

BYLAWS  
OF  
WOODLAND POND, INC.  
CONTINUING CARE RETIREMENT COMMUNITY  
NEW PALTZ, NEW YORK

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## ARTICLE I - THE CORPORATION

### Section 1. **Name.**

The name of the Corporation is Woodland Pond, Inc. (the “**Corporation**”).

### Section 2. **Office.**

The principal office of the Corporation shall be in New Paltz, County of Ulster, State of New York, or such location as the Board of Directors (the “**Board**”) may from time to time determine.

### Section 3. **Purposes, Powers and Objectives.**

- a) The purposes and powers of the Corporation shall be as set forth in its Certificate of Incorporation, as amended from time to time. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the Corporation’s assets or earnings shall inure to the benefit of any member, director, officer or other taxable or non-taxable individual or organization.
- b) The Corporation shall operate Woodland Pond in compliance with all applicable federal and state laws, rules and regulations.

## ARTICLE II - MEMBERS

The Corporation shall have no members. All corporate powers, rights and duties shall vest in the Board.

## ARTICLE III - BOARD OF DIRECTORS

Section 1. **Powers.** The Board has general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The Board may adopt such bylaws, rules, regulations, policies and procedures for the conduct of its meetings and the management of the Corporation as it may deem necessary or appropriate, and are consistent with applicable regulatory laws, rules, regulations and standards and with the Corporation’s Certificate of Incorporation, as it may be amended from time to time.

Section 2. **Number of Directors.** The number of directors shall be no fewer than nine (9) or more than eighteen (18) directors. Within that range, the exact size of the Board at any given time shall be determined by the Board. The “**Entire Board**” means the number of directors actually elected to the Board.

### Section 3. **Qualifications of Directors.**

- a) To be eligible for Board membership, an individual must (1) demonstrate basic qualities of honesty, integrity, justice, and sound moral character, (2) be committed to uphold the purposes, philosophy, and general policies of the Corporation, as stated in its Certificate of Incorporation and Bylaws, (3) have the willingness and ability to devote necessary time to Board activities, (4) have particular expertise or experience deemed necessary or desirable by the Board, (5) be able to apply experience and expertise to Board decisions objectively and realistically, (6) recognize and protect the confidential nature of information discussed at Board meetings, (7) be alert for information specific to the director’s obligations as a board member for a not-for-profit long term care corporation, (8)

for all matters pertaining to the Board, maintain a first duty of undivided loyalty to Woodland Pond and no other corporation or affiliation, and (9) be at least eighteen years of age.

- b) At least two directors and up to twenty percent (20%) of the Board shall be residents of Woodland Pond (the “**Resident Directors**”). The Residents’ Council shall submit nominations for the Resident Directors to the Governance Committee and appointments shall be subject to approval by a majority of the Board in accordance with this Article.

Any director who becomes a resident shall be considered to have resigned automatically, and his or her office shall become vacant. The director so resigning shall be notified of the resignation in writing by the Secretary of the Corporation unless he or she has submitted a letter of resignation which shall be accepted automatically.

#### Section 4. **Election and Term of Office.**

The elected directors shall be divided into three (3) approximately equal classes, with one class elected each year by the affirmative vote of at least two-thirds (2/3) of the directors present at the annual meeting of the Corporation. Notwithstanding any other provisions of this section, a majority of the Board may adjust Board member terms to equalize Board Classes. Nominations of candidates for director shall be submitted by the Governance Committee to the Board at the regular Board meeting directly preceding the annual meeting.

Directors initially elected during a “**Board Year**” (from and including one annual meeting up to but excluding the next) shall serve until the next Annual Meeting. At the Annual Meeting, directors shall be elected to serve until the Annual Meeting in the third year after their election unless a lesser term is agreed by the affirmative vote of at least two-thirds (2/3) of the directors present.

a) Except as provided below, no director elected after the adoption of these Bylaws may serve more than nine (9) consecutive years from the date of her/his first Annual Meeting. Any elected director who has served nine (9) consecutive years shall not be eligible for re-election for a period of one (1) year after serving nine (9) consecutive years. Notwithstanding any other provisions of this section, the immediate past chair of the Board shall be eligible for re-election to the Board as a voting member for an additional term of two years upon the election of a successor Chair.

b) Directors initially elected during a Board Year shall serve until the next Annual Meeting. At the Annual Meeting directors shall be elected to serve until the Annual Meeting in the third year after their election unless a lesser term is agreed by the affirmative vote of at least two-thirds (2/3) of the directors present.

Section 5. **Removal.** Any director may be removed at any time with or without cause by a vote of a majority of the Entire Board at any meeting provided at least one week’s notice is given to the Board. During any Board Year, any member of the Board who is absent from three (3) consecutive regularly scheduled Board meetings or from half of the total number of Board or committee meetings shall be reviewed by the Board and continued service approved or disapproved by a majority vote of the Entire Board.

Section 6. **Resignation.** A director may resign at any time, effective on the date specified in writing. If no time is specified, then upon receipt by the Corporation or the Chair of the Board. The acceptance of a

resignation by the Board is not necessary to make it effective. A resignation does not discharge any accrued obligation or duty of a director.

**Section 7. 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 a majority of the directors then in office regardless of their number, and the directors so elected will serve until the next annual meeting.

**Section 8. Meetings.** Meetings of the Board may be held at any place as the Board may from time to time fix, or as specified in the notice or waivers of notice thereof.

- a) Annual Meeting of the Board. The annual meeting of the Board will be held within six (6) months of the end of the fiscal year at a time and place fixed by the Board. Written notice of the annual meeting shall be given to each director at least two (2) weeks before the date fixed for such meeting. At the annual meeting, the Board shall elect directors and officers, facilitate the execution and submission of the Conflict of Interest Disclosure Statements, and transact such other business as may properly come before the meeting.
- b) Regular Meetings of the Board. Regular meetings of the Board shall be held a minimum of six (6) times per Board Year on a day and at a time as shall be established by the Board at its annual meeting, or at such other day and time as may be determined by the Chair of the Board and communicated to the members of the Board at least five (5) days before the date fixed for such meeting.
- c) Special Meetings of the Board. Special meetings of the Board may be called at any time by the Chair of the Board, or in his or her absence by the Vice Chair of the Board, and shall be called by the Secretary of the Board within seven (7) days of receipt of a written request from five (5) or more directors. Written notice of each special meeting shall be given, in person, by telephone or by regular or electronic mail, to each director at least three (3) days before the date of the special meeting. The notice shall state the business for which the special meeting has been called, and no business other than that stated in the notice shall be transacted at the special meeting.

**Section 9. Notice of Meetings.** Except as specified otherwise, notice of any meeting of the Board required to be given under these Bylaws shall be given by United States mail, electronic mail, or facsimile to each director at his or her address as it appears in the records of the Corporation unless a director shall have filed with the Secretary of the Corporation in writing an alternative address, in which case notices shall be sent to such alternative address. Notice of any meeting of the Board required to be given under these Bylaws need not be given to any director who provides a waiver of notice either before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice. A written waiver of notice may be given electronically.

**Section 10. Quorum and Voting.** Unless greater proportion is required by law or these Bylaws, the presence of a majority of the Board constitutes a quorum for the transaction of business or of any specific item of business. Directors who are present at a meeting, but not present at the time of a vote due to a conflict of interest or Related Party Transaction (as defined by the Corporation's **Conflict of Interest Policy**), shall be deemed present for the purposes of determining whether a quorum is met. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or

committee by means of a conference telephone, video conference or other form of communications equipment or software for purposes of establishing a quorum and voting provided that all members of the Board participating in the meeting may hear each other at the same time. Participation by such means constitutes presence in person at a meeting. If at any meeting less than a quorum is present, the directors present may adjourn the meeting until a quorum is obtained.

**Section 11. Action by the Board.**

- a) Each director shall be entitled to one vote on each matter properly submitted to the directors for action at any meeting of the Board. Unless otherwise required by law or provided in these Bylaws, the vote of a majority of directors present at the time of the vote, if a quorum is then present, shall be the act of the Board.
- b) 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 thereof consent to adoption of a resolution authorizing the action. Such consent may be made in writing or electronically. If electronically, the consent must contain enough information from which it can reasonably be determined that the action was authorized by the members of the Board or committee. The resolution and the written or electronic consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.
- c) Any member of the Board may request that a vote be taken through a secret ballot, which request shall be honored.
- d) Any purchase, lease, mortgage or sale of real property by the Corporation shall not occur unless it is authorized by two-thirds (2/3) of the members of the Board.

**Section 12. Compensation.** Any director of the Corporation is authorized to receive reasonable compensation for professional services rendered to the Corporation when authorized by two-thirds of the Board and only when so authorized. No compensation shall be paid to directors for serving on the Board.

**Section 13. Property Rights of Directors.** No director of the Corporation shall have any rights or interests in or to the property or assets of the Corporation.

**Section 14. Advisors to the Board.** The Board may designate advisors to the Board, who may attend meetings at the invitation of the Board and who may express their view, but who shall not be entitled to vote.

ARTICLE IV – OFFICERS

**Section 1. General.** The Officers of the Board will be a Chair, a Secretary, a Treasurer, and such other Officers, including one or more Vice Chairs and a Corresponding Secretary, as the Board may from time to time appoint. One person may hold more than one office in the Corporation except that no one person may hold the offices of Chair and Secretary. All Officers shall be members of the Board. The Officers shall perform the functions delegated to them by the Board. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

**Section 2. Election, Term of Office and Removal.** The Governance Committee shall present a slate of officers for consideration at the regular meeting of the Board directly preceding the annual meeting. All

officers shall be elected for a one-year term at the annual meeting of the Board immediately following the election of directors, and each will continue until the officer's successor has been elected and qualified, or until the officer's death, resignation or removal. Officers may serve up to three consecutive one-year terms.

Section 3. **Removal.** Any director may be removed from office at any time with or without cause by a vote of a majority of the Entire Board at any meeting provided at least one week's notice is given to the Board.

Section 4. **Vacancies.** In case of any vacancy in any office, a successor to fill the unexpired portion of the term shall be elected by the Board.

Section 5. **Chair.** The Chair shall preside at all meetings of the Board, shall maintain a close working relationship with the President and Chief Executive Officer ("**CEO**") on matters pertaining to the management of the Corporation, and shall perform such other duties as are incidental to the office or are authorized by the Board. The Chair shall appoint the members of all committees of the Board, subject to approval by a majority of the Board, and shall be a member, *ex officio*, of the Executive Committee, Finance/Audit Committee and Governance Committee. No employee of the Corporation shall serve as Chair or hold any other title with similar responsibilities.

Section 6. **Vice Chair.** The Vice Chair shall coordinate the work of such committees of the Board as the Chair shall direct, shall maintain a liaison between those committees and the Board, and shall perform such other duties as the Board or the Chair may direct. During the absence or disability of the Chair, the Vice Chair shall have all of the powers and functions of the Chair.

Section 7. **Secretary.** The Secretary shall:

- a) Keep and report complete and accurate minutes of all meetings of the Board and all unanimous written consents executed by the directors;
- b) Maintain custody of all records and reports of the Corporation; and
- c) Perform such other duties as are prescribed in these Bylaws, are incidental to the office or are directed by the Board, the Chair or as requested by the CEO.

To the extent requested by the Secretary, the CEO and his or her staff shall assist the Secretary in the performance of these duties. The Secretary shall have authority to certify copies of any Board meeting minutes and resolutions adopted by the Board.

Section 8. **Corresponding Secretary.** The Corresponding Secretary shall be responsible for all correspondence initiated by the Board and for responding, at the Board's direction, to all written communications to the Board, as well as any other duties that may be assigned by the Board or Chair.

Section 9. **Treasurer.** The Treasurer shall be responsible for:

- a) The management and control of all monies belonging to the Corporation, subject to the supervision of the Board;
- b) Maintenance of an accounting system in such a manner as to give a true and accurate accounting of the financial transactions and condition of the Corporation;
- c) Membership, *ex officio*, on the Finance/Audit Committee;



- d) Periodic reports of the financial transactions and condition of the Corporation at the annual and regular meetings of the Board or when directed by the Board, the Chair or as requested by the CEO; and
- e) Such other duties as are prescribed in these Bylaws, are incidental to the office or are directed by the Board, the Chair or as requested by the CEO.
- f) To the extent requested by the Treasurer, the CEO and his or her staff shall assist the Treasurer in the performance of these duties. The Treasurer shall have authority to sign checks, drafts, notes and orders of payment of money on behalf of the Corporation.

Section 10. **Other Officers.** Other officers may be appointed by the Board and shall perform such duties and have powers as may be assigned to them by the Board or the Chair.

#### ARTICLE V – COMMITTEES

Section 1. **Committees of the Board.** Committees appointed by the Board shall include committees of the Board, comprised solely of directors, and committees of the Corporation, which may include non-director participants. The Committees of the Board shall include an Executive Committee, Finance/Audit Committee, and Governance Committee, and such other committees as are determined by the Chair and approved by the Board. Among these, the Executive Committee is solely permitted to take actions that bind the Corporation. Except as otherwise provided in these Bylaws, the Chair shall determine the number of members for each committee; shall appoint the chair and members of each, subject to approval by the Board, at the annual meeting or next following regular meeting of the Board; and may be revoked by the Chair at any time, subject to the approval of a majority of the entire Board, at any regular or special meeting. Each Committee of the Board shall consist of at least three (3) directors.

- a) Executive Committee. The Board shall appoint an Executive Committee which shall consist of at least five (5) members, comprised of the Chair, the Vice Chair, the Secretary (each *ex officio*)-and two or more additional directors, as appointed by the Chair and approved by the Board. Resident Directors may serve on the Executive Committee but shall not participate in the oversight over the job description or performance of the CEO. The CEO shall provide support as requested and participate in Committee meetings upon invitation. When action is required to be taken prior to the next scheduled board meeting, the Executive Committee shall have all the authority of the Board except as to the (1) filling of vacancies on the Board or on any Committee; (2) amendment or repeal of the Bylaws or the adoption of new Bylaws; (3) amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; (4) election or removal of officers and directors; (5) approval of a merger or plan or dissolution; (6) adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of a Corporation or, if there are no members entitled to vote, the authorization of such transaction; or (7) approval of amendments to the Certificate of Incorporation. The Executive Committee is responsible for human resources oversight of the CEO. If the Executive Committee makes any decisions that are binding on the Corporation, the action shall be reported to the Board at its next meeting.
- b) Finance/Audit Committee. The Board shall appoint a Finance/Audit Committee which shall consist of four (4) or more members, each of whom shall be an Independent Director (as defined in New

York State's Not-for-Profit Corporation Law § 102. (a) (21)). The Chair and the Treasurer shall each be a voting *ex officio* member. The CEO and the Chief Financial Officer (“**CFO**”) shall provide support as requested and participate in committee meetings upon invitation. This Committee shall meet as often as needed to perform the duties imposed hereunder. The Finance/Audit Committee shall:

- a. Supervise-the management of all funds of the Corporation;
- b. Review and make periodic reports and recommendations to the Board on all matters of a financial nature pertaining to the operation of the Corporation including, but not limited to, reimbursement matters, accounts receivable, collections and resident charges and fees;
- c. Oversee the preparation of and examine the annual financial report, monthly financial statements, annual operating budget and required capital budgets, and submit the same to the Board;
- d. Review agreements, transactions and business and investment practices between the Corporation and any of its directors, officers or representatives, or between the Corporation and any other corporation, firm, association or other entity in which they have a substantial financial interest, in order to ensure that the Corporation's best interests are served thereby, and, where deemed necessary, to recommend appropriate changes; and
- e. At least annually, review and make recommendations to the Board regarding the Corporation's insurance coverage.
- f. The Finance/Audit Committee shall comply with the audit oversight requirements set forth in New York State's Not-for-Profit Corporation Law § 712-a and in this section. Among other activities, the Committee shall:
  - i. Oversee the accounting and financial reporting process of the Corporation and the Corporation's audit;
  - ii. Annually recommend the retention or retainment of an independent auditor;
  - iii. Review with the independent auditor the scope and planning of the audit prior to the audit's commencement;
  - iv. Review the results of the audit and management letter in committee and, accompanied by the auditor, with the Board;
  - v. Discuss with the independent auditor any 1) material risks and weaknesses in internal controls identified by the auditor; 2) any restrictions on the scope of the auditor's activities or access to requested information; 3) any significant disagreements between the auditor and management; and 4) the adequacy of the Corporation's accounting and financial reporting processes;
  - vi. Annually consider the performance and independence of the independent auditor;
  - vii. Report on its activities to the Board;

- viii. Oversee the Corporation's Conflict of Interest Policy (including determining whether there is a conflict of interest in non-Related Party Transactions), review the procedures of the Board or Board Committees when considering a conflict of interest, review each director's annual conflict of interest statement and annually review the policy and recommend revisions to the Board.
  - ix. Oversee the Corporation's Whistleblower Policy (including processes to receive, retain, and treat any complaints received by the Corporation regarding accounting, internal controls, and confidential, anonymous submissions by any individuals regarding questionable accounting, auditing or other compliance matters) and annually review the policy and recommend revisions to the Board. The Corporation's Compliance Officer will administer the Whistleblower Policy and report to the Finance/Audit Committee on implementation.
- c) Governance Committee. The Board shall appoint a Governance Committee, which shall consist of three (3) or more directors, the majority of whom shall be Independent Directors. The Chair shall be a voting *ex officio* member. The CEO shall provide support and participate in committee meetings upon invitation. The Governance Committee shall meet when called by its Chair or the Chair of the Board. The Governance Committee shall:
- a. Review the structure and size of the Board and Committees;
  - b. Periodically review with the Board the appropriate skills and characteristics required on the Board in keeping with the strategic direction of the organization;
  - c. Develop criteria relating to the selection of new directors, to include factors related to whether the director would meet the definition of Independent Director, as well as diversity, skills, occupation, and experience in the context of the needs of the Board;
  - d. Retain and terminate any search firm to be used to identify director candidates;
  - e. Identify and consider candidates for Board membership, assessing the skills and experience of prospective directors;
  - f. Present candidates to the full Board for consideration;
  - g. Annually put forth a slate for Board approval for the positions of the Board Officers;
  - h. Keep abreast of developments in the corporate governance field, annually reviewing and assessing the corporate governance practices of the Board and recommending any proposed changes to the Board for approval;
  - i. Plan Board education, including new member orientation, education of Board members and Board retreats;
  - j. Administer the evaluation system for the Board;
  - k. Oversee the annual review of these Bylaws and present recommendations to the Board.

**Section 2. Committees of the Corporation.** The Board may appoint such additional committees or sub-committees as necessary to perform such tasks as specifically delegated to them by the Board. Committees of the Corporation may include non-board members but may not act on behalf of the Corporation.

- a) Quality Improvement and Compliance Committee. The Chair in concert with the CEO shall nominate members of the Quality Improvement and Compliance Committee, which nominations shall be approved by the Board. The Quality Improvement and Compliance Committee shall assist the Board in its exercise of quality improvement and compliance oversight by monitoring the controls and processes of the Corporation. The Quality Improvement and Compliance Committee shall include at least five (5) members, at least one of whom must be a member of the Board and, *ex officio*, the Compliance Officer, CEO, CFO and the Director of Long Term Care. Resident Directors may not serve on the Quality Improvement and Compliance Committee. In fulfilling its charge, the Quality Improvement and Compliance Committee shall:
- a. Review the corporate compliance work plan with the Compliance Officer and promote compliance with the program and detection of any potential violation;
  - b. Establish a quality improvement program that includes effective systems to review, evaluate, monitor and communicate the quality, safety and efficiency of care delivered within the Corporation and to identify opportunities to improve the quality of services provided;
  - c. Investigate, when the Committee deems necessary, potential or actual improprieties in the organization's operations, in consultation and coordination with counsel;
  - d. Continuously assess the results and effectiveness of the quality improvement program, evaluate changes made or proposed to improve the quality, safety and efficiency of patient care within the Corporation, and recommend the commitment of resources, enforcement of policy, or other action to the Board as warranted by its findings;
  - e. Work in consultation with the Compliance Officer with respect to the preparation and operation of all document retention policies of the organization;
  - f. Monitor any litigation against the Corporation;
  - g. Obtain the advice of outside consultants and professionals (including but not limited to retention of special legal counsel) to advise the Committee on matters within the scope of its charter;
  - h. The Committee may also address other functions as the quality improvement and compliance programs are integrated into and become part of the overall operating structure and daily routine of the Corporation. The Committee shall maintain a permanent record of its findings, proceedings and actions and shall make a report thereon to the Board. These records and reports are intended to be privileged to the fullest extent permitted by law.
- b) Strategic Planning Committee. The Board shall appoint a Strategic Planning Committee, which shall assist the Board with long-range planning. The Strategic Planning Committee shall be

comprised of at least six (6) members, at least three (3) of which must be directors. The CEO shall be an *ex officio* member. In fulfilling its charge, the Strategic Planning Committee shall:

- a. Oversee the preparation, modification and implementation of long-range development plans to ensure that Woodland Pond meets the needs of its community and the purpose of the Corporation, to the extent feasible and within the Corporation's resources;
- b. Review proposals for, and make recommendations regarding, new business ventures, including affiliations, collaboration proposals, new technology and proposals for discontinuing services;
- c. Review information technology ("IT") objectives and long term plans on an annual basis;
- d. Provide information to the Board on changes and trends in the long-term care field that may influence the modification of the Corporation's operations; and
- e. Perform such other duties related to planning matters as may be requested by the Board, the Chair of the Board or the CEO.

**Section 3. Committee Procedures.** Each Committee shall record minutes of its deliberations, recommendations and conclusions and shall promptly deliver a copy of such minutes to the Secretary. Reasonable notice of the meetings of the Committee shall be given to the chair and members. The Chair of the Board or chair of the Committee may invite to any Committee meeting such individuals as they may select that may be helpful to the deliberations of the Committee. A majority of the members of each Committee shall constitute a quorum for the transaction of business and the act of a majority of the members of any Committee present at a meeting at which a quorum is present shall be the action of the Committee. To the extent requested by the Chair, the CEO and his or her staff shall assist the Committees in the performance of these duties.

## ARTICLE VI – PRESIDENT AND CHIEF EXECUTIVE OFFICER

### **Section 1. Appointment.**

- a) The Board shall appoint a qualified President and CEO of the Corporation. Except as otherwise provided by contract, the CEO shall not have a definite term but shall serve at the pleasure of the Board and may be removed by the Board with or without cause at any time.
- b) The CEO shall be the Board's representative in the management of the Corporation. The Board shall establish a formal process for the annual evaluation of the CEO.

**Section 2. Authority and Duties.** The CEO shall have the authority and responsibility to manage all of the assets and activities of the Corporation, subject to the policies and procedures of the Board and its committees. The CEO shall, among other duties:

- a) Carry out all policies established by the Board and advise on the formation of such policies;
- b) Develop and submit to the Board for approval a plan of organization for the conduct of operations of the Corporation, and recommend changes when necessary or advisable on an annual basis;

- c) Select, employ, control, and discharge employees and develop and maintain personnel policies and practices;
- d) Maintain physical properties of the Corporation in good and safe state of repair and operating condition;
- e) Execute authorized contracts and other obligations on behalf of the Corporation;
- f) Supervise business affairs to ensure that funds are collected and expended to the best possible advantage;
- g) Work with health care professionals in the Corporation to promote the best possible care to residents at all times, to oversee that the operations of the Corporation are performed in compliance with applicable legal and regulatory standards and requirements, and to identify and correct deficiencies promptly;
- h) Present to the Board or its authorized committee periodic reports reflecting the professional services and financial activities of the Corporation and such special reports as may be requested by the Board;
- i) Attend all meetings of the Board, and attend those meetings of Board Committees as deemed necessary and appropriate by the Chair of the Board and the CEO, or send an appointed designee thereto unless excluded by these Bylaws or the Chair of the Board or the Chair of the Committee;
- j) Serve as the liaison and channel of communication between the Board, Board Committees and staff of the Corporation;
- k) Serve as a leader in the community to promote effective and economical working relationships with other organizations with a similar mission;
- l) Represent the Corporation to those individuals served by the Corporation;
- m) Participate in local, state and national professional and institutional associations dedicated to improving personal and institutional competence;
- n) Act as the duly authorized representative of the Board in all matters in which the Board has not formally designated another person to so act; and
- o) Perform such other duties that may be assigned by the Board or are in the best interests of the Corporation.

#### ARTICLE VII – CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. **Checks, Notes and Contracts.** The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who is authorized in the endorsements, checks, releases, contracts and documents.

Section 2. **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, subject to New York State Regulation 140.

Section 3. **Loans to Board and Officers.** The Corporation shall not make loans to directors or Officers of the Corporation.

#### ARTICLE VIII – BOOKS

The Corporation shall maintain financial and corporate records as required by law.

#### ARTICLE IX - FISCAL YEAR

The fiscal year of the Corporation shall be January 1 to December 31.

#### ARTICLE X – INDEMNIFICATION AND INSURANCE

Section 1. **Authorized Indemnification.** Unless clearly prohibited by law or by Section 2 below, the Corporation shall indemnify any person (“**Indemnified Person**”) made or threatened to be made a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this section, (a) is or was a director or officer of the Corporation or (b) is serving or served, in any capacity, at the request of the Corporation, including as a member of a Committee, or as a director or officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys’ fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 2. **Prohibited Indemnification.** The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board in good faith determines, that such person’s acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 3. **Advancement of Expenses.** The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person’s reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. No such advancement shall be made, however, unless the Indemnified Person makes a binding, written commitment to repay the Corporation with interest for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 hereof. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by those parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. **Indemnification of Others.** Unless clearly prohibited by law or Section 2 hereof, the Board may approve Corporation indemnification as set forth in Section 1 hereof or advancement of expenses as set forth in Section 3 hereof to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceedings, by reason of the fact of such employment or volunteer activity,

including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, or employee benefit plan.

**Section 5. Determination of Indemnification.** Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is warranted pursuant to these Bylaws. Before indemnification can occur, the Board must explicitly find that such indemnification will not violate the provisions of Section 2 hereof. No director with a personal interest in the outcome, or who is a party to the actual or threatened action or proceeding concerning which indemnification is sought shall participate in this determination. If a quorum of disinterested directors is not obtainable, the Board shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these Bylaws.

**Section 6. Binding Effect.** Any person entitled to indemnification under these Bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these Bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

**Section 7. Insurance.** The Corporation shall purchase directors' and officers' liability insurance. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs because of this Article or operation of law and it may directly insure the directors, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification hereunder, as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

**Section 8. Nonexclusivity of Rights.** The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board is authorized to enter into agreements on behalf of the Corporation with any director, officer, employee, or volunteer which grants to such individuals a right of indemnification or advancement of expenses in connection with potential indemnification, in addition to the provisions hereof; provided in all cases such indemnification and advancement of expenses remain subject to Section 2 above.

#### ARTICLE XI - BYLAWS AMENDMENTS AND REVIEW

These Bylaws may be amended or repealed by the affirmative vote of two-thirds of the Entire Board at any meeting of the Board, upon prior notice of intent to amend or repeal said Bylaws. These Bylaws shall be reviewed by the Board annually, and the recommendations resulting from such review shall be recorded in the minutes of a meeting of the Board.

#### ARTICLE XII - NON-DISCRIMINATION

In all its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for any reasons including, but not limited to, race, ethnicity, gender, gender identity, sexual preference, disability, age or religion.

#### ARTICLE XIII - PARLIAMENTARY PROCEDURE



The rules contained in the current edition of *Robert's Rules of Order* may serve as a guide to the conduct of meetings when applicable and when not inconsistent with these Bylaws and or any rules the Corporation may adopt.

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THE FOREGOING DOCUMENT IS A TRUE AND ACCURATE COPY OF THE BYLAWS OF THE CORPORATION DULY ADOPTED BY THE BOARD OF DIRECTORS ON AUGUST 1, 2016 AND AMENDED ON JUNE 27, 2017, JUNE 25, 2018, JUNE 6, 2019, JUNE 18, 2020, JUNE 17, 2021 AND ON JUNE 23, 2022.

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Name: Richard V. Barry, Secretary

Date: June 23, 2022