

**AMENDED BY-LAWS  
PUPIL BENEFITS PLAN, INC.**

**ARTICLE 1**

The purposes of the corporation are set forth in the corporation's Certificate of Incorporation, as may be amended from time to time.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer or director of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer or director of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE II**

The corporation shall be organized for the benefit of its subscribing members as a not for profit corporation organized and existing under the laws of the State of New York.

**ARTICLE III  
MEMBERS**

The members of the corporation shall be divided into two classes, active members and subscribing members.

- A. The active members shall be not less than twenty-four (24) and shall be composed of such persons and in such proportions as set forth in New York Insurance Law Section 4301 with respect to directors of the corporation.
- B. The active members of the corporation shall be the persons signing the Certificate of Incorporation and each person thereafter elected as Director. Active membership shall terminate when such person ceases to be a Director.
- C. Subscribing members shall consist of any schools registered and approved by the Board of Regents of the state of New York who may subscribe to the corporation's insurance plan. "Schools" as herein defined shall be deemed to include Boards of Education, high school athletic associations, groups of students or the agents or representatives thereof.

- D. Only active members shall be entitled to vote on any matter coming before the members of the corporation.

#### **ARTICLE IV DIRECTORS**

- A. The corporation shall be managed by a Board of Directors consisting of twenty-four (24) members who shall be elected by the active members of the corporation. The Board of Directors shall be composed of such persons and in such proportions as required by New York Insurance Law Section 4301.
- B. Nominations for directors of the corporation may be made by any member of the corporation whether subscribing or active but all elections shall be conducted by the corporation and only active members shall have a right to vote thereat.
- C. Directors shall be elected at the annual meeting of the corporation and shall serve for a period of one year.
- D. Vacancies occurring in the office of director shall be filled by a vote of the remaining directors of the corporation at a regular or special meeting of the Board of Directors.
- E. A majority of the directors shall be designated representatives of the member schools of the New York State Public High School Athletic Association.

#### **ARTICLE V OFFICERS**

- A. The officers of the corporation shall consist of a president, a vice-president, a secretary and a treasurer and shall be elected by the Board of Directors immediately following the annual meeting of the corporation as hereinafter provided, and such other officers to be appointed by the president as the directors may designate. Any two offices, except those of president and vice-president and president and secretary, may be held by the same person.
- B. Duties.
  - 1. The president shall preside at all meetings of the Board of Directors and the corporation and shall perform such other duties as the Board of Directors may designate. The president shall have power to appoint such other subordinate employees of the corporation as may be authorized by the Board of Directors, whose compensation shall be fixed by the Board of Directors or the Executive Committee.
  - 2. The vice president shall assume the duties of the president during the president's absence or inability to act.

3. The secretary shall keep the minutes and records of the corporation and the Board of Directors and shall perform such other duties as the Board of Directors may designate.
  4. The treasurer shall have custody of the funds of the corporation and shall disburse them in insurance benefits or in such other manner as the Board of Directors may direct. If required by the Board of Directors, the treasurer shall furnish a surety bond in an amount designated by resolution of the directors.
- C. Vacancies in any office shall be filled by the directors for the unexpired term of such office.

## **ARTICLE VI MEETINGS**

- A. The annual meeting of the members of the corporation shall be held on the Saturday after Labor Day in September whenever possible and only changed to another Saturday in September with a vote of the Executive Committee.
- B. A regular meeting of the Board of Directors shall be held once a year, immediately following the annual meeting of the members of the corporation.
- C. Special meetings of the members of the corporation or the Board of Directors may be called at any time by the president and shall be called at the request of any five (5) members of the Board of Directors. At least five (5) days notice of the time and place of such special meeting shall be given by postpaid mail.

## **ARTICLE VII QUORUM**

- A. At any meeting of the corporation ten (10) active members shall constitute a quorum.
- B. At any meeting of the Board of Directors, eight (8) members shall constitute a quorum.
- C. At any meeting of the Executive Committee, three (3) members shall constitute a quorum.
- D. Consent of Absentees. The transaction of any meeting of any constituted body of this corporation, either annual, regular, or special, however called or noticed, shall be valid as though had at a meeting duly held after regular call or notice, is a quorum be present and if, either before or after the meeting, each of the members entitled to vote, not present, sign a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the corporate minutes of the meeting.
- E. Acting Without Meeting. Any action required or permitted to be taken by the members, the Board of Directors, or any committee of the Board of Directors may be taken without a



meeting if all of the members, the members of the Board of Directors, or the members of the committee, respectively, consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the member of director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail or other electronic means and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member or director. The resolution and the written consents thereto by the members, the members of the board or a committee thereof shall be filed with the minutes of the proceedings of the members, the board, or the committee.

- F. Remote Attendance. Any one or more members, members of the Board of Directors, or of any committee of the Board of Directors who is not physically present at a meeting of the members, the Board of Directors, or a committee of the Board of Directors, respectively, may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each member or director can participate in all matters before the members, the Board of Directors, or the committee, respectively, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the members, the Board of Directors, or the committee.

## **ARTICLE VIII COMMITTEES**

The Board of Directors may create committees of the board, each consisting of three or more directors. A majority of the directors present at a meeting of the Board of Directors at which a quorum is present shall appoint the members of such committee of the Board of Directors, 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 of Directors. Each such committee shall have the authority of the Board of Directors to the extent provided in a resolution of the Board of Directors, except that no committee of any kind shall have authority as to the following matters:

- A. The submission to members of any action requiring members' approval under the New York Not-For-Profit Corporation Law.
- B. The filling of vacancies on the board of directors or on any committee.
- C. The fixing of compensation of the directors for serving on the board or on any committee.
- D. The amendment or repeal of these By-laws or the adoption of new by-laws.

- E. The amendment or repeal of any resolution of the board which by its terms shall not be so amendable or repealable.
- F. The election or removal of officers and directors.
- G. The approval of a merger or plan of dissolution.
- H. The 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.
- I. The approval of amendments to the certificate of incorporation.

Each committee of the Board of Directors shall serve at the pleasure of the Board of Directors. Committees, other than committees of the Board of Directors, whether created by the board or by the members, shall be committees of the corporation. No such committee shall have the authority to bind the Board of Directors. Members of such committees of the corporation, who may be non-directors, shall be elected or appointed in the same manner as officers of the corporation. The Executive Committee of the Board of Directors shall consist of five (5) members of the Board of Directors to be appointed as set forth above. The President shall serve as the Chair of the Executive Committee. The Executive Committee shall meet from time to time when summoned by the Chair and shall conduct the general management of affairs of the corporation in the intervals between meetings of the Board of Directors.

#### **ARTICLE IX CONTRACTS, CONTRIBUTIONS, CHECKS, DEPOSITS AND FUNDS**

- A. **Contracts.** The Board of Directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.
- B. **Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- C. **Checks, Drafts, Orders for Payment.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the Board of Directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President.
- D. **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 of Directors may deem desirable.



**ARTICLE X  
OFFICE AND BOOKS**

- A. The office of the corporation shall be located at such place as the Board of Directors may from time to time determine.
- B. Books. There shall be kept at the office of the corporation correct books of account of the activities and transactions of the corporation including a minute book, which shall contain a copy of the certificate of incorporation, a copy of these By-laws, and all minutes of meetings of the Board of Directors.

**ARTICLE XI  
FISCAL YEAR**

The fiscal year of the corporation shall be from January 1 through December 31, unless determined otherwise by the Board of Directors.

**ARTICLE XII  
INDEMNIFICATION**

The corporation may, by resolution of the Board, provide for indemnification by the corporation of any and all of its directors and officers or former directors and officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties or a party by reason of having been directors or officers of the corporation, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for breach of his fiduciary duty to the corporation and to such matters as shall be settled by agreement predicated on the existence of such breach. The corporation may purchase insurance for such indemnification.

**ARTICLE XIII  
ROLES AND REGULATIONS**

The Board of Directors may from time to time adopt rules and regulations for the management of the corporation and fixing the form of insurance contracts to be issued by the corporation and the terms thereof, including the schedule of benefits and the premiums and rate to be charged.

**ARTICLE XIV  
AMENDMENTS**

These By-laws may be amended by a two-thirds vote of the active members present at any regular or special meeting of the corporation provided notice of the proposed amendment is given by mail at least ten (10) days before such a meeting.

**CERTIFIED COPY OF AN AMENDMENT OF THE BY-LAWS OF  
THE PUPIL BENEFITS PLAN, INC.**

I hereby certify that the attached copy of the Amended By-laws of Pupil Benefits Plan, Inc. is a correct copy of the Amended By-laws of Pupil Benefits Plan, Inc. as adopted by the concurring vote of at least two-thirds of the members of the corporation on \_\_\_\_\_, 2025..

\_\_\_\_\_  
Secretary

Sworn to before me this  
\_\_\_\_ day of \_\_\_\_\_, 2025.

\_\_\_\_\_  
Notary Public-State of New York