

BYLAWS
of
THE WEST 78TH STREET MUSEUM BLOCK ASSOCIATION

**A NOT-FOR-PROFIT ASSOCIATION
FORMED UNDER THE LAWS OF
THE STATE OF NEW YORK**

ARTICLE I -- OBJECTIVES

The Association is organized exclusively for charitable purposes to fulfill its Objectives as stated in its Articles of Association.

No part of its net revenues shall inure to the benefit of its members or other private persons. It shall not carry on any propaganda activities nor otherwise attempt to influence legislation and shall not participate in any political campaign on behalf of any candidate for public office.

It shall only engage in activities permitted to an organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code. Upon dissolution, its assets shall be distributed for one or more exempt purposes within the meaning of the Internal Revenue Code.

ARTICLE II -- MANAGEMENT, DIRECTORS and MEETINGS

The Association shall be managed by a board of directors consisting of the three founding directors initially selected by its pre-existing Executive Committee. Each director shall hold office until their replacement is selected or elected or they retire. The number of directors may be increased or decreased at any time by a vote of a majority of all of the directors. Any director may be removed for cause by action of the board.

The board may hold its meetings in person or electronically at any place or time as it may determine. A majority of the entire board shall constitute a quorum for the transaction of business. A vote of a majority of the directors present at the time of the vote shall be the act of the board.

Present members of the Association's preexisting Executive Committee, as created in the original Constitution of this Association dated 6 June 1972 and subsequently enlarged, shall serve as members of the newly reconstituted Board. In the absence of a board meeting, acts of the Executive Committee shall be acts of the Board.

The board may appoint such officers as it may determine. Any two or more offices may be held by the same person, except the offices of president and secretary.

The Association shall hold harmless and indemnify its directors and officers against all expenses and liabilities reasonably incurred in connection with any proceeding to which he may be made a party, except in such cases wherein the director or officer is adjudicated guilty of willful malfeasance in the performance of his duties.

These Bylaws may be adopted, amended or repealed by an act of the board at any time.

ARTICLE IV -- MEMBERSHIP AND ELECTIONS

All persons owning or occupying property on the block are eligible to belong to the Association.

Meetings of the entire Association are intended to be sporadic and called on an as-needed basis in order to address specific issues of importance to Members. Affairs of the Association are informally managed unless a formal meeting is called and elections among members are held. Directors and officers are expected to remain active until they resign or are replaced.

These Bylaws are hereby adopted by the Association's initial Directors.

Kirkpatrick MacDonald
Stuart Liebman
Gillian Mollod

April 2016
April 2016
April 2016