancy may be filled at any meeting of the Board in the same manner as Officers of the Corporation, *provided*, that if as a result of the vacancy, such special committee or advisory board does not have any Director as a member, the Chairperson (or other Director as the Chairperson may appoint) shall serve as a member of such special committee or advisory board until the vacancy can be filled at the next meeting of the Board.

V.5. Meetings and Notice. Each committee and advisory board may hold meetings at such time or at such place as it shall determine from time to time. No notice shall be required for meetings for which the time and place have been fixed by such

committee or advisory board. Written, electronic, oral or any other mode of notice of the time and place shall be given for meetings of each committee or advisory board that are not fixed, in sufficient time for the convenient assembly of the committee or advisory board, unless such notice has been waived. Any requirements of furnishing a notice shall be waived by any committee or advisory board member who submits a waiver of notice (which may be written or sent by electronic mail), whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such committee or advisory board member. The notice of any committee or advisory board meeting need not specify the purpose of such meeting. Each committee and advisory board shall keep a record of its proceedings. No notice need be given of any adjourned meeting.

V.6. Quorum and Vote.

(a) At all meetings of a committee or advisory board, the presence in person of members constituting a majority of the membership of such committee shall be necessary and sufficient to constitute a quorum, and except as otherwise provided by law or by these By-Laws, the act of a majority of the members present, at any meeting at which there is a quorum present, shall be the act of the committee or advisory board. If at any meeting of a committee or advisory board there shall be less than a quorum present, committee or advisory board members present may adjourn the meeting until a quorum is obtained.

(b) Any committee or advisory board member may participate in a meeting of such committee or advisory board by means of a conference telephone or similar communications equipment or by electronic video screen communication allowing all persons participating in the meeting to speak to and hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

VI. OFFICERS, EMPLOYEES AND AGENTS.

VI.1. Officers, Election and Term of Office. The officers of the Corporation shall be a President, a Secretary, a Treasurer and such other officers, if any, including one (1) or more Vice Presidents, as the Board may from time to time appoint (each, an “Officer”). One (1) person may hold more than one (1) office in the Corporation except that no one (1) person may hold the offices of President and Secretary. The President shall be a member of the Board. The other Officers may, but need not, be Directors. The Officers of the Corporation shall be elected for a one (1) year term at the annual meeting of the Board, and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

VI.2. Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board may from time to time determine.

VI.3. Removal, Resignations and Vacancies. Any Officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the Entire Board. Any Officer may resign by giving at least fourteen (14) days (or such shorter period as agreed to by the Board) written notice to the Board. 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. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board at any meeting of the Board.

VI.4. President. The President shall have general supervision of the affairs of the Corporation and shall keep the Board fully informed about the activities of the Corporation. The President shall perform all the duties usually incident to the office of the President, including presenting the Annual Report (as defined below), and shall perform such other duties as from time to time may be assigned by the Board or the Executive Committee, if any. The President shall have the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

VI.5. Vice-President. Each Vice-President, if any, shall have such powers and duties as may be assigned to them by the Board, the President or the Executive Committee, if any, which duties may include powers elsewhere assigned or delegated to other Officers. In the temporary absence or disability of the President, the Vice-President, if any, designated by the President or (if the President has not made any such designation) the Board shall perform the duties of the President, or, if there shall be no Vice President, the President's duties shall be performed by the individual Director or Officer designated by the President or (if the President has not made any such designation) the Board.

VI.6. Secretary. The Secretary shall keep the minute books and, if there be one, the seal of the Corporation, serve or cause to be served all notices of the Corporation including notices of meetings of the Board, record the minutes of all meetings of the Board, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the Board, the President or the Executive Committee, if any, which duties may include powers elsewhere assigned or delegated to other Officers.

VI.7. Treasurer. The Treasurer shall have responsibility for the custody of all funds, securities and property owned by the Corporation, keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation and deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. The Treasurer shall (1) present the Annual Report (as defined below), (2) at all reasonable times, exhibit the Corporation's books and accounts to any Officer or Director of the Corporation, (3) whenever required by the Board, render a statement of the Corporation's accounts and (4) perform all duties incident to the position of Treasurer and such other duties as from time to time may be

assigned to them by the Board, the President, or the Executive Committee, if any, which duties may include powers elsewhere assigned or delegated to other Officers.

VI.8. Compensation. Any Officer, employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Entire Board.

VI.9. Sureties and Bonds. The Board may, in its reasonable discretion, require any Officer, employee or agent of the Corporation to execute for the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of their duties to the Corporation and including responsibility for negligence and for the accounting for all property or funds of the Corporation that may come into his or her hands.

VII. BOOKS, RECORDS, CONTRACTS AND FINANCIAL AUTHORITY.

VII.1. Books and Records. There shall be kept at the office of the Corporation correct and complete books and records of account of the activities and transactions of the Corporation including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Board and its committees.

VII.2. Annual Report. There shall be presented to the Board within six (6) months after the end of the Corporation's fiscal year, an annual report (the "Annual Report") verified by the President and Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountants selected by the Board showing in appropriate detail the financial condition and results of operations of the Corporation for its preceding fiscal year, including for such fiscal period: (i) the assets and liabilities of the Corporation; (ii) the principal changes in assets and liabilities; (iii) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes; and (iv) the expenses or disbursements of the Corporation, for both general and restricted purposes. The Annual Report of the Board shall be filed with the records of the Corporation.

VII.3. Execution of Instruments. The Board, or the Executive Committee, if any, is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time and in what manner on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences or indebtedness, to enter into contracts or to execute and deliver other documents and instruments. No instrument required to be signed by more than one (1) Officer may be signed by one (1) person in more than one (1) capacity.

VII.4. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

VIII. FISCAL YEAR. The fiscal year of the Corporation shall be the twelve-month period ending December 31 of each calendar year unless otherwise determined by the Board.

IX. INDEMNIFICATION AND INSURANCE

IX.1. Indemnification. The Corporation may, in its sole discretion and to the fullest extent now or hereafter permitted by law, indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that they are or were a Director, Officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (i) their acts were committed in bad faith or were the result of their active and deliberate dishonesty and were material to such action or proceeding or (ii) they personally gained in fact a financial profit or other advantage to which they were not legally entitled.

IX.2. Reimbursement of Expenses. The Corporation shall, to the fullest extent permitted by law, pay expenses incurred in defending any action or other proceeding against a current or former Director or Officer referred to in Section IX.1 of this Article IX, including but not limited to reasonable attorneys' fees in advance of the final disposition of such proceeding upon receipt of an undertaking by the person who may be entitled to such payment to repay such advances if, as and when it shall ultimately be determined by a court of competent jurisdiction that they are not entitled to be indemnified by the Corporation against such expenses; provided that the Corporation elects to indemnify such current or former Director or Officer pursuant to Section IX.1 of this Article IX.

IX.3. Employees. The Corporation may also indemnify an employee, agent or volunteer (other than a Director or Officer) on the same basis on which it shall indemnify a Director or Officer under Section IX.1 of this Article IX, such indemnification to be made in a particular instance as approved by the Board or provided by agreement approved by the Board. The Corporation may advance to an employee or agent (other than a Director or Officer) expenses of a proceeding in respect of which it may provide indemnity on the same basis of which it shall advance expenses to a Director or Officer under Section IX.1 of this Article IX, such indemnification to be made in a particular instance as approved by the Board or provided by agreement approved by the Board.

IX.4. Insurance. The Corporation shall have the power to purchase and maintain insurance (i) to indemnify itself for any obligation which it incurs as a result of its indemnification under the provisions of this Article IX, or to indemnify any person in instances in which the person may be indemnified pursuant to the provisions of this Article IX, or (ii) to the fullest extent such insurance is permitted by the laws of the State of New York, in instances in which the person may not otherwise be indemnified pursuant to the provisions of this Article IX.

X. WHISTLEBLOWER POLICY. The Whistleblower Policy of the Corporation is attached hereto as Exhibit A.

- XI. CONFLICT OF INTEREST POLICY.** The Conflict of Interest Policy of the Corporation is attached hereto as Exhibit B.
- XII. ADVISORY COMMITTEE.**
- XII.1. Powers. The Board may appoint from time to time any number of persons as advisors of the Corporation to act as a committee (the “Advisory Committee”). Each advisor shall hold office at the pleasure of the Board and pursuant to the terms of membership set forth in the Advisory Committee Charter, attached hereto as Exhibit C, and shall have only the authority or obligations as the Board may from time to time determine and in accordance with the Advisory Committee Charter.
- XII.2. No Compensation. No advisor to the Corporation shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation, except that the Board may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.
- XIII. NON-DISCRIMINATION.** In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, culture, national origin, marital status, sexual preference, mental or physical handicap or any category protected by law.
- XIV. PROHIBITION AGAINST LOANS AND DIVIDENDS.** The Corporation is prohibited from making any loan to any Director, Officer or other key person (as defined in Section 102(25) of the NPCL), or to any entity in which one or more of its control persons are key persons of the Corporation and in which such key persons hold a substantial financial interest, except a loan by one charitable corporation (as defined in Section 102(a)(3-a) of the NPCL) to another charitable corporation. The Corporation is prohibited from declaring a dividend. This provision shall not, however, prohibit or restrict the transfer of funds on dissolution of the Corporation in accordance with the provisions of the Certificate of Incorporation or the making of grants or donations to any person, including one (1) or more companies that at the time of grant or donation is tax exempt under Code 501(c)(3).
- XV. CORPORATE SEAL.** The Corporation need not have a corporate seal. If the Corporation desires to have a corporate seal, such seal shall be in such form as the Board shall prescribe.
- XVI. AMENDMENTS.** Except as otherwise provided by law, these By-Laws may be altered, amended or repealed by the vote of two-thirds (2/3) of the Directors present at any meeting of the Board, or by the Directors acting by unanimous written consent. Such action is authorized only at a duly called and held meeting of the Board for which notice of such meeting, setting forth the proposed alteration, amendment or repeal, is given in accordance with the notice provisions for special meetings set forth in Section IV.2
- XVII. REFERENCE TO CERTIFICATE OF INCORPORATION.** References in these By-Laws to the Certificate of Incorporation shall include all amendments thereto or changes

thereof unless specifically excepted. In the event of a conflict between the Certificate of Incorporation and these By-laws, the Certificate of Incorporation shall govern.

Adopted and Ratified: April 27, 2005.

Amended: December 17, 2007.

Amended and Restated: 20 December, 2010.

Amended and Restated: September 12, 2023.

Exhibit A
Whistleblower Policy

[See attached]

FRIENDS OF MORNINGSIDE PARK, INC.

WHISTLEBLOWER POLICY

- I. PURPOSE.** All directors, officers and employees of Friends of Morningside Park, Inc. (the “Corporation”) are required to observe the highest standards of business and personal ethics in the conduct of their duties and responsibilities to the Corporation and are expected to practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws, regulations and corporate policies of the Corporation. The Corporation encourages its directors, officers, employees and volunteers to identify any instances in which these standards may be compromised. The purpose of the whistleblower policy (the “Whistleblower Policy”) is to provide a means for a Whistleblower (as defined below) to raise good faith concerns about behavior by or within the Corporation that is or appears to be illegal, fraudulent, dishonest, unethical or in violation of any adopted policy of the Corporation (a “Suspected Violation”). A “Whistleblower” is the Covered Person (as defined below) reporting such Suspected Violation pursuant to this Whistleblower Policy. A copy of this Policy shall be distributed to the Board of Directors (the “Board”) and officers of the Corporation and shall be made available to all other Covered Persons on the Corporation’s website.
- II. APPLICABILITY.** This Whistleblower Policy applies to any director, officer, employee, agent, member of a committee established by the Board pursuant to the By-laws of the Corporation, volunteer who provide substantial services to the Corporation or any other person, other than a director or officer, whether or not an employee of the Corporation who (i) has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of directors and officers; (ii) manages the Corporation, or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expenses of the Corporation; or (iii) alone or with others controls or determines a substantial portion of the Corporation’s capital expenditures or operating budget, in accordance with applicable IRS rules (each, an “Covered Person”). Each Covered Person has a duty to comply with this Whistleblower Policy and to report Suspected Violations in accordance with the procedures set forth in this Whistleblower Policy.
- III. COMPLIANCE OFFICER.** The Chairperson of the Board of the Corporation (the “Compliance Officer”) shall, in accordance with this Whistleblower Policy, be responsible for investigating and overseeing the resolution of all reported Suspected Violations. In the event the Compliance Officer is suspected of having committed a Suspected Violation, then the Suspected Violation will be reported to the Secretary of the Corporation and the Suspected Violation will be investigated by the Secretary of the Corporation under close supervision of the Board. The Compliance Officer shall have direct access to the Board and any corporate records reasonably required to conduct a thorough investigation.
- IV. PROCEDURES.**

IV.1. Reporting a Suspected Violation. Any Whistleblower may report a Suspected Violation, either in writing or orally to (i) the Compliance Officer or (ii) the any officer or director of the Corporation, who shall inform the Compliance Officer of the Suspected Violation. Reports of Suspected Violations may be made anonymously. In each case, reports of Suspected Violations should include whatever documentation is available to support a reasonable basis for the allegation(s) and to assist in investigating the report, and anonymous reports should be detailed to the greatest extent possible because follow up questions will not be possible, which could make the investigation and resolution of such reports difficult.

IV.2. Investigating a Suspected Violation. After a Suspected Violation is reported, the Compliance Office (or their designee) shall:

- a. Confirm receipt of any written Suspected Violation report to the Whistleblower (if identified) within 5 business days;
- b. Advise the Board of any Suspected Violations and the progress of the investigation. If, in their reasonable discretion, the Compliance Officer believes it is in the best interest of the Corporation to consult with legal counsel in the course of an investigation, they shall notify the Board of such belief and the Compliance Officer and the Board shall identify and engage appropriate legal counsel; and
- c. Promptly investigate the Suspected Violation to fullest extent reasonably possible and cause appropriate discipline and corrective action, up to and including (i) recommending removal from the Board in the case of a director or (ii) the termination of employment or volunteer relationship in the case of any other Covered Person, to be taken, if warranted by the investigation.

IV.3. Resolving a Suspected Violation. Upon completing an investigation into a Suspected Violation, the Compliance Officer shall:

- a. Document the results of the investigation and any corrective action taken or recommended, and report to the Board and any other appropriate Covered Persons the results of the investigation and any suggestions to improve the governance or operations of the Corporation so as to address any underlying issues identified in the course of the investigation of the Suspected Violation; and
- b. Notify the Whistleblower about any corrective actions taken, to the extent reasonably possible and consistent with any privacy or confidentiality limitations, or, if no further action or investigation is to follow, provide the Whistleblower with an explanation for such decision.

IV.4. Miscellaneous. If any Suspected Violations relate to corporate accounting practices or internal controls or auditing, the Compliance Officer shall immediately notify the Finance Committee, or, if there is no standing Finance Committee, the Executive Committee, which shall have the ultimate authority to address any such Suspected Violations.

- V. CONFIDENTIALITY.** Any investigation will be conducted and documented in a manner that conceals and protects the Whistleblower's identity to the greatest extent practicable given legal requirements, consistent with the need to conduct a fair and adequate investigation and take necessary corrective action.
- VI. ACTING IN GOOD FAITH.** When reporting a Suspected Violation, a Whistleblower must act in good faith and have reasonable grounds for believing any information disclosed may indicate a Suspected Violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowing them to be false will be viewed as a serious disciplinary offense and be subject to appropriate discipline and corrective action, up to and including removal from the Board in the case of a director or termination of employment in the case of an employee.
- VII. NO RETALIATION.** No Whistleblower who in good faith reports any Suspected Violation (whether reported to the Compliance Officer, the Corporation, its agents or to any law enforcement officials, government or regulatory agency), or who cooperates with an investigation of a Suspected Violation (whether conducted by the Compliance Officer, the Corporation, its agents or by any law enforcement officials, government or regulatory agency), shall suffer intimidation, harassment, discrimination, or other retaliation or, in the case of an employee, adverse employment consequences. Any person who retaliates against a Whistleblower who has reported a Suspected Violation in good faith shall be subject to appropriate discipline and corrective action, up to and including removal from the Board in the case of a director or termination of employment in the case of an employee.
- A Whistleblower's right to protection under this Whistleblower Policy does not provide them with immunity for participating or being complicit in the Suspected Violation that is the subject of the complaint or ensuing investigations.
- VIII. WHISTLEBLOWER POLICY ADOPTION.** This Whistleblower Policy was adopted by the Board of the Corporation on September 12, 2023.

Any questions, concerns or suggestions regarding this Whistleblower Policy should be addressed directly to the Compliance Officer:

Brad W. Taylor
President and Chairperson of the Board
(212) 937-3883
btaylor@morningsidepark.org
(last updated September 12, 2023)

Exhibit B
Conflict of Interest Policy

[See attached]

FRIENDS OF MORNINGSIDE PARK, INC.

CONFLICT OF INTEREST POLICY

I. PURPOSE. All directors, officers and staff owe a duty of loyalty to Friends of Morningside Park, Inc. (the “Corporation”) and must act in good faith toward the Corporation and in the Corporation’s best interests, rather than in their own interests or the interests of another entity or person, and must comply with applicable legal requirements. The purpose of the conflict of interest policy (the “Conflict Policy”) is to protect the interest of the Corporation by setting forth procedures for monitoring, reporting, review and oversight of, and review, approval or ratification of any action taken in connection with, conflicts of interest and related party transactions. This Conflict Policy is intended to supplement local, state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

II. APPLICABILITY.

II.1. This Conflict Policy applies to any person who is, or at any time during any preceding five (5) year period, was, a director, officer, employee, agent, member of a committee established by the Board of Directors (the “Board”) pursuant to the By-laws of the Corporation or any other person, other than a director or officer, whether or not an employee of the Corporation who (i) has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of directors and officers; (ii) manages the Corporation, or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expenses of the Corporation; or (iii) alone or with others controls or determines a substantial portion of the Corporation’s capital expenditures or operating budget, in accordance with applicable IRS rules (each, an “Covered Person”).

II.2. A conflict of interest arises whenever the interests of the Corporation come into conflict with a financial or personal interest of a Covered Person, or otherwise whenever a Covered Person’s personal or financial interest could be reasonably viewed as affecting his or her objectivity or independence in fulfilling their duties to the Corporation.

III. PROCEDURES.

III.1. Duty to Disclose. In connection with any actual or possible conflict of interest, a Covered Person must promptly disclose all material facts to the Board and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

III.2. Determining Whether a Conflict of Interest Exists. After disclosure of all material facts, and after any discussion with the Covered Person, such Covered Person shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

III.3. Procedures for Addressing the Conflict of Interest.

a. A Covered Person may make a presentation at the Board or committee meeting, but after the presentation, the Covered Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested Person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

III.4. Violations of the Conflicts of Interest Policy. If the Board or committee has reasonable cause to believe a Covered Person has failed to disclose, or did not promptly disclose, an actual or possible conflict of interest, it shall inform such Covered Person of the basis for such belief and afford the Covered Person an opportunity to explain the alleged failure to disclose. If, after hearing the Covered Person's response and after making further investigation as warranted by the circumstances, the Board or committee determines the Covered Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

IV. RECORDS OF PROCEEDINGS. The minutes of the Board and all committees with Board-delegated powers shall contain:

a. The names of the Covered Person(s) who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed; and

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

V. COMPENSATION.

a. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation shall not vote on any matter pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

VI. ANNUAL STATEMENTS. Each director, officer and member of a committee with Board-delegated powers and any other Covered Person(s) the Board may identify in its sole discretion shall annually sign a statement which affirms such person:

a. Has received a copy of the Conflict Policy,

b. Has read and understands the Conflict Policy,

c. Has agreed to comply with the Conflict Policy,

d. Has disclosed any actual or potential conflicts of interest; and

e. Understands the Corporation is charitable and in order to maintain its federal tax exemption must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

VII. PERIODIC REVIEWS.

VII.1. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews of the transactions of the Corporation shall be conducted by the Board. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

VIII.2. The Board shall conduct periodic reviews of the terms of this Conflict Policy and may alter, amend or repeal any terms or provisions hereof by majority vote or unanimous written consent.

VIII. USE OF OUTSIDE EXPERTS. When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

IX. CONFLICT POLICY ADOPTION AND OVERSIGHT. The Board is responsible for providing oversight of the adoption and implementation of, and compliance with, this Conflict Policy. This Conflict Policy was adopted by the Board of the Corporation on September 12, 2023.

Exhibit C

Advisory Board Charter

[See attached]

FRIENDS OF MORNINGSIDE PARK, INC.

ADVISORY COMMITTEE CHARTER

As Adopted by the Board of Directors

September 12, 2023

A. PURPOSE AND SCOPE

The primary function of the Advisory Committee (the “Committee”) of the Friends of Morningside Park, Inc. (the “Corporation”) is to support and advise the Board of Directors (the “Board”) of the Corporation, as requested by the Board from time to time, regarding the review and development of the Corporation’s strategic plans to (i) grow and carry out the mission of the Corporation, (ii) build and foster strong community relationships and support and (iii) develop and implement outreach and fundraising goals (the “Company Mission”), as well as any other matters the Board may identify from time to time. The Committee is charged by the Board to provide independent and ethical advice and guidance to the Corporation, in accordance with this Advisory Committee Charter (the “Charter”) and for the performance its activities in a manner consistent with the Corporation Mission and the purpose of the Corporation.

The Committee’s role shall be purely advisory, and Board shall have no obligation to act upon any recommendation of the Committee.

The Board shall periodically review and assess the adequacy of this Charter and may amend or repeal the Charter or any provisions thereof as it believes is appropriate. In the event of any conflict between the terms of this Charter and the By-Laws of the Corporation, the By-Laws will govern.

B. COMPOSITION AND MEMBERSHIP

The Committee shall consist of at least one member of the Board, who shall serve as the chairperson (the “Chair”) of the Committee. The members of the Committee shall be designated by the Board from time to time and shall be bound by the conditions set forth in this Charter. Members shall be appointed for one-year terms, commencing at the first Required Meeting (as defined below) after such member is appointed to the Committee. Notwithstanding the foregoing, members of the Committee serve at the pleasure of the Board and may be removed for any reason prior to the expiration of their term.

Committee members are subject to the Corporation’s Conflicts of Interest Policy (the “Conflicts Policy”), a copy of which is attached hereto as **Annex A** and the terms of which are incorporated herein by reference. Individual Committee members are responsible for complete and immediate disclosure to the Chair of any potential conflicts of interest. The Chair is responsible for prompt reporting of any potential conflicts and their recommended resolution to the Board. The Board will be responsible for administering the Conflicts Policy.

C. MEETINGS

The Committee shall meet at least bi-annually (the “Required Meetings”), or more frequently when reasonably requested by the Board or as the Committee may deem necessary or appropriate in its judgment. No notice shall be required for meetings for which the time and place have been fixed by the Committee. The notice of any Committee meeting, which may be by email, telephone or mailed to the address specified by each Committee member, need not specify the purpose of such meeting. The Committee shall report to the Board following each meeting, and as reasonably requested by the Board or as the Committee deems necessary.

Regular attendance at Committee meetings is a fundamental requirement for continued eligibility to serve as a member of the Committee. Committee members are required to attend each Required Meeting of the Committee and make every effort to attend any additional meetings the Committee may hold. An unexcused absence from a Required Meeting may result in removal from the Committee. The Chair may excuse a Committee member from any meeting, including Required Meetings, for good cause.

At all meetings of the Committee, the presence in person (including by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other) of Committee members constituting a majority of the Committee shall be necessary and sufficient to constitute a quorum, and the act of a majority of the Committee members present at any meeting at which there is a quorum present shall be the act of the Committee.

D. RESPONSIBILITIES AND DUTIES

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its advisory functions:

1. Providing the Board with strategic advice regarding the Company Mission and long-term strategy for growth and community engagement, including, but not limited to, fundraising efforts, identifying and developing relationships with sponsors and partners and program initiatives;
2. Building relationships with the Morningside Park community, including community leaders and organizations; and
3. Carrying out the responsibilities delegated to it by the Board.

The Committee, with the approval of the Board, may take such other actions as it deems appropriate to further its purpose.

In addition to fulfilling their advisory role, members of the Committee are strongly encouraged to attend events held at Morningside Park or for the Corporation or Morningside Park community.

E. COMPENSATION

The members of the Committee shall not be entitled to receive any fee or other compensation for their services as Committee members. Committee members may receive

reimbursement for expenses both (i) reasonably incurred in the performance of their duties as Committee members and (ii) approved for reimbursement by the Board or an officer of the Corporation with the authority to approve such reimbursement, in each case in accordance with the budget and policies established by the Corporation and/or the Board.

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Annex A

Conflict of Interest Policy

FRIENDS OF MORNINGSIDE PARK, INC.

CONFLICT OF INTEREST POLICY

I. PURPOSE. All directors, officers and staff owe a duty of loyalty to Friends of Morningside Park, Inc. (the “Corporation”) and must act in good faith toward the Corporation and in the Corporation’s best interests, rather than in their own interests or the interests of another entity or person, and must comply with applicable legal requirements. The purpose of the conflict of interest policy (the “Conflict Policy”) is to protect the interest of the Corporation by setting forth procedures for monitoring, reporting, review and oversight of, and review, approval or ratification of any action taken in connection with, conflicts of interest and related party transactions. This Conflict Policy is intended to supplement local, state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

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