

BY-LAWS  
OF  
GRIFFISS UTILITY SERVICES CORPORATION  
(a New York charitable not-for-profit corporation)

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ARTICLE I  
GOVERNING BOARD

Section 1. FUNCTIONS AND DEFINITIONS. The business affairs of the corporation shall be managed by a governing board, which is herein referred to as the "Board", "Board of Directors" or "directors". The term "Corporation" shall mean the Griffiss Utility Services Corporation, a New York not-for-profit corporation.

Section 2. NUMBER. The Board of Directors shall consist of seven (7) directors who shall, upon election by a majority vote of then current Board of Directors, enter into the performance of their duties and shall continue in office until their successors shall be duly elected and qualified, they are no longer able to serve or are so removed as set forth herein.

Section 3. MEMBERSHIP. The members of the Corporation at all times shall consist of those persons who are the voting members of the Board of Directors of the Corporation. Any person elected as a voting member of the Board of Directors of the Corporation shall thereby become a member of the Corporation; such membership shall continue during the period that such member is a duly qualified and acting voting director and shall terminate at the conclusion of the term for which he or she shall be elected. Any voting member of the Board of Directors who dies, resigns, fails to be re-elected to the Board, or for any other reason ceases to be a voting member of the Board, shall thereby cease to be a member of the Corporation.

Section 4. RESIGNATION. Any director may resign at any time by giving his or her resignation to the Chairperson, any Vice Chairperson, or the Secretary of the Board. Such resignation shall take effect upon announcement or, if such notice is in writing, upon receipt or at the time specified in the notice or announcement; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. REMOVAL. Any director may be removed at any time, with or without cause, upon an affirmative vote of two-thirds (2/3) of qualified directors at any meeting in which a quorum is present. The appointment of a successor to any director shall be in accordance with these By-Laws or the Certificate of Incorporation and shall operate as the removal of such director. Directors not attending at least seventy-five percent (75%) of meetings during a calendar year shall be subject to removal.

Section 6. QUALIFICATIONS. All directors shall be at least eighteen (18) years of age; demonstrate breadth and depth of management and leadership experience; possess integrity and high ethical standards; possess sufficient time to devote to the Corporation as set forth in Section 5; and maintain compliance with the By-Laws and Corporation policies.

Section 7. ELECTION AND TERM. Except as otherwise provided in these By-Laws, or in the Certificate of Incorporation which provides for staggered initial terms, all directors shall serve for terms of three (3) years, and each shall hold office until their successors have been elected as provided in Section 2, removed or no longer able to serve.

Section 8. MEETINGS.

a. Regular and special meetings of the Board of Directors shall be held at such times and at such places in the State of New York as the Board of Directors, the Chairperson, or in their absence, the President or any Vice President of the Corporation, may determine. A special

meeting shall be called by the Chairperson or the Secretary of the Board at the request in writing of at least one-third (1/3) of the directors then in office. Such request shall state the general nature of the business to be transacted at the meeting. Meetings of any committee shall be held at such times and places as may be determined by the Chairperson, or by, or pursuant to procedures adopted by the Board of Directors or such committee.

b. Notice of each meeting of the Board of Directors, stating the time and place and purposes thereof, shall be given by the Chairperson or the Secretary of the Board to each director not less than ten (10) days nor more than fifty (50) days before the meeting (except as otherwise required by statute) personally, by first class mail, or by facsimile telecommunication or by electronic mail, provided, however, that notice of any meeting of the Board of Directors may be waived by a director by signing a written waiver of notice before or after such meeting or by attending the meeting without protesting lack of notice at the commencement of the meeting. A waiver of notice may be written or electronic. Meetings of the Board of Directors may also be held at any place and time without notice by unanimous written consent of all the directors. Meetings of any committee shall be held upon such notice, if any, as the Board of Directors or such committee may provide or, in the absence of any such provision, upon the notice prescribed herein for meetings of the Board of Directors. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting.

c. At all meetings of the Board of Directors except where otherwise provided by law or these By-Laws, a quorum shall be required for the transaction of business and shall consist of a majority of the then current number of directors. A quorum for the transaction of any business by a committee shall consist of a majority of the then current members of such committee. A

majority of the directors present at any meeting of the Board of Directors or a committee, although fewer than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting, until a quorum is present.

d. The order of business and all other matters of procedure at every meeting of directors or any committee may be determined by the presiding officer. Except as otherwise required by law or these By-Laws, the vote of a majority of the then current directors present shall decide any question that may come before the meeting; provided that the Corporation shall not purchase real property or sell, mortgage or lease real property, unless authorized by the vote of two-thirds (2/3) of the entire then current Board of Directors.

e. Compensation of Directors. By resolution, directors may authorize the payment to a director of reasonable compensation for services as a Board member or for reimbursement for business expenses actually incurred by such director or other office in connection with the Corporation's purposes. The Corporation may also pay or reimburse reasonable expenses incurred by directors in connection with their services as a director, such as costs to attend Board or committee meetings.

f. Any one or more directors of any committee may participate in a meeting of the Board of Directors or such committee by means of a conference telephone, video or similar communications equipment, including virtual communication applications (e.g., Zoom), allowing all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at the meeting. For the purpose of this Section, action to be taken pursuant to sections of the New York State Not-for-Profit Corporation Law shall be understood to be transactions constituting disposal of substantial assets or property of the Corporation.

Section 9. COMMITTEES.

a. General Rules Applicable to Committees. The Board of Directors, by resolution adopted by the affirmative vote of a majority of then current directors, at any meeting at which a quorum is then present, may create committees having such powers as are then permitted by these By-Laws, the New York Not-for-Profit Corporation Law, and as are specified in the resolution. Except as otherwise provided herein, each such committee shall consist of not less than three (3) directors and may include individuals who are not directors. Except as otherwise provided herein, all such committees shall have such powers and duties, consistent with subsection (b) hereof or any existing delegation of powers to a committee of directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. The appointment of a chairperson of any committee of the Board of Directors by the Chairperson of the Board shall be subject to approval of the Board of Directors.

b. Committees of the Corporation. The committees of the Corporation are (1) the Governance Committee; (2) the Audit Committee; (3) the Finance Committee; (4) the Compensation Committee; (5) the Personnel Committee; and (6) the Investment Committee. Other ad hoc committees of the Corporation may operate as needed. All committees shall serve as advisors to the Board of Directors. The Audit Committee shall have general oversight authority over Corporation accounting and financial reporting process and the independent audit of the Corporation. At no time shall the Audit Committee consist of fewer than three (3) independent directors and only independent directors may serve on the Audit Committee. The Audit Committee shall (i) retain, or renew the retention of, a certified public accountant (the "Independent Auditor") to conduct an independent audit of the Corporation each fiscal year as

required by Executive Law Section 172-b (the “Independent Audit”), and review with the Independent Auditor the results of the Independent Audit and any management letter related to the Independent Audit; (ii) review the scope and planning of the Independent Audit with the Independent Auditor prior to the Independent Audit’s commencement; (iii) review and discuss with the Independent Auditor (a) any risks or material weaknesses in the Corporation’s internal controls prior to the commencement of the Independent Audit, (b) any restrictions on the Independent Auditor’s activities or access to information, (c) any significant disagreements between the Independent Auditor and the Corporation, and (d) the Corporation’s accounting and financial reporting processes; (iv) ensure that the accounting and reporting policies and procedures set forth by the Corporation are adhered to; (v) annually consider the performance and independence of the Independent Auditor; and (vi) annually report all findings of the aforementioned duties to the Board of Directors

Section 10. OFFICERS OF THE BOARD. The Board of Directors shall have its own officers consisting of a Chairperson, a Secretary of the Board, a Treasurer and such other officers as it shall deem necessary. All officers of the Board other than the Secretary and Assistant Treasurer of the Board must be directors of the Corporation. The Chairperson shall preside at all meetings of the Board of Directors at which he or she is present and shall perform all such other duties as are properly required by the Board of Directors. Any officer of the Board may be removed at any time for cause by the affirmative vote of a majority of the then current Board of Directors. If the office of any officer of the Board becomes vacant, such vacancy shall be filled by the designating authority in accordance with Section 2 hereof.

Section 11. ACTION WITHOUT MEETINGS. Any action required or permitted to be taken by the Board of Directors or by any committee may be taken without a meeting if all

members of the Board of Directors or of the committee consent in writing to the adoption of a resolution authorizing the action. In the event of any such action without a meeting, the resolution and the written consents thereto by all of the then current members of the Board of Directors or of the committee shall be filed with the minutes of the proceedings of the Board of Directors or of the committee as the case may be.

## ARTICLE II OFFICERS

Section 1. The corporate officers shall consist of a President, Chief Financial Officer, one or more Vice Presidents of the Corporation, a Secretary of the Corporation, and such other officers as the Board of Directors from time to time shall deem appropriate. Such officers shall be appointed by the Board of Directors at the annual meeting of the Board of Directors in each year, and/or whenever vacancies occur or the Board of Directors deems it appropriate to change or appoint an additional officer and shall serve at the pleasure of the Board of Directors. Unless otherwise provided in the resolution of election or appointment, each officer shall hold office for a period of one (one) year and until his successor has been elected and qualified. The Board of Directors may remove any officer for cause or without cause.

Officers shall have the powers and duties defined in the resolution appointing them. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 2. The President shall serve as chief executive officer, shall have the general powers and duties of supervision and management of the Corporation which usually pertain to such office, and shall perform all such other duties as are properly required by the Board of Directors.

Section 3. The Vice President(s) of the Corporation appointed by the Board of Directors, if any, shall perform such duties as usually pertain to such office or as are properly required by the President and/or Board of Directors.

Section 4. The Secretary of the Corporation shall affix the corporate seal to and sign such instruments as require the seal and his or her signature and shall perform such other duties as usually pertain to such office and/or as are properly required by the Board of Directors and/or the Chairperson. The Assistant Secretary or Secretaries of the Corporation, if any, shall perform the duties of the Secretary of the Corporation at the Secretary of the Corporation's request and in the Secretary of the Corporation's absence, and such other duties as may be assigned by the Chairperson or the Secretary of the Corporation

Section 5. The Chief Financial Officer shall have the care and custody of all moneys and securities of the Corporation; shall cause to be entered in books of the Corporation to be kept for that purpose full and accurate accounts of all moneys received and paid on account of the Corporation; shall make and sign such reports, statements, and instruments as may be required by law or the Board of Directors; and shall perform such other duties as usually pertain to such office and/or as are properly required by the Board of Directors and/or President. The Assistant Treasurer(s), if any, shall perform the duties of the Treasurer at the Treasurer's request and in the Treasurer's absence, and such other duties as may be assigned by the President or the Treasurer.

### ARTICLE III FINANCES

Section 1. The funds of the Corporation shall be deposited in its name with such bank or banks, trust company or trust companies as the Board of Directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the Corporation shall be signed by such officer or officers, agent or agents, and/or employee or employees, as the Board



of Directors from time to time by resolution may designate. No officers, agents or employees of the Corporation, alone or with others, shall have power to make any checks, notes, drafts or other negotiable instruments in the name of the Corporation or to bind the Corporation thereby, except as herein provided.

Section 2. The fiscal year shall begin January 1<sup>st</sup>, unless otherwise provided by the Board of Directors.

#### ARTICLE IV BOOKS AND RECORDS

The Corporation shall keep within the State of New York correct and complete books and records of account of the Corporation and shall keep minutes of the proceedings of the Board of Directors, and/or any committee which the directors may appoint. Any of the foregoing books, minutes, or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

#### ARTICLE V CORPORATE SEAL

The seal of the Corporation shall be in the form impressed in the margin.

#### ARTICLE VI CONFLICTS OF INTEREST

Section 1. No director or officer shall use his or her relationship with the Corporation for private gain.

Section 2. Whenever any matter arises with respect to which director or officer ("interested party") has a conflict of interest or has any question about the existence of a possible conflict, the interested party shall make full disclosure of such conflict or possible conflict before the matter in question is voted upon by the Board of Directors or a committee thereof. Interested

parties shall not vote on the matter. Approval of any such matter shall require the favorable vote of a majority of the directors or committee members (other than interested parties) present.

## ARTICLE VII INDEMNIFICATION

Section 1. To the maximum extent permitted by law, the Corporation shall indemnify each director, officer of the Board, officer of the Corporation, assistant officer and employee of the Corporation (collectively, "indemnitees"), whether or not then in office or so employed, who is made or threatened to be made a party to any action, suit or proceeding, civil or criminal, arising out of such indemnitee's acts or omission to act, in such indemnitee's capacity as a director, officer of the Board, officer of the Corporation assistant officer or employee, against (i) the reasonable expenses, costs and counsel fees incurred by such indemnitee in the defense of such action, suit or proceeding or threatened action, suit or proceeding and (ii) amounts paid or incurred pursuant to a judgment or in settlement of any such action or proceeding or threatened action, suit or proceeding.

Section 2. Such indemnification shall be conditioned upon (i) a finding made by the Board of Directors that the indemnitee acted in good faith for a purpose which the indemnitee reasonably believed to be in the best interests of the Corporation and that he or she had no reasonable cause to believe that his or her conduct was unlawful, (ii) the indemnitee's reasonably prompt delivery to the Corporation of written notice of the action, suit or proceeding, or threat of action, suit or proceeding, and (iii) unless defended by the Corporation pursuant to an insurance policy or otherwise, the indemnitee's retention of counsel satisfactory to the Corporation and the Corporation's determination that the defense and any settlement of such action, suit or proceeding, or threatened action, suit or proceeding, is satisfactory.

Section 3. The foregoing right of indemnification shall not be exclusive of other rights to which any indemnitee may be entitled as a matter of law.

## ARTICLE VIII

### MISCELLANEOUS

Section 1. Annual Report. The President shall provide a report of activities of the Corporation to the Board annually.

Section 2. Corporate Acts. Unless otherwise directed by resolution of the Board of Directors or by law, all checks, drafts, notes, bonds, bills of exchange, and order for the payment of the Corporation, and written contracts, agreements and instruments to which the Corporation shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Corporation shall be signed by the Treasurer. Unless otherwise directed by resolution of the Board of Directors or by law, all deeds, mortgages and conveyances shall be signed by the Treasurer. The Board may, however, delegate such authority, or may authorize any one of such officers or one or more other officers or agents to sign any such instruments for and on behalf of the Corporation without the necessity of counter signature.

Section 3. Loans. No funded indebtedness shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. Amendments. The By-Laws and the Article of Incorporation may only be altered, amended, or repeated, and new or restated By-Laws or Articles of Incorporation may only be adopted by the Board at any regular or special meeting thereof by the affirmative vote of two-thirds (2/3) of the Board of Directors providing that a copy of the proposed amendment or

summary of the proposed changes to be effectuated thereby is included in the notice or waiver of notice of such meeting.

Section 5. Interpretations. The Board of Directors may interpret these By-Laws as required to conform its operating to changing economic conditions and changes to New York State Not-for-Profit Corporation Law, or United States law or national policy.

Section 6. Conflicts of Interest Policy. The Corporation shall adopt, maintain, update and enforce a Conflicts of Interest Policy substantially similar to that which is set forth in the New York State Not-for-Profit Corporation Law.

Section 7. Whistleblower Policy. The Corporation shall adopt, maintain, update and enforce a Whistleblower Policy substantially similar to that which is set forth in the New York State Not-for-Profit Corporation Law.

The Board of Directors reviewed and approved the aforementioned By-Laws as of the 22<sup>nd</sup> day of February, 2023

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Board President