



RESOLUTION OF THE MEMBERSHIP OF THE NEW YORK COUNCIL OF NONPROFITS, INC. AT THE ANNUAL MEETING OF THE MEMBERSHIP TO ELECT A CERTAIN SLATE OF CANDIDATES TO THE BOARD OF DIRECTORS

BE IT RESOLVED, that by majority vote of the Members of the New York Council of Nonprofits, Inc. held at the Annual Meeting of said corporation, convened in the year 2015, said corporation having a number of Members present at the time, or attending via submission of a valid proxy, sufficient to establish a valid quorum pursuant to the By-Laws of the corporation and there being no accepted subscriptions for Capital Certificates of said corporation, the Membership does, hereby, draw the following conclusions:

That the following slate of candidates be and is henceforth voted to the Board of Directors of the New York Council of Nonprofits, Inc. with all of the rights and duties appurtenant thereto, namely;

For a 1st Consecutive Three Year Term Through January 1, 2019

David S. Birdsell, Ph.D.
Jane B. O'Connell
Deepa Soni

For 2nd Consecutive Three Year Term Through January 1, 2019

Joanne Florino
Yulitza S. Franklin
Joshua A. Sabo, Esq.

AND BE IT FURTHER RESOLVED, that based upon the foregoing and upon the majority vote of the Members of the New York Council of Nonprofits, Inc., including valid Proxies thereat, held at the Annual Meeting of said corporation held in the year 2015, does hereby take, the following actions, pursuant to Section 603, et. al. of the Not-for-Profit Corporation Law of the State of New York:

Mohonk Mountain House _____ day of _____, 2015
New Paltz, New York

Secretary of the Corporation

**PROXY CONCERNING THE
RESOLUTION OF THE MEMBERSHIP OF THE NEW YORK COUNCIL OF
NONPROFITS, INC. AT THE ANNUAL MEETING OF THE MEMBERSHIP TO ELECT
A CERTAIN SLATE OF CANDIDATES TO THE BOARD OF DIRECTORS**

KNOW YE BY THESE PRESENTS, that the undersigned Member, hereby, constitutes and appoints the President of the Board of Directors of the New York Council of Nonprofits, Inc., or his/her designee, as the proxy of the undersigned to appear and vote in its name and stead, at the Annual Meeting of the Membership of the New York Council of Nonprofits, Inc. Said Annual Meeting will be held at the Mohonk Mountain House, County of Ulster, State of New York, on the 8th day of October, 2015, at 12:30 pm.

This Proxy will expire by its own operation at the adjournment of the aforementioned Annual Meeting, unless said meeting is properly postponed. There shall be no other business at the aforementioned Annual Meeting for which this Proxy shall be valid. The undersigned authorized representative of the Member has read, or had read to him or her, the proposed Resolution of the Membership reproduced below:

**RESOLUTION OF THE MEMBERSHIP OF THE NEW YORK COUNCIL OF
NONPROFITS, INC. AT THE ANNUAL MEETING OF THE MEMBERSHIP TO ELECT
A CERTAIN SLATE OF CANDIDATES TO THE BOARD OF DIRECTORS**

BE IT RESOLVED, that by majority vote of the Members of the New York Council of Nonprofits, Inc. held at the Annual Meeting of said corporation, convened in the year 2015, said corporation having a number of Members not present at the time of the Annual Meeting and to preserve their voting rights thereat, and there being no accepted subscriptions for Capital Certificates of said corporation, does hereby draw the following conclusions:

That the following slate of candidates be, and is, henceforth voted to the Board of Directors of the New York Council of Nonprofits, Inc. with all of the rights and duties appurtenant thereto, to wit:

For a 1st Consecutive Three Year Term Through January 1, 2019

David S. Birdsell, Ph.D.
Jane B. O'Connell
Deepa Soni

For 2nd Consecutive Three Year Term Through January 1, 2019

Joanne Florino
Yulitza S. Franklin
Joshua A. Sabo, Esq.

AND BE IT FURTHER RESOLVED, that based upon the foregoing, and upon the majority vote of the Members of the New York Council of Nonprofits, Inc. including valid Proxies thereat, held at the Annual Meeting of said corporation convened in the year 2015,

does hereby take, the following actions, pursuant to Section 603, et. al. of the Not-for-Profit Corporation Law of the State of New York:

Mohonk Mountain House
New Paltz, New York

_____ day of _____, 2015

THE UNDERSIGNED MEMBER, HEREBY, DIRECTS AND AUTHORIZES ITS PROXY TO VOTE:

FOR

AGAINST

(PLEASE CIRCLE)

THE AFORESAID RESOLUTION CONTAINING THE SLATE OF CANDIDATES AS NOMINATED

(PRINT ORGANIZATION NAME) MEMBER IN GOOD STANDING

||
(PRINT TITLE) SIGNATURE OF THE AUTHORIZED REPRESENTATIVE OF THE MEMBER

DATED: _____

PLEASE RETURN TO:

**NYCON
ATTN: MELISSA CURRADO
272 BROADWAY
ALBANY, NY 12204**

OR FAX TO: 844-802-2204

OR EMAIL TO: MCURRADO@NYCON.ORG