

**BY-LAWS  
OF  
RISE ABOVE WELLNESS CENTER, INC.  
("the Corporation")**

**ARTICLE 1  
NAME**

Section 1. **Name.** The name of the Corporation shall be Ride above Wellness Center, Inc.

Section 2. **Office.** The principal office of the Corporation shall be in the County of Allegany, State of New York.

**ARTICLE II  
MEMBERS**

The Corporation shall have no members.

**ARTICLE III  
BOARD OF DIRECTORS**

Section 1. **Powers.** The Board of Directors ("the Board") shall manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation.

Section 2. **Number.** The number of directors constituting the entire board after the first annual meeting shall be three (3). ("Entire board" means the total number of directors entitled to vote which the Corporation would have if there were no vacancies.") The Board may increase or decrease the number by amendment of the by-laws, but no decrease shall shorten the term of any incumbent director.

Section 3. **Election and Term of Office**

- a. The initial directors shall be the persons named in the Certificate of Incorporation and they shall serve until the first annual meeting of the board.
- b. At the first annual meeting, the initial directors shall elect each of the directors to one-year terms.
- c. Except in the case of resignation or removal under these by-laws, directors shall hold office until the expiration of their terms and the election of their successors.  
Directors may serve an unlimited number of terms.

Section 4. **Removal.** The board, by vote of a majority of the entire board may remove any director for cause at any special meeting of the board called for that purpose. Missing two consecutive meetings shall constitute cause for removal.

Section 5. **Resignation.** Any director may resign from office at any time by delivering a resignation in writing to the president, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 6. **Vacancies and Newly Created Directorships.** The board, by vote of a majority of the directors then in office, may elect directors to fill any newly created directorships and any vacancies on the board. Except in the case of resignation or removal, directors so elected shall serve until the next annual meeting of the board at which the election of directors is in the regular order of business and until the election of their successors.

Section 7. **Place and Time of Meetings.** The board shall hold an annual meeting in the month of December of each year and shall set the time and place of that meeting and of regular meetings. The president or any other officer may call a special meeting at any time and shall specify the time and place of the meeting.

Section 8. **Notice of Meetings.** Notice of the time and place of each regular, special or annual meeting of the board, and to the extent possible, a written agenda stating all matters upon which action is proposed to be taken, shall be given to each director by mail, telephone, facsimile or electronic mail at least ten (10) 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 given no less than forty-eight (48) hours before the time at which the meeting is to be held. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice.

Section 9. **Quorum and Voting.** At all meetings of the board, a majority of the entire board shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these by-laws, at any meeting of the board at which a quorum is present, the vote of a majority of the directors present at the time of the vote shall be the act of the board. However, the following actions may be taken only if authorized as specified:

- a. the purchase, sale, mortgage or lease of real property shall be authorized by vote of two-thirds of the entire board;
- b. the sale, lease, exchange or other disposition of all, or substantially all, the assets of the Corporation shall be authorized by vote of two-thirds of the entire board and by the supreme court in the judicial district or the county court in the county where the Corporation has its office or conducts its activities;
- c. an amendment or change of the Certificate of Incorporation shall be authorized by vote of a majority of the entire board;
- d. a petition for judicial dissolution or the revocation of voluntary dissolution proceedings shall be authorized by vote of a majority of the directors then in office.

## Section 10. **Action by the Board.**

- a. Any action required or permitted to be taken by the board or by any of its committees may be taken without a meeting if all members of the board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the board or committee.
- b. Participation of one or more directors by conference telephone or other equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at a meeting.

## **ARTICLE IV OFFICERS, EMPLOYEES AND AGENTS**

Section 1. **Officers.** The board may elect or appoint a chair or president, a vice-chair or vice president, (said terms may be used interchangeably in this document), a secretary, a treasurer, and any other officers elected by the board. All of the officers shall be chosen from among members of the board. No person may hold the offices of both president and secretary.

Section 2. **Election and Term of Office.** The board shall elect officers to a one (1) year term at the annual meeting of the board, immediately following the election of directors. Except in the case of resignation or removal under these by-law, officers shall continue in office until the expiration of their terms and the election of their successors. Officers may be elected to an unlimited number of terms.

Section 3. **Employees and Other Agents.** The board may appoint employees and other agents to serve during the pleasure of the board and have the authority, perform the duties and receive the compensation, if any, determined by the board.

Section 4. **Removal.** The board, by vote of a majority of the entire board may remove any officer, employee or agent with or without cause.

Section 5. **Vacancies.** The board may elect a successor to fill a vacancy in any office, and the person elected shall serve until the next annual meeting of the board and the election of his or her successor.

Section 6. **President/Chair: Powers and Duties.** The president shall preside at all meetings of the board, shall generally supervise the affairs of the Corporation and shall keep the board fully informed. The president, along with any other officer, shall have the power to sign jointly, in the name of the Corporation, all checks and all contracts authorized either generally or specifically by the board. Together with the treasurer, the president shall present to the board at the annual

meeting the report described in Article III, section 3. The president shall have any other powers and perform any other duties assigned by the board.

**Section 7. Vice President/Vice-Chair: Powers and Duties.** The vice-president shall have the powers and perform the duties assigned by the board. In the absence of inability of the president to act, the vice-president shall perform all the duties and may exercise any of the powers of the president.

**Section 8. Secretary: Powers and Duties.** The secretary shall:

- a. keep the minutes of all meetings of the board in books to be kept for that purpose;
- b. Serve or cause to be served all notices of the Corporation; and
- c. Perform all duties incident to the office of secretary and any other duties assigned by the board.

**Section 9. Treasurer: Powers and Duties.** The Treasurer shall keep or supervise the keeping of complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit all funds of the Corporation in the name and to the credit of the Corporation in the banks or other depositories chosen by the board. When requested by the board, the treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform any other duties assigned by the board. At the annual meeting of the board, the treasurer, together with the president, shall present a report showing:

- a. the assets and liabilities of the Corporation as of a twelve month fiscal period terminating not more than six (6) months prior to the meeting;
- b. the principal changes in assets and liabilities during that fiscal period;
- c. the revenues and receipts of the Corporation both unrestricted and restricted to particular purposes, for that fiscal period; and
- d. the expenses or disbursements of the Corporation, for both general and restricted purposes, during that fiscal period.

The report shall be verified by the president and treasurer or certified by a public or certified accountant and filed with the minutes of the annual meeting. The report to the board may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York which includes the information specified above.

**Section 10. Compensation.** The board shall fix the compensation, if any, of any officer or employee. In determining compensation, the board shall consider the compensation offered by comparable organizations for similar positions and shall document the basis for its decisions. If an officer or employee is a board member, he or she may not participate in the discussion or the vote with respect to his or her compensation.

**ARTICLE V**  
**CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS**

Section 1. **Contracts, Checks and Documents.** The president, along with any other officer, shall have the authority to sign jointly, in the name of the Corporation, all checks and all contracts authorized either generally or specifically by the board. The board shall determine who is authorized to sign other documents on the Corporation's behalf. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. **Bank accounts and investments.** The board shall select depositories for the funds of the Corporation and may hold the Corporation's funds in cash or invest them in whatever real or personal property the board thinks desirable.

**ARTICLE VI**  
**INDEMNIFICATION**

The Corporation shall, to the fullest extent now or hereafter permitted by Sections 721-726 of the Not-for-Profit Corporation Law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he/she, his/her testator or intestate was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees. Directors and Officers insurance coverage shall be obtained in an amount approved by the Board of Directors.

**ARTICLE VII**  
**DISSOLUTION**

In the event a sale, lease, exchange or other disposition of all or substantially all assets of the Corporation is contemplated, the procedures set forth in the New York State Not-for-Profit-Corporation Law Sections 510, 511, and 511-a shall apply.

**ARTICLE VIII**  
**AMENDMENTS**

These by-laws may be amended and repealed and new by-laws may be adopted only by a vote of two-thirds of the entire board. Additionally, a two-thirds vote of the entire board shall be required for any amendment which increases the quorum requirement or the proportion of votes necessary for the transaction of business or of any specified item of business.

ACCEPTED AND PASSED - \_\_\_\_\_, 2020