

J.F.K. Health and Welfare Fund, Incorporated Board of Directors Meeting Minutes
December 10, 2015 * JFK Airport, Terminal One

Directors Present: Alan Wolfe, Gary Boire, Ray Ciccolilli, Ken Padilla, Noah Levinson, Thomas Casella, and Vincent Martucci

Directors Absent: Vladimir Vujovic, Steve Tepper, Jane-Mann Cordero, Mark Shepperd, Jean Caravallo,

Others Present: Melvin George, Davide Telese

Vice President Wolfe convened the 2015 annual meeting of the J.F.K. Health and Welfare Fund, Incorporated Board of Directors with a quorum of Directors present at 1922 hours.

The November 19, 2015 Board of Directors meeting minutes are not ready. Approval tabled until next meeting.

VP Wolfe opened by explaining what business needed to happen at tonight's meeting.

The Board of Directors then discussed and voted upon the following actions:

1. Approval of the revised Articles of Incorporation: **XX** "Yes", **YY** "No", and **ZZ** "Abstain".
 1. Tabled until next meeting.
2. Approval of the revised Bylaws: 07 "Yes", 00 "No", and 01 "Abstain".
3. Approval of the Conflict of Interest and Code of Ethics: 07 "Yes", 00 "No", and 01 "Abstain".
4. Approval of the Whistleblower Protection Policy: 07 "Yes", 00 "No", and 01 "Abstain".
5. Approval of the Records Retention and Destruction Procedures Policy: 07 "Yes", 00 "No", and 01 "Abstain".
6. Approval to designate Raymond Ciccolilli as the corporation's registered agent in New York state: 07 "Yes", 00 "No", and 01 "Abstain".
7. Approval of the corporation's DBA (Doing Business As) Club Fed: 07 "Yes", 00 "No", and 01 "Abstain". The corporation's DBA shall be **"Club Fed"**.
8. Approval to submit an IRS Form 1023-EZ to the Internal Revenue Service applying for tax-exempt status as a charity under Internal Revenue Code section 501(c)(3) in January 2016: **XX** "Yes", **YY** "No", and **ZZ** "Abstain".
 1. Tabled until next meeting
9. Approval of the amount to be contributed to the **(name of charity)** and to make the contribution before December 31st, 2015: **XX** "Yes", **YY** "No", and **ZZ** "Abstain".

1. Tabled until next meeting

10. Approval to contract with an independent Certified Public Accountant (CPA) to perform an audit of the Fund's 2015 financial records and to complete the Fund's 2015 financial statements not later than January 15th, 2016: 07 "Yes", 00 "No", and 01 "Abstain".

11. Approval to submit a New York State Attorney General Office Charity Registration Statement 410 form and Schedule E request for registration exemption to the New York State Attorney General Office Charities Bureau before December 31st, 2015: **XX** "Yes", **YY** "No", and **ZZ** "Abstain".

1. Tabled until next meeting

12. Approval to obtain Officers and Directors liability insurance coverage for the Board of Directors not later than December 31st, 2015: **XX** "Yes", **YY** "No", and **ZZ** "Abstain".

1. Tabled until next meeting

13. Election of the following 2016 Directors and Officers:

Director and President: Alan Wolfe, 08 "Yes", 00 "No", and 00 "Abstain".

Director and Vice-President: Lakwinder Singh, 08 "Yes", 00 "No", and 00 "Abstain".

Director and Administrator: Raymond Ciccolilli, 08 "Yes", 00 "No", and 00 "Abstain".

Director and Secretary: Vladmir Vujovic, 08 "Yes", 00 "No", and 00 "Abstain".

Director and Treasurer: Drew Vukov, 08 "Yes", 00 "No", and 00 "Abstain".

Director of Activities: Gary Boire, 08 "Yes", 00 "No", and 00 "Abstain".

Director of Alumni: Robert Batchelor, 08 "Yes", 00 "No", and 00 "Abstain".

Director of Audit: VACANT, **XX** "Yes", **YY** "No", and **ZZ** "Abstain".

Director of Development: Vincent Martucci, 08 "Yes", 00 "No", and 00 "Abstain".

Director of Facilities: Trece Lanas, 08 "Yes", 00 "No", and 00 "Abstain".

Director of Marketing: Noah Levinson, 08 "Yes", 00 "No", and 00 "Abstain".

Director of Membership: Kenneth Padilla, 08 "Yes", 00 "No", and 00 "Abstain".

Director of Publicity: Melvin George, 08 "Yes", 00 "No", and 00 "Abstain".

GOOD and WELFARE:

Tommy Casella announced that he will be transferring to Miami as an Import Specialist. Good luck to him and his family.

There being no further business Vice President Wolfe adjourned the meeting at 2120 hours.

Submitted by,

Vladmir Vujovic
Secretary
J.F.K. Health and Welfare Fund, Incorporated

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DOCUMENTS:

J.F.K. Health and Welfare Fund, Incorporated Articles of Incorporation Amendments

(1) Replace with “J.F.K. Health and Welfare Fund, Incorporated”

(2) (No changes)

(3) Replace with:

“To promote the physical health, welfare, safety, and morale of the employees of the U.S. Customs and Border Protection agency, U.S. Department of Homeland Security, who work at the J.F.K. International Airport in Jamaica, New York. The corporation shall accomplish its objectives through infrastructure, recreational, educational, and charitable means that benefit U.S. Customs and Border Protection agency employees and their families by spending its revenues to provide workplace amenities such as furniture and appliances that improve the comfort and quality of employee working conditions, by sponsoring employee recreational events and social activities, by supporting safety measures in the employee workplaces, by educating employees regarding healthful practices, and by contributing a substantial portion of its revenues to deserving individuals and qualified charitable causes (such as the Roger L. Von Amelunxen Foundation which assists all U.S. Customs and Border Protection Agency employees).”

(4) Replace with:

“The names and addresses of the Directors who are corporation Officers are:

President: Robert F. Batchelor
1841 East 19th Street

Brooklyn, New York 11229

Executive Vice-President: Alan Wolfe

(insert home address)

Administrative Vice-President: Raymond A. Ciccolilli

40-19 158th Street

Flushing, New York 11358-1618

Secretary: Vladimir Vujovic

(insert home address)

Treasurer: Thomas Casella

(insert home address)

(5) (No changes)

(6) Replace with:

“J.F.K. Health and Welfare Fund, Incorporated

P.O. Box 300063

Jamaica, New York 11430”

(7) Replace “501(c)(4)” with “501(c)(3)”.

(8) Replace with:

“The following additional provisions provide for the management, conduct, and regulation of the business affairs of the corporation, for its voluntary dissolution, and for limiting, defining and regulating the powers of the corporation and its Directors:

A. The corporation is organized as a charitable local association of U.S. Customs and Border Protection agency employees who are employed at J.F.K. International Airport in Jamaica, New York. It has in furtherance of its corporate purposes all of the powers as specified in the New York State Not-for-Profit Corporation Law as now in force or as hereafter amended, provided that no such power shall be exercised in a manner inconsistent with New York State Not-for-Profit Corporation Law, or inconsistent with exemption from federal income tax under Internal Revenue Code Section 501(c)(3).

B. Persons of any race, color, religion, gender, ethnicity, culture, national origin, age, disability, marital status, partisan political affiliation, or sexual orientation shall be entitled to all of the rights, privileges and benefits of the program services provided to members and charitable contributions provided to beneficiaries. The corporation Officers and Directors shall not discriminate on the basis of race, color, religion, gender, ethnicity, culture, national origin, age, disability, marital status, partisan political affiliation, or sexual orientation in administering the corporation’s program services and charitable contributions.”

These amendments to the Articles of Incorporation were approved and adopted by a majority vote of the J.F.K. Health and Welfare Fund, Incorporated Board of Directors on December 10th, 2015 as follows: **XX “Yes” votes, **YY** “No” votes, and **ZZ** “Abstain” votes.**

**Secretary
J.F.K. Health and Welfare Fund, Incorporated**

J.F.K. Health and Welfare Fund, Incorporated Revised By-Laws

Article 1: By-Laws Application

These corporation By-Laws constitute the code of rules adopted by the J.F.K. Health and Welfare Fund, Incorporated Board of Directors for the regulation and management of its business affairs. The corporation has the name and purposes stated in its Certificate of Incorporation as it now exists or is hereafter amended. These By-Laws, the powers of the corporation and of its Directors and Officers, and all matters concerning the conduct and regulation of the business of the corporation are subject to such provisions in regard thereto as are set forth in the Certificate of Incorporation; and the Certificate of Incorporation, as it is amended from time to time, is hereby made a part of these By-Laws. All references in these By-Laws to the Certificate of Incorporation are construed to mean the Certificate of Incorporation of the corporation as it is amended from time to time.

Article 2: By-Laws Force and Effect

These By-Laws are subject to the provisions of New York not-for-profit Corporation Law and the Certificate of Incorporation, as either of them may be amended from time to time. If any provision in these By-Laws is inconsistent with a provision of law or the Certificate of Incorporation, then the provision of law or the Certificate of Incorporation shall govern to the extent of such inconsistency.

Article 3: By-Laws Amendments

These By-Laws may be amended or repealed by the Board of Directors at any annual or special Board of Directors meeting. The Secretary provides written notice to the Board of Directors not less than ten (10) nor more than thirty (30) calendar days prior to the scheduled meeting at which such change shall be considered and voted upon, which notice shall specify the subject matter of the proposed By-Laws amendment, or repeal of the sections to be affected.

Article 4: Corporation Members

The corporation has members. The requirements for membership eligibility in the corporation are: 1) a person who is of the legal age of majority in the State of New York; and 2) is also a U.S. Customs Service, U.S. Immigration and Naturalization Service, or U.S. Customs and Border Protection Agency employee (full-time, part-time or intermittent but not temporary) who works at the J.F.K. International Airport in Jamaica, New York; or 3) a person who had previously been a member, or 4) a person who is a member on December 31st, 2015. There are three types of memberships: Annual members, Alumni members, and Lifetime members. A U.S. Customs and Border Protection Agency employee may become an Alumni member only upon his/her retirement from federal service, transfer from J.F.K. International Airport, or resignation from the U.S. Customs and Border Protection Agency. The amounts of the Annual, Alumni and Lifetime membership dues are determined based upon a majority vote of the Board of Directors, and become effective on January 1st of the following year after the Board of Directors vote establishing the membership dues amounts. Annual membership dues are paid each year and Alumni and Lifetime membership dues are paid once. Lifetime membership privileges and benefits automatically transfer to the spouse of a Lifetime member upon the death of the Lifetime member. Membership dues pay for the corporation's administrative expenses and for publication of the annual J.F.K. Health and Welfare Fund, Inc. pocket calendar which is distributed to all members in good standing who have currently-paid membership dues. Annual membership dues for the following calendar year are to be paid to the Treasurer on the date of the Corporation annual meeting which is held each year during the month of December. If an Annual member does not pay his/her annual membership dues for the following calendar year not later than December 31st then that Annual member's membership shall be suspended on January 1st of the following calendar year and the suspended Annual member shall not have any member privileges or benefits during the following calendar year until such time as the suspended Annual member pays his/her overdue annual membership dues, at which time the Annual member shall resume membership in good standing for the balance of the following calendar year. Annual members may become Alumni or Lifetime members at any time by paying the Alumni or Lifetime membership dues; however no payment credit shall be given for any years of Annual membership dues that the Annual member had previously paid. Members are permitted to invite one other person as his/her guest(s) at a corporation activity who has the same priority consideration as the member and who may pay to attend the corporation activity at the same price offered to the member. All U.S. Customs and Border Protection Agency employees who work at J.F.K. International Airport may participate in all activities sponsored by the corporation; however Lifetime members and their guests have first priority, Alumni members and their guests have second priority, and Annual members and their guests have third priority for participation in corporation activities ahead of non-members when the number of participants in the corporation activity is limited. A member must be a member in good standing who has currently-paid dues at the time that a corporation activity is advertised to U.S. Customs and Border Protection Agency employees in order to receive membership priority for participation when he/she registers to attend the corporation activity. There are also two classifications of memberships: Director members and Associate members. Director members are the members who are Directors and have voting privileges, and Associate members are the members who are not Directors and do not have voting privileges.

Article 5: Board of Directors

The business affairs of the corporation are managed by a Board of Directors, which consists of not less than five (5) Directors who are the five (5) Officers that constitute the Executive Board (President, Vice-President, Administrator, Secretary, and Treasurer), and not more than thirteen (13) Directors. There are no term limits for Directors. The qualifications for eligibility to become a Director, which must be met at the time of election, are: 1) a Corporation member in good standing who has currently-paid membership dues; and 2) of legal age of majority in the State of New York; and 3) a current, former or retired U.S. Customs Service, U.S. Immigration and Naturalization Service, or U.S. Customs and Border Protection Agency employee (full-time, part-time or intermittent but not temporary) who works or previously worked at the J.F.K. International Airport. Each Director holds office until his/her term of office expires or until he/she resigns, dies, becomes disqualified, or is removed by the Board of Directors. No member is disqualified from holding office as a Director by reason of any interest. In the absence of fraud, any Director, or any concern in which such Director has any interest or any individual having any interest in any such concern, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other financial action of the corporation, and (a) such transaction is not in any way invalidated or otherwise affected by that fact; and (b) no Director, concern or individual is liable to account to the corporation for any profit or benefit realized through any such transaction; provided that such transactional interest either was disclosed to the Board of Directors at the time it was entered into, or is authorized or ratified by a majority of the Board of Directors who are not so interested and who have made any findings as required by law. The Board of Directors is insured by a commercial Officers and Directors liability insurance policy, and no Director is personally liable to the corporation for monetary damages for breach of fiduciary duty, notwithstanding any provision of law imposing such liability, except to the extent such exemption from liability is not permitted under law.

Article 6: Powers of Directors

The business affairs and property of the corporation are managed by and are under the control and direction of the Board of Directors. Any action or vote required or permitted by law to be taken by members shall only be taken by action or vote of the Board of Directors. The corporation may authorize amendment to its Certificate of Incorporation by a majority vote of the Board of Directors, subject to the requirements of Corporation Law of the Consolidated Laws of New York. The corporation may authorize the sale, lease or other disposition of all or substantially all of its property and assets by a majority vote of the Board of Directors subject to the requirements of Corporation Law of the Consolidated Laws of New York. Each Director has one vote regardless of whether the Director concurrently holds more than one Director position. When a quorum is present at a meeting, a majority of the Directors present and voting decides any question, including the election of Officers, unless otherwise provided by law, these By-Laws, or the Certificate of Incorporation. The Board of Directors makes all policy for the corporation. The Board of Directors has the power to: 1) amend or authorize the amendment of the Certificate of Incorporation or these By-Laws, 2) elect officers required by law, the Certificate of Incorporation or these By-Laws to be elected by the Board of Directors, and to fill vacancies in any such offices, 3) fill vacancies on the Board of Directors, and 4) authorize the liquidation or dissolution of the corporation. The Board of Directors may delegate from time to time to any Officer, agent or employee such powers and authority as the law, these By-Laws, and the Certificate of Incorporation may permit. The Board of Directors in its discretion may appoint

and remove, and determine the compensation and duties of all agents and contractors of the corporation, in addition to those fixed by law, these By-Laws, and the Certificate of Incorporation. The Board of Directors reviews and approves all contracts for goods or services obligating the corporation. A Director who is a Customs and Border Protection Agency supervisor or manager may not solicit any Customs and Border Protection Agency employee to become a member or solicit a member to make a contribution to the corporation.

Article 7: Director and Officer Nominations

Any Director on the Board of Directors may nominate himself/herself or any other member in good standing who has currently-paid membership dues to fill a projected or current vacancy as a Director or Officer on the Board of Directors. The elections to fill the Director and Officer positions for the following calendar year are held at the Corporation annual meeting held during the month of December or at a special meeting convened for the purpose of electing a Director or Officer to fill a vacancy created by a Director or Officer who has resigned, died, become disqualified, or been removed prior to the completion of his/her term of office. A member elected to a Director or Officer position for the calendar year shall not assume his/her elected office unless and until he/she has paid his/her membership dues for the respective calendar year.

Article 8: Director and Officer Elections

The Board of Directors elects from the members in good standing who have currently-paid membership dues the Corporation Directors and Officers at the annual meeting held every year during the month of December in order to carry out the objectives of the corporation for the following calendar year. A member must receive the majority of the secret votes cast by the Board of Directors in order to be elected to fill a Director or Officer vacancy, and the Board of Directors shall conduct successive secret votes until all Director and Officer vacancies have been filled. Directors serve one-year terms and Directors who are Officers serve four-year terms. A member shall have completed at least one annual term of office as a Director in order to be eligible for election as an Officer. A member may hold more than one Director or Officer position at the same time, but no Officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged or verified by two (2) or more Officers. The Board of Directors may remove any Director or Officer at any time, with or without cause, based upon a majority secret vote of the Board of Directors. The duties and authority of the Officers are as specified by these By-Laws. Each Director and Officer is elected at the annual meeting of the Board of Directors. Each Director holds office for the following calendar year from January 1st through December 31st or until he/she dies, resigns, becomes disqualified, or is removed, and each Director who is an Officer holds office for the following four calendar years from January 1st of the first year through December 31st of the fourth year or until he/she dies, resigns, becomes disqualified, or is removed. Each agent or contractor of the corporation shall retain his/her position or authority at the will and pleasure of the Board of Directors. The Directors and Officers have the following duties and authorities:

1. Director and President: The President is a member of the Executive Board, supervises management of the business affairs of the corporation, and presides as the Chairperson of the Board of Directors at all Board of Directors meetings, except as the Board of Directors shall

otherwise determine, and also has such other powers and duties as may be determined by the Board of Directors. The President has the general powers and duties of management usually vested in the office of a corporation President. The President may delegate, from time to time, to other Officers any or all of his/her duties and authority. The President signs and executes all contracts or purchase orders/agreements contractually obligating the corporation. The President approves all official documents written for or on behalf of the corporation prior to their distribution or publication. The President is authorized to use a corporation bank card only for corporation business for purchases costing not more than one thousand dollars (\$1000), but is not authorized to sign bank drafts, approve account transfers, or make cash withdrawals from the corporation's financial institutions when the amount of the bank draft, account transfer, or cash withdrawal is one thousand dollars (\$1000) or less. The President is authorized to also sign as a second signatory or approver for bank drafts, account transfers, and cash withdrawals from the corporations' financial institution accounts when the amount of the bank draft, account transfer or cash withdrawal is more than one thousand dollars (\$1000).

2. Director and Vice-President: The Vice-President is a member of the Executive Board and has all of the powers and responsibilities of the office of the President only during the temporary absence or incapacity of the President. The Vice-President shall assume the duties and responsibilities of the President should the President resign, die, become disqualified, or be removed from office or otherwise be unable to complete his/her term of office. The Vice-President is authorized to use a corporation bank card only for corporation business for purchases costing not more than one thousand dollars (\$1000), but is not authorized to sign bank drafts, approve account transfers, or make cash withdrawals from the corporation's financial institutions when the amount of the bank draft, account transfer, or cash withdrawal is one thousand dollars (\$1000) or less. The Vice-President is authorized to also sign as a second signatory or approver for bank drafts, account transfers, and cash withdrawals from the corporations' financial institution accounts when the amount of the bank draft, account transfer or cash withdrawal is more than one thousand dollars (\$1000). Otherwise, the Vice-President has no special powers and duties.

5. Director and Administrator: The Administrator is a member of the Executive Board, manages the daily business activities of the corporation at J.F.K. International Airport and ensures that decisions approved by the Board of Directors are implemented. The Administrator oversees all activities authorized by the Board of Directors and supervises all members assigned duties by the Board of Directors. The Administrator is a U.S. Customs and Border Protection Agency employee who is not a supervisor or manager, and who has physical access to all Customs and Border Protection workplaces at the J.F.K. International Airport in order to perform his/her duties. The Administrator is authorized to use a corporation bank card only for corporation business for purchases costing not more than one thousand dollars (\$1000), but is not authorized to sign bank drafts, approve account transfers, or make cash withdrawals from the corporation's financial institutions when the amount of the bank draft, account transfer, or cash withdrawal is one thousand dollars (\$1000) or less. The Administrator is authorized to also sign as a second signatory or approver for bank drafts, account transfers, and cash withdrawals from the corporations' financial institution accounts when the amount of the bank draft, account transfer or cash withdrawal is more than one thousand dollars (\$1000). Otherwise, the Administrator has no special powers and duties.

4. Director and Secretary: The Secretary is a member of the Executive Board and manages the corporation's official documents. The Secretary publishes notice of all meetings as prescribed in these By-Laws, and keeps in a binder the official records of the corporation, including the minutes of all annual and special meetings of the Board of Directors, and keeps this binder at the corporation's principal office of record. This binder also contains the records of all meetings of incorporators and the original or attested copies of the Certificate of Incorporation and its amendments, the previous and current corporation By-Laws, the names and addresses of the current corporation Directors and Officers, and the names and addresses of all corporation members. The Secretary files required corporation documents with the New York State Corporation Commission, and updates the corporation's profile on the www.guidestar.org website on January 1st of each calendar year. The Secretary is responsible for the corporation's official seal and performs such other duties and possesses such other powers as are incident to the office, or as are assigned by the Board of Directors. The Secretary is not authorized to sign bank drafts or approve account transfers or cash withdrawals from the corporations' financial institution accounts, and is not authorized to use a corporation bank card. The Secretary is a legal resident of the State of New York.

5. Director and Treasurer: The Treasurer is a member of the Executive Board and manages the corporation's funds and the disbursements thereof, subject to the decisions of the Board of Directors. The Treasurer has custody of the corporation's funds and keeps regular financial accounting records of the corporation. The Treasurer performs such other duties and possesses such other powers as are incidental to the office or as are assigned by the Board of Directors. The Treasurer is responsible to the Board of Directors but in the ordinary conduct of the corporation's business is not required to report. The Treasurer is authorized to use a corporation bank card only for corporation business for purchases costing not more than one thousand dollars (\$1000). The Treasurer signs all bank drafts, approves all account transfers, and makes all cash withdrawals of any amount against the Corporation's financial institution accounts, which shall also be signed or approved by one other Officer (either the President, Executive Vice-President, or Administrative Vice-President) when the amount of the bank draft, account transfer or cash withdrawal is more than one thousand dollars (\$1000). The Treasurer and one other Officer sign all checks in amounts exceeding one thousand dollars (\$1000). The Treasurer prepares and submits to the Board of Directors for its approval at its annual meeting an annual corporation fiscal year budget for the following calendar year. The Treasurer prepares or oversees the preparation of all financial filings and tax forms as required by the State of New York, the Internal Revenue Service, and other federal or state agencies.

6. Director of Activities: The Director of Activities is the Chairperson of the Activities Committee and manages the corporation's social activities.

7. Director of Alumni: The Director of Alumni is the Chairperson of the Alumni Committee and manages the corporation's alumni affairs.

8. Director of Audit: The Director of Audit is the Chairperson of the Audit Committee, manages the corporation's internal audit program, and audits the corporation's financial records.

9. Director of Development: The Director of Development is the Chairperson of the Development Committee and manages the corporation's development and fund-raising programs.

10. Director of Facilities: The Director of Facilities is the Chairperson of the Facilities Committee, manages the corporation's facilities and property, maintains an inventory of the corporation's property, and ensures that all corporation property is in working order.

11. Director of Marketing: The Director of Marketing is the Chairperson of the Marketing Committee, manages the corporation's marketing program, and promotes corporation events.

12. Director of Membership: The Director of Membership is the Chairperson of the Membership Committee, manages the corporation's membership records, and conducts the annual membership drive.

13. Director of Publicity: The Director of Publicity is the Chairperson of the Publicity Committee, manages the corporation's publicity program, and maintains the corporation's public internet website and the corporation's public FACEBOOK internet account.

Article 9: Director and Officer Resignations and Removals

Any Director or Officer may resign at any time by delivering his/her resignation in writing to the Secretary. The Board of Directors may, by a majority secret vote of the Directors in office, remove any Director or Officer from office, with or without cause. However, a Director or Officer may be removed for cause only after having received a formal written notice from the President proposing his/her removal from office and after having been given the opportunity to present his/her defense, to provide evidence, and to produce witnesses regarding the proposed removal action before the Board of Directors at a special meeting of the Board of Directors called by the President in accordance with the provisions of Article 12. The Board of Directors may also terminate or modify the authority of any Corporation agent or contractor by a majority vote of the Directors in office.

Article 10: Director and Officer Compensation and Reimbursement

Directors and Officers do not receive any fee, salary or remuneration of any kind for their services as Directors and Officers; provided, however, that Directors and Officers may be reimbursed for necessary and reasonable expenditures incurred in the performance of their duties as approved by the Board of Directors when incurred by Officers or Directors while attending activities that the Board of Directors has determined support the purposes of the Corporation. Directors and Officers seeking reimbursement of incurred expenses shall submit a signed and dated claim requesting reimbursement to the Treasurer with supporting documentation (e.g. credit card receipt, cancelled check, business receipt, ledger entry, etc.), and the claim shall be considered and voted upon by the Board of Directors at a Board of Directors meeting.

Article 11: Board of Directors Annual Meeting

An annual meeting for the election of Directors and Officers for the following calendar year, and to conduct other such business as may be required, shall be held not earlier than December 1st and not later than December 31st of each calendar year on a date and at a location as determined by the President. Annual meetings are open to attendance by any associate member in good

standing who has currently-paid membership dues, and are conducted according to simplified Robert's Rules of Order. The Secretary shall provide written notice to the Board of Directors of the date, time, place and agenda of the annual meeting not less than ten (10) or more than thirty (30) calendar days prior to the scheduled annual meeting date. The written notice may be delivered by either email or by letter to the Director's home mailing address. A Director may not attend the annual meeting by proxy.

Article 12: Board of Directors Special Meetings

The Board of Directors may also hold special meetings as necessary for any purpose. Special meetings of the Board of Directors may be called at any time by the President with the concurrence of a majority of the five (5) Officers constituting the Executive Board. Special meetings of the Board of Directors are open to attendance by any associate member in good standing who has currently-paid membership dues, and are conducted according to simplified Robert's Rules of Order. The Secretary shall provide written notice to the Board of Directors of the date, time, place and agenda of the special meeting not less than ten (10) or more than thirty (30) calendar days prior to the scheduled special meeting date. The written notice may be delivered by either email or by letter to the Director's home mailing address. A Director may not attend a special meeting by proxy.

Article 13: Board of Directors Meeting Quorum

A majority of the Board of Directors in office constitutes a quorum for the transaction of all Corporation business. Directors are required to be present at all Board of Director meetings and Directors shall attend not less than fifty percent (50%) of all Board of Directors meetings held during the calendar year. Directors who do not attend at least fifty percent (50%) of all meetings during the calendar year may be removed from the Board of Directors by a majority secret vote of the Board of Directors.

Article 14: Director and Officer Standard of Care

Each Director and Officer of the Corporation shall perform his/her duties in good faith and in such a manner that he/she reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position with respect to a similar corporation organized under the Corporation Law of the State of New York would use under similar circumstances. In performing his/her duties, each Director and Officer is entitled to rely on information, opinions, reports or records, including financial statements, books of account and other financial records, in each case presented by or prepared by or under the supervision of (1) one or more Officers, agents or contractors of the corporation who the Director or Officer reasonably believes to be reliable and competent in the matters presented, or (2) legal counsel, public accountants or other persons as to matters which the Director or Officer reasonably believes to be within such person's professional or expert competence; but he/she shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause such reliance to be unwarranted. Each Director or Officer is not liable for the performance of his/her duties if he/she acts in compliance with this article.

Article 15: Director and Officer Personal Liability for Signing of Documents

Except as the Directors may generally or in particular cases authorize the execution thereof, all leases, property transfers, contracts, purchase agreements, bonds, notes, and other legal obligations made, accepted or endorsed by the corporation shall be signed by the President acting

as the legal agent of the corporation. The Directors and Officers of the corporation are not personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the corporation may look only to such contract or claim, or for the payment of any debt, damages, judgment or decree or of any money that may otherwise be due or payable to them from the corporation.

Article 16: Corporation Service Contracts

The corporation may contract with independent contractors/consultants, who are not Directors or Officers, to perform necessary services associated with accomplishing the corporation's purposes. The corporation shall comply with all applicable requirements of federal and state law in discharging its service contracts, and shall compensate its independent contractors/consultants for their services at not less than the mandated federal minimum hourly wage in effect at the time of contract award.

Article 17: Corporation Fiscal Year

The fiscal year of the Corporation runs concurrently with the calendar year from January 1st through December 31st of each year.

These revised Bylaws were approved and adopted by a majority vote of the J.F.K. Health and Welfare Fund, Incorporated Board of Directors on December 10th, 2015 as follows: 7 "Yes" votes, 0 "No" votes and 1 "Abstain" votes.

Secretary

J.F.K. Health and Welfare Fund, Incorporated

J.F.K. Health and Welfare Fund, Incorporated Board of Directors Conflict of Interest and Code of Ethics Policy

Purpose: To establish a Conflict of Interest and Code of Ethics Policy for the J.F.K. Health and Welfare Fund, Inc. Board of Directors that sets criteria for encouraging the J.F.K. Health and Welfare Fund, Inc. Corporation Officers and Directors to promote a culture of ethical integrity and high standards of professionalism. This policy applies to the J.F.K. Health and Welfare Fund, Inc. Corporation Officers and Directors on the dates that they assume their offices, and shall remain applicable until they vacate their offices. The J.F.K. Health and Welfare Fund, Inc. President shall review this policy annually on the beginning date of the corporate fiscal year in order to monitor and enforce Board of Directors compliance with this policy.

Policy:

The highest standards of ethical conduct must be maintained at all times in order to ensure the continuing integrity of the J.F.K. Health and Welfare Fund, Inc. The broad scope of this policy is therefore intended to mitigate and negate situations that may result in embarrassment and the loss

of public support for the J.F.K. Health and Welfare Fund, Inc. Ethics comes from the Greek word *Ethos* which means character. Character is not just defined by how a person behaves when conditions are optimal. It is easy to take the high road when the path is paved and obstacles are few or non-existent. Character is also defined by decisions made under pressure, when no one is looking, hidden risks exist, and the direction forward is unclear. The J.F.K. Health and Welfare Fund, Inc. Corporation Officers and Directors share a responsibility to project an ethical character of professionalism, integrity, compassion, loyalty, and honesty in all that they do. They are obligated to accept this challenge and to maintain a culture that is consistent with the expectations outlined in this policy. By doing so, they will create a legacy that validates and sustains the honor of the J.F.K. Health and Welfare Fund, Inc. and at the same time will ensure that they leave the J.F.K. Health and Welfare Fund, Inc. in better condition than when they entered it. Accordingly they have the responsibility to conduct themselves in a manner that reflects ethical behavior and integrity. In so doing, they will help to foster a continuing positive public perception of the J.F.K. Health and Welfare Fund, Inc. Therefore, the J.F.K. Health and Welfare Fund, Inc. Corporation Officers and Directors shall:

- Conduct themselves in a manner that reflects positively on the J.F.K. Health and Welfare Fund, Inc.
- Accept responsibility for their actions/inactions and for the consequences of their actions/inactions.
- Support the concepts of fairness and respect for the value of diverse thoughts and opinions.
- Avoid situations that could adversely affect the credibility or public perception of the J.F.K. Health and Welfare Fund, Inc.
- Be truthful and honest, and report instances of lying, cheating, stealing or other dishonest acts that compromise the integrity of the J.F.K. Health and Welfare Fund, Inc.
- Conduct their personal affairs in a manner that does not improperly influence the performance of their duties or bring discredit to the J.F.K. Health and Welfare Fund, Inc.
- Recognize that they serve in positions of public trust that requires stewardship in the honest and efficient use of the J.F.K. Health and Welfare Fund, Inc. assets, including funds, and that those assets are protected from misappropriation, misuse and theft.
- Exercise professionalism, competence, respect and loyalty in the performance of their duties, and use information, confidential or otherwise, gained by virtue of their positions only to benefit the J.F.K. Health and Welfare Fund, Inc.
- Avoid financial investments, outside employment, outside business interests, or activities that conflict with or are enhanced by their official positions, or that may create a conflict of interest or the appearance of impropriety.
- Disclose any financial interests that could create a conflict of interest or the appearance of impropriety.
- Not propose or accept personal rewards, special privileges, benefits, advancement, honors or gifts that may create a conflict of interest or the appearance of impropriety.
- Not discriminate against any organization member on the basis of race, religion, color, ethnicity, creed, age, marital status, national origin, ancestry, gender, sexual preference, veteran status, medical condition, or handicap.
- Not harass, intimidate, or threaten any organization member, and report to the J.F.K. Health and Welfare Fund, Inc. Board of Directors those who engage in such behaviors.

- Responsibly use social networking, electronic communications, or other media technology capabilities in a manner that does not discredit, dishonor or embarrass the J.F.K. Health and Welfare Fund, Inc.

This Conflict of Interest and Code of Ethics Policy was approved and adopted by a majority vote of the J.F.K. Health and Welfare Fund, Incorporated Board of Directors on December 10th, 2015 as follows: 7 “Yes” votes, 0 “No” votes, and 1 “Abstain” votes.

**Secretary
J.F.K. Health and Welfare Fund, Incorporated**

J.F.K. Health and Welfare Fund, Incorporated Whistleblower Protection Policy

Purpose: To establish protection for whistleblower members of the J.F.K. Health and Welfare Fund, Incorporated.

Policy:

1. The J.F.K. Health and Welfare Fund, Inc. Board of Directors are legally obligated to comply with the J.F.K. Health and Welfare Fund, Inc. Articles of Incorporation and Corporation Bylaws and all applicable federal and state laws and protecting whistleblowers is an essential component of a professional, ethical, and transparent non-profit organization. Therefore the support of each organization member is necessary to ensure that the J.F.K. Health and Welfare Fund, Inc. Board of Directors complies with all applicable guidance, and all organization members are encouraged to support the J.F.K. Health and Welfare Fund, Inc. Board of Directors’ compliance obligation. This necessarily requires that organization members have a protected privilege to submit good-faith complaints regarding the J.F.K. Health and Welfare Fund, Inc. Board of Directors’ failure to comply with any applicable legal requirements.
2. An organization member who desires to submit a disclosure regarding any alleged non-compliance with applicable legal requirements by the J.F.K. Health and Welfare Fund, Inc. Board of Directors shall submit the disclosure in writing to the J.F.K. Health and Welfare Fund, Inc. President for action by the J.F.K. Health and Welfare Fund, Inc. Board of Directors. The J.F.K. Health and Welfare Fund, Inc. President shall keep the organization member informed as to the status of the disclosure and shall provide the organization member with a written reply not later than thirty (30) calendar days after receipt of the organization member’s disclosure stating the corrective action taken by the J.F.K. Health and Welfare Fund, Inc. Board of Directors to remedy the alleged applicable legal requirement non-compliance identified by the organization member. If the disclosure pertains to the J.F.K. Health and Welfare Fund, Inc. President, then the organization member shall instead submit the disclosure in writing to the J.F.K. Health and Welfare Fund, Inc. Vice-President. An organization member may also submit a disclosure anonymously; however in that situation the J.F.K. Health and Welfare Fund, Inc. President or

Vice-President will not be able to communicate with the organization member in order to obtain additional information or to provide the organization member with a written reply.

3. An organization member shall only be protected under this whistleblower protection policy if the member first brings the alleged applicable legal requirement non-compliance to the attention of the J.F.K. Health and Welfare Fund, Inc. President or Vice-President, allows the J.F.K. Health and Welfare Fund, Inc. Board of Directors not less than thirty (30) calendar days to investigate and correct the alleged applicable legal requirement non-compliance problem, and then initiates a good-faith whistleblower complaint based upon his/her reasonable belief that the J.F.K. Health and Welfare Fund, Inc. Board of Directors has failed to correct the applicable legal requirement non-compliance problem and has continued to fail to comply with the applicable legal requirement. The whistleblower complaint may also be submitted at that time to the entity having the legal authority to enforce the particular applicable legal requirement that the J.F.K. Health and Welfare Fund, Inc. Board of Directors is alleged to have failed to comply with. However, an organization member shall not be required to first submit a disclosure regarding an alleged violation of an applicable federal or New York state criminal law to the J.F.K. Health and Welfare Fund, Inc. President or Vice-President, and may instead submit the disclosure of an alleged violation of applicable federal or New York state criminal law directly to the federal or New York state law enforcement agency having the authority to enforce the particular criminal law that the J.F.K. Health and Welfare Fund, Inc. Board of Directors is alleged to have violated, in which case the organization member's action will also constitute a protected whistleblower complaint.

4. If an organization member threatens to initiate or initiates a good-faith whistleblower complaint, then the J.F.K. Health and Welfare Fund, Inc. Board of Directors shall not retaliate against the organization member who threatened to initiate or initiated a good-faith whistleblower complaint. Retaliation is defined as the intentional act, either by word or action, that a person takes in order to obtain revenge against another person, and which includes but is not limited to suspending, harassing, hazing, abusing, threatening, intimidating, coercing, shunning, ostracizing, demeaning or degrading that person. The J.F.K. Health and Welfare Fund, Inc. Board of Directors shall not retaliate against another organization member who supports or is sympathetic to the organization member who threatened to initiate or initiated a good-faith whistleblower complaint. The J.F.K. Health and Welfare Fund, Inc. Board of Directors shall terminate for cause the membership of any organization member who has retaliated against an organization member who threatened to initiate or initiated a good-faith whistleblower complaint, and it shall dismiss that organization member from organization membership for violation of the J.F.K. Health and Welfare Fund, Inc. Whistleblower Protection policy.

This Whistleblower Protection Policy was approved and adopted by a majority vote of the J.F.K. Health and Welfare Fund, Incorporated Board of Directors on December 10th, 2015 as follows: 7 “Yes” votes, 0 “No” votes, and 1 “Abstain” votes.

**Secretary
J.F.K. Health and Welfare Fund, Incorporated**

J.F.K. Health and Welfare Fund, Inc. Records Retention and Destruction Procedures Policy

Purpose: To establish standardized records retention and destruction procedures for the J.F.K. Health and Welfare Fund, Incorporated.

Policy:

1. The J.F.K. Health and Welfare Fund, Inc. shall permanently retain the following records:
 - 1) Corporation Bylaws and Amendments.
 - 2) Corporation Board of Directors Annual and Special Meeting Minutes.
 - 3) Internal Revenue Service Applications for Employer Identification Number (EIN) (IRS Form SS-4).
 - 4) Internal Revenue Service Employer Identification Number (EIN) Issuance Documentation.
 - 5) Internal Revenue Service Returns of Organization Exempt from Income Tax (IRS Form 990) and Amendments.
 - 6) Internal Revenue Service Tax Exemption Applications (IRS Form 1023 and 1024) and supporting documentation.
 - 7) Internal Revenue Service Annual Summaries and Transmittals of U.S. Information Returns (IRS Form 1096).
 - 8) Internal Revenue Service Tax Exemption Determination Documentation.
 - 9) Internal Revenue Service U.S. Information Returns (IRS Form 1099).
 - 10) New York State Attorney General Office Charities Bureau Registration Exemption Requests.
 - 11) New York State Corporation Commission Articles of Incorporation and Amendments.
 - 12) New York State Corporation Commission Corporation Registrations.
 - 13) New York State Corporation Commission Corporation Resident Agent Registrations.
 - 14) New York State Department of Taxation Sales and Use Tax Exemption Applications.
 - 15) New York State Department of Taxation Sales and Use Tax Exemption Certificates.

2. The J.F.K. Health and Welfare Fund, Inc. shall retain the following records for not less than seven (7) calendar years after they are created or received (whichever date is later), after which they may be destroyed upon J.F.K. Health and Welfare Fund, Inc. Board of Directors approval:
 - 1) Annual budgets.
 - 2) Committee records.
 - 3) Fidelity bonds and certificates.
 - 4) Financial records.
 - 5) Financial reviews and audits.
 - 6) Officers and Directors Liability Insurance policies and certificates.
 - 7) Newsletters
 - 8) All other records.

This Records Retention and Destruction Procedures Policy was approved and adopted by a majority vote of the J.F.K. Health and Welfare Fund, Incorporated Board of Directors on December 10th, 2015 as follows: 7 “Yes” votes, 0 “No” votes, and 1 “Abstain” votes.

Secretary
J.F.K. Health and Welfare Fund, Incorporated