



ADOPTED JUNE 25, 2008

BY LAWS
OF
CITIZENS UNION OF THE CITY OF NEW YORK

ARTICLE I
NAME, OBJECTIVE AND OFFICE

Section 1. Name. The name of the corporation is Citizens Union of the City of New York (herein called "Citizens Union").

Section 2. Objective. A union of citizens, without regard to party, for the purpose of securing honest and efficient government for the people of the City of New York.

Section 3. Office. The office of Citizens Union shall be in the Borough of Manhattan, City, County and State of New York.

ARTICLE II
MEMBERSHIP

Section 1. Eligibility. Any person who subscribes to the objective of Citizens Union shall be eligible for membership in Citizens Union, provided that such person is neither a member of the New York State Legislature or of Congress nor holds an elective public office that is filled in whole or in part by electors voting in New York City.

Section 2. Membership Fees and Contributions. The membership fee shall be fixed by the Board of Directors and shall be payable on such date or dates as the Board of Directors shall determine. The Board of Directors may establish other types of membership to recognize larger contributions. Contributions may be accepted from any person eligible for membership and from organizations other than political organizations. No membership fee or contribution shall be accepted from any candidate for the New York State Legislature, Congress or an elective public office that is filled in whole or in part by electors voting in New York City.

Section 3. Termination. Membership shall terminate if any member shall be elected to the New York State Legislature, Congress or an elective public office that is filled in whole or in part by electors voting in New York City. A member may be suspended or expelled for cause by a two-thirds vote of the Board of Directors.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1. Annual Meeting. There shall be an annual meeting of Members on the second Wednesday in June at 5:30 P.M. at the Citizens Union office, or at such other day, time and place as may be fixed by the Board of Directors, for the election of Directors and for the transaction of any other business stated in the call of said meeting. Notice of the Annual Meeting, which may be given in a publication of the corporation, as provided for in the Not-For-Profit Corporation Law, shall be sent to the membership not less than twenty-one, nor more than forty-five days prior to the date thereof.

Section 2. Special Meetings. A Special Meeting of Members may be called by the Board of Directors or by the Chair and shall be called by the Chair or the Board on the written request of fifty Members. Notice of a Special Meeting, which may be given in a publication of the corporation, shall be sent by first-class mail to the membership not less than ten, nor more than thirty days, prior to the date thereof. At a Special Meeting, no business shall be transacted except such as shall be specified in the call thereof.

Section 3. Quorum. The presence in person or by proxy of the lesser of ten percent of the Members or one hundred Members shall be necessary to constitute a quorum for the transaction of business, but a lesser number may adjourn the meeting to some future time.

Section 4. Nominations. In the election of Directors only the names of candidates nominated in accordance with Article V, Section 2, of these By-Laws shall appear on the ballot. There shall be no nominations from the floor and write-in votes for persons not nominated in accordance with these By-Laws shall not be counted.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Size and Powers. The general management, direction and determination of the policies of Citizens Union shall be vested in a Board of Directors consisting of thirty-nine persons elected at large, life members of the Board, the Chair of the Council of Advisors, and those who serve as members of the board of directors of Citizens Union Foundation Inc. of the City of New York (CUF). Former Chairs of Citizens Union shall be life members of the Board. The Board may delegate to a committee of the Board or to any of its officers any of its powers that it is permitted to delegate under applicable law except the power to elect officers. Each Director shall be required to be a member of Citizens Union and a Director's failure at any time to be a member as provided herein shall be cause (after notice) for removal by vote of a majority of the Board.

Section 2. Election and Term of Class A, B and C Directors. The Members shall elect Directors at large in three separate classes, Class A, Class B and Class C. The terms of such directors in each class shall be for three years and shall expire for each class in a different year from the other classes. The term for each Director shall run until the third Annual Meeting following

election and until a successor is elected, except that Directors elected to fill a vacancy on the Board of Directors shall be elected only for the remaining term of the person whose departure created such vacancy. Except in the case of a Director then serving as Chair or Treasurer, no Director elected at large who at the time of the annual meeting will have served as such for two full consecutive terms concluding at the Annual Meeting shall be eligible for reelection until one year after the expiration of the Director's most recent term of office.

Section 3. Class F Directors. All Directors of CUF who are not otherwise directors of Citizens Union automatically serve as members of the Board of Directors of Citizens Union. Such members shall be designated as Class F. Members of this class will participate in all meetings, discussions and decisions of Citizens Union, except for those involved in the consideration, evaluation and preference of candidates for public office.

Section 4. Vacancies. If a vacancy should occur in any class of Directors elected at large, due to the death, resignation, declination or inability to serve as a Director, or upon absence of a Director from four or more consecutive meetings of the Board, if such absence is determined by the Board to cause a vacancy, or upon an increase in the number of Directors between Annual Meetings of the Members, such vacancy may be filled until the next Annual Meeting by vote of a majority of the remaining Directors then in office or by a vote by Members of Citizens Union at a Special Meeting. At the next Annual Meeting, the membership shall elect a Director for the remainder of the unexpired term, if any. However, Directors elected by the Board shall continue to serve until their successors are elected.

Section 5. Meetings. Only members of the Board of Directors of Class A, B or C can attend and participate in those meetings held for the purpose of evaluating and considering candidates for public office. The Annual Meeting of the Board of Directors shall be held on the day of the Annual Meeting of Members immediately following the same and at the place thereof. Regular meetings of the Board shall be held at such times and places as may be determined by the Board. The Chair or the Executive Director may call Special Meetings of the Board and shall do so on the request of five Directors. Three days' notice by first-class mail or one day's notice by hand-delivery, fax, e-mail or other equivalent mode of communication shall be required for all meetings. Any one or more Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in a meeting to hear each other at the same time.

Section 6. Quorum. Eight Directors shall constitute a quorum for the transaction of business, except that fourteen Directors shall constitute a quorum for action on recommendations by the Committee on Local Candidates. Less than a quorum may adjourn a meeting to some future time.

Section 7. Conflicts of Interest Policy. The Board of Directors shall adopt a conflicts of interest policy for the Board, Officers and Committees of Citizens Union.

Section 8. Action on Candidates and Referenda. Subject to the provisions of Section 3 of this article, the Board of Directors shall consider the recommendations of the Committee on Local Candidates with respect to candidates for elected office other than statewide and citywide offices, and the recommendations of special committees appointed by the Chair with respect to

candidates for statewide and citywide offices and referenda, and shall provide advice to respect to voters in the Voter Directory and through newspapers, news releases, and other media.

ARTICLE V COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Executive Committee. There shall be an Executive Committee consisting of nine Directors. The Chair and Treasurer shall be members of the Executive Committee, and the remaining members of the Executive Committee shall be elected by a majority of the entire Board of Directors at its Annual Meeting or at the first Board meeting thereafter at which a majority of the Board is present. The Executive Committee shall have all the authority of the Board permitted by law, to the full extent such authority may be delegated under Article IV, Section 1 of these By-Laws. The Executive Committee when appropriate may meet jointly with the Executive Committee of CUF.

(a) Minutes of Executive Committee Meetings. To keep the Board of Directors informed as to Executive Committee action, the Executive Director shall mail to all Board members, promptly after each Executive Committee meeting, minutes of such meeting.

Section 2. Nominating Committee and Nominating Procedure. At least sixty-five days before the annual meeting, the Board of Directors shall elect a five-person Nominating Committee of Members, none of whom shall be Directors with terms expiring that year who are eligible for reelection to the Board in that year, whose duty it shall be to recommend candidates for Directors to be elected at the next Annual Meeting. The Nominating Committee shall consider only candidates who are committed to the mission of the organization, represent the strength and diversity of the City of New York, and possess the capacity or demonstrated the ability to strongly support the fulfillment of the organization's mission. The Board shall then nominate such candidates whose names shall be mailed to all the Members with the notice of the annual meeting at least thirty days before the date of the meeting. All nominations by petition must be filed with the Executive Director at least fifteen days prior to the date of the annual meeting. All nominations shall be available for inspection by any Member at the office of Citizens Union. A nominating petition must be subscribed to by not less than fifty Members. The names of any candidates nominated by petition shall be mailed to the Members, at least five days before the Annual Meeting. The Nominating Committee shall also recommend candidates for officers to be elected at the annual meeting of the Board, notice of which shall be given along with the recommendations for Directors. The Nominating Committee, when appropriate, may meet jointly with the Nominating Committee of CUF.

Section 3. Other Committees. The Board of Directors may establish such other committees of the Board, each consisting of at least three Directors, as it shall deem desirable. Each such committee shall have such authority as the Board may delegate to it. The Board of Directors or the Chair may establish such other committees consisting of members of the Board and persons not members of the Board as it shall deem desirable to carry out such activities on behalf of Citizens Union as the Board shall determine, but not including any actions which are required to be taken by the Board or a committee thereof.

Section 4. Quorum and Notice. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Three days' notice by first class mail shall be required for meetings, or one day's notice by hand-delivery, telephone, fax, e-mail or other equivalent mode of communication shall be required for meetings. Any one or more Directors may participate in a meeting of a committee of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

ARTICLE VI OFFICERS

Section 1. Election. The officers of Citizens Union shall be a Chair, no more than five Vice Chairs, a Treasurer and a Secretary. Such officers must be Class A, B or C Directors of Citizens Union. In addition, the Board may elect such other officers as it may deem necessary. Such officers (including the Chair in appropriate years) shall be elected at the Annual Meeting of the Board of Directors.

Section 2. Removal and Vacancies. The Board of Directors may remove an officer at any time, with or without cause, by a vote of a majority of the entire Board, but no officer shall be removed from office unless written notice of such proposed removal shall have been mailed, faxed, or e-mailed to all members of the Board of Directors at least five days in advance of the meeting. Vacancies in any office may be filled at any meeting of the Board of Directors.

Section 3. Term and Compensation. The Chair shall be elected for a three-year term and the other officers designated in Section 1 shall be elected for a one-year term. Each such term shall run until the Annual Meeting of the Board of Directors at which such term is scheduled to end, but the existence of such term shall not negate the power of the Board to end the term of such officer pursuant to Section 2 hereof. No Chair elected for three consecutive terms shall be eligible for reelection until one year after the expiration of his or her term of office. All officers shall serve without compensation.

Section 4. Chair. The Chair shall preside at membership meetings, at meetings of the Board of Directors and at meetings of the Executive Committee. He or she shall generally supervise the affairs of Citizens Union on behalf of the Board of Directors and perform such other duties and have such other powers as are provided by these By-Laws or delegated by the Board of Directors. At the annual meeting the Chair shall report to the Members on the condition, activities and progress of Citizens Union. He or she shall be an ex officio member of all committees.

Section 5. Vice-Chairs. The Vice-Chairs shall perform such duties as may be assigned to them by the Board of Directors or by the Chair. In the Chair's absence or during the time of a vacancy in the Chair's office, one of the Vice Chairs or a former Chair of Citizens Union shall be designated by the Board of Directors to discharge the duties of the Chair.

Section 6. Treasurer. The Treasurer shall serve as the chair of the Finance Committee, supervise the accounts of Citizens Union, and submit a financial report at the annual meeting of the Board of Directors and at such other meetings as the Board of Directors or the Chair may direct.

Section 7. Secretary. The Secretary shall be responsible for seeing that a record is kept of the proceedings of all meetings of the Members of Citizen Union and of the Directors, and perform such other duties as assigned by the Chair or the Board of Directors.

Section 8. Executive Director. The Board of Directors may appoint an Executive Director who may be the same person as the Executive Director of CUF. The Executive Director shall be the Chief Executive Officer of Citizens Union, administer the affairs of Citizens Union, execute the policies of the Board of Directors, be responsible for keeping the records of the Citizens Union and giving notice of its proceedings, and be an ex officio non-voting member of all committees. The Executive Director shall report to the Chair and shall, in conjunction with the Chair, be responsible for program development approved by the Board.

ARTICLE VII COMMITTEES

Section 1. Appointment of Committee Chairs. The Chair shall each year appoint, with the approval of the Board of Directors, the Chair of each standing or special committee (other than the Executive Committee), and each such Chair shall serve at the pleasure of the Board. Either the Committee Chair or at least one member of each committee shall also be a member of the Board of Directors.

Section 2. Appointment of Committee Members. The Chair, after consultation with the respective Committee Chairs, shall appoint members of the respective Committees. Each committee member shall be required to be a Member of Citizens Union.

Section 3. Standing Committees. Citizens Union shall have the following standing committees:

(a) Committee on Local Candidates. The Committee on Local Candidates evaluates candidates for public office in New York City, other than candidates for statewide or citywide office, and recommends to the Board the advice for voters in the Voters Directory, news releases, and other media.

(b) Committee on State Affairs. The Committee on State Affairs evaluates state matters, particularly matters affecting New York City, pending in the State Legislature and before the Governor, Attorney General, and Comptroller, drafts measures for submission to that body, and recommends to the Board positions on public policy.

(c) Committee on Municipal Affairs. The Committee on Municipal Affairs evaluates issues vital to New York City including legislation pending in the City Council, measures before the Mayor, Comptroller and other city officials, developments in city management, initiates proposals

for improving the operations of city government, and recommends to the Board positions on public policy.

(d) Finance Committee. The Finance Committee is to recommend to the Executive Committee matters relating to the budget, revenues and expenses of Citizens Union. The Finance Committee, when appropriate, may meet jointly with the Finance Committee of CUF.

(e) Audit Committee. The Audit Committee recommends to the Executive Committee the appointment of independent auditors, discusses with auditors the scope of the annual examination, reviews the auditors' annual report, reviews and discusses the relevant issues with the Treasurer, assists the Treasurer in presenting the annual financial report of Directors at the annual meetings, and performs such other appropriate duties as may be requested by the Board. The Audit Committee, when appropriate, may meet jointly with the Audit Committee of CUF.

Section 4. Special Committees. The Board of Directors may from time to time constitute special committees, for fundraising or any other purpose, and may at any time abolish any special committee.

Section 5. Quorum and Notice. Except for the Executive and Audit Committees, the presence of one-third of the members of any committee, or such lower number as is permitted by the Not-For-Profit-Corporation Law, shall constitute a quorum of the committee for the transaction of business. A majority of the Executive and Audit Committees shall constitute a quorum of those committees for the transaction of business. Three days' notice by first class mail, shall be required for meetings, or one day's notice by hand delivery, telephone, fax, e-mail or other equivalent mode of communication shall be required for meetings. Any one or more Directors may participate in a meeting of a committee of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

ARTICLE VIII COUNCIL OF ADVISORS

Section 1. Size and Responsibilities. The Board of Directors may create a Council of Advisors ("the Council") of not more than twenty-seven individuals that serve to advise the Board on the fulfillment of the organization's mission, the pursuit of its strategic direction, and the development of its policy positions. Its actions will be in the form of recommendations to the Board of Directors. The size of the Council, qualifications to serve on the Council, and length of term will be determined by the Board of Directors.

Section 2. Membership. The membership of the Council will be comprised of civic and business leaders who hold an abiding interest in the civic affairs of the city and state of New York and who commit to supporting and strengthening the role of Citizens Union.

Section 3. Meetings. The Council will meet in formal session once a year in the spring. Members of the Council can attend meetings of the Board of Directors of Citizens Union.

Section 4. Election. Members of the Council will be nominated by the Nominating Committee and elected by the Board of Directors.

Section 5. Officers. The chair of the Council of Advisors will be appointed by the Chair of the Board with the approval of the Board and serve as a full voting member of the Board of Directors.

ARTICLE IX INDEMNIFICATION

Section 1. Except as otherwise provided by law, no Director or officer of Citizens Union shall be liable to any person other than Citizens Union based solely on such Director's or officer's conduct in the execution of such office unless such conduct constituted gross negligence or was intended to cause the resulting harm.

Section 2. Except as otherwise provided by law and except as provided in Section 3 of this Article, Citizens Union shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether criminal or civil, including an action by or in the right of Citizens Union to procure a judgment in its favor and an action, by reason of the fact that such person, or such person's testator or intestate, is or was a Director or officer including also an action by or in the right of any partnership, joint venture, trust, employee benefit plan or other enterprise in which such director or officer served in any capacity at the request of Citizens Union, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal thereon and including attorneys' fees and costs actually and necessarily incurred by a Director or officer in seeking to enforce indemnification rights.

Section 3. Citizens Union shall not indemnify any Director or officer if a judgment or other adjudication adverse to the Director or officer establishes that his or her 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 4. Citizens Union shall have the power, to the full extent permitted by law, to purchase and maintain insurance to indemnify its Directors or officers, and to indemnify Citizens Union for any obligation which it incurs as a result of indemnification of Directors or officers.

ARTICLE X AMENDMENTS

Section 1. Amendment by the Board of Directors. These By-Laws may be amended by two-thirds vote of the Directors present and voting at any meeting of the Board. The text of each proposed amendment shall be mailed to the Board of Directors at least fifteen days before the time of such meeting.

Section 2. Amendment by the Membership. These By-Laws may also be amended by two-thirds vote of the Members present and voting at any meeting of Members. Amendments may be proposed only by the Board of Directors, by petition of not less than fifty Members or by a meeting of the Members for action at a subsequent meeting. The text of each proposed amendment shall accompany the notice of membership meeting given in accordance with Article III.