

BY-LAWS
OF
PARISH NURSE MINISTRIES OF NEW YORK INC.

ARTICLE I

MEMBERS

Section 1. Members. The members of Parish Nurse Ministries of New York Inc. (the “Corporation”) shall consist of voting members and affiliate members. Each voting member shall be entitled to cast one vote on any matter submitted to a vote of the members of the Corporation. Affiliate members shall be non-voting members of the Corporation. Voting members and affiliate members shall be elected to membership in the Corporation by action of the Board of Directors.

Section 2. Voting Members. Voting members shall be registered professional nurses interested in furthering the field of parish nursing.

Section 3. Affiliate Members. Organizations or individuals demonstrating an interest in supporting parish nursing may become affiliate members. Affiliate members shall not vote at meetings of the members.

Section 4. Annual Meeting. The annual meeting of the members shall be held during the month of June in each year at a time and place designated by the Board of Directors.

Section 5. Special Meetings. Special meetings of the members may be called at any time upon request of a majority of the Directors or the President of the Corporation. Special meetings shall be held at a time and place designated by the President of the Corporation.

Section 6. Notice. The Secretary shall give personal or written notice to all members of the holding of any annual or special meeting of members not less than ten nor more than fifty

days prior to the date of such meeting, but no such notice shall be required in the case of any member who waives the same. Notice of a special meeting shall state the purpose for which the meeting is called.

Section 7. Quorum. The presence in person or by proxy of a majority of the voting members shall be necessary to constitute a quorum.

Section 8. Adjourned Meetings. In case a quorum shall not be present at any duly called meeting, the majority of the voting members present may adjourn the meeting from time to time not exceeding thirty days at any one time until a quorum shall be present and the business of the meeting accomplished; and no notice of such adjourned meeting need be given.

Section 9. Written Consent of Members. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the voting members.

ARTICLE II

DIRECTORS

Section 1. Number. The number of Directors of the Corporation shall be such number as is fixed from time to time by the Board of Directors, but not less than three; and until further action by the Board of Directors, the number of Directors shall be five. Any further action by the Board of Directors to fix the number of directors pursuant to the foregoing provisions shall be by a vote of a majority of the entire Board of Directors. As used in these bylaws, "entire Board of Directors" shall mean the number of directors entitled to vote which the corporation would have if there were no vacancies.

Section 2. Election. Directors shall be elected at the annual meeting of the members by a majority vote of the voting members present. Each Director shall serve for a term of one year and until her or his successor has been elected. Any vacancy occurring in the Board of Directors by reason of

death, resignation, removal (with or without cause) or disqualification of a Director or increase in the number of Directors, or for any other reason, shall be filled by a majority of the Directors remaining. A Director elected or designated to fill a vacancy shall serve until the next annual meeting of members or until her or his successor is elected or designated.

Section 3. Quorum. A majority of the Board of Directors shall be necessary to constitute a quorum.

Section 4. Meetings. Meetings of the Board of Directors will be held upon the call of the President or Secretary, and such call shall be issued whenever requested in writing by any three Directors. Meetings may be held outside the State of New York. Notice of meetings shall be by telephone or any written communication, but no notice shall be required in the case of any Director who waives the same. If such notice is served personally or by telephone, it must be so served not less than three days prior to the meeting; and if mailed, it must be mailed not less than seven days prior to the meeting. Such notice may also be sent by electronic mail as long as such notice sets forth, or is submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

Section 5. Removal of Directors. Any Director may be removed with or without cause at any time by a vote of a majority of the voting members at any meeting called for that purpose.

Section 6. Written Consent. Whenever Directors are required or permitted to take any action by vote, such action may be taken without a meeting upon written consent, setting forth the action so taken, signed by all the Directors. Such consent may also be sent by electronic mail as long as the consent sets forth, or is submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

Section 7. Conference Calls. Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone, electronic video screen communication, or similar

communication equipment, allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting of the Board of Directors as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the board.

ARTICLE III

COMMITTEES OF DIRECTORS

Section 1. Creation. The Board of Directors may create one or more committees, each committee to consist of three or more of the Directors, which, to the extent provided in said resolution or resolutions and within the limitations prescribed by statute, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. The board shall appoint the members of each such committee, except that in the case of any executive committee or similar committee however denominated, the appointment shall be made by a majority of the entire board.

Section 2. Written Consent. Whenever the members of a Committee established by the Board of Directors are required or permitted to take any action by vote, such action may be taken without a meeting upon written consent, setting forth the action so taken, signed by all the members of such Committee. Such consent may also be sent by electronic mail as long as the consent sets forth, or is submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

Section 3. Conference Calls. Any one or more members of any Committee established by the Board of Directors may participate in a meeting of such Committee by means of a conference telephone, electronic video screen communication, or similar communication equipment, allowing all persons participating in the meeting to hear each other at the same time as long as all persons participating in the

meeting can hear each other at the same time and each Director can participate in all matters before the Committee. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IV

PROCEDURE AT MEETINGS

Unless determined by the meeting itself by a majority vote, the President, shall be the presiding officer at any meeting of members or Directors and shall determine the order of business and all other matters of procedure thereat.

ARTICLE V

OFFICERS

Section 1. Election. The Board of Directors shall elect two Co-Presidents, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors shall deem appropriate. Such officers shall serve at the pleasure of the Directors.

Section 2. President. The Co-Presidents shall be the chief executive officers of the Corporation. Each Co-President shall have general supervision of the operations of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. The Co-Presidents shall work together to the maximum extent reasonably possible. Unless otherwise required by a court, governmental body, other third party, or the Board of Directors in any particular case, either Co-President may exercise authority individually. Any reference in these bylaws to the "President" shall be deemed a reference to either Co-President.

Section 3. Vice President. The Vice President shall preside at any meeting of the members or Directors at which the President may be absent and, in the absence or incapacity of the President, shall perform the other duties of that officer.

Section 4. Treasurer. The Treasurer shall have the care and custody of the funds and securities of

the Corporation and shall keep account of the finances of the Corporation.

Section 5. Secretary. The Secretary shall keep the records and minutes of the Corporation and shall perform such other duties as are customarily performed by the Secretary of the Corporation.

Notwithstanding the foregoing, the Board of Directors may elect up to five persons to serve as Secretary at specific successive meetings of the members or the Board and to exercise any other authority of Secretary incidental thereto, provided that there shall not be more than one person holding the office of Secretary at any time.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Subject to Section 2 hereof, the Corporation shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person, or his or her testator or intestate, was a director or officer of the Corporation against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such person acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall be subject to and in accordance with the provisions of the Not-For-Profit Corporation Law.

Section 2. In connection with any action or proceeding by or in the right of the Corporation to procure a judgment in its favor, indemnification hereunder shall include only amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred in connection with an appeal therein, and no indemnification shall be made in respect of (1) a threatened action, or a pending action which is settled or otherwise disposed of, or (2) any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that a

court of competent jurisdiction determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

Section 3. The indemnification authorized by Section 1 hereof shall not be deemed to be exclusive of any other rights to which a person seeking indemnification may be entitled pursuant to the applicable provisions of the Not-For-Profit Corporation Law or pursuant to a resolution of the Members or Directors adopted in accordance with the Not-For-Profit Corporation Law. Expenses incurred in defending a civil or criminal action or proceeding may be paid by the Corporation in advance of the final disposition of such action or proceeding to the extent permitted by and subject to the provisions of the Not-For-Profit Corporation Law.

Section 4. It is the intention of these by-laws to allow the Corporation to indemnify corporate personnel to the maximum extent permitted by applicable law and the Board of Directors and the members, together or independently, are authorized to take such actions as shall be necessary to implement the foregoing.

ARTICLE VII

AMENDMENTS

These By-Laws and any hereafter adopted may be added to, amended, altered or repealed by a majority vote of the Board of Directors at any duly held meeting, provided notice of the proposed amendment shall have been set forth in the notice of the meeting; provided, however, that any amendment of Article I shall not be effective until ratified by a majority vote of the members at any duly held meeting.

Updated 11-13-2021/LJT-PNMNY, Inc Membership Vote