
MEMORANDUM

TO: PEM EMP BOARD DIRECTORS
FROM: BECKY ORSINI
SUBJECT: BYLAWS REVIEW AND REVISION
DATE: 2/28/18

Hi All,

One of the things we will discuss at the March 5th board meeting is review and revision of the bylaws. I thought it would be easiest if I shared a few emails with you.

From George Wolf (the attorney who wrote our bylaws)

Becky:

I am in the process of retiring.

I can suggest three attorneys for your consideration. The first two, Carrie J. Pollak and Whitney M. Kummerow, are with the Hancock Estabrook office (either Syracuse or Ithaca). I heard them both speak at a conference sponsored by Library Trustee Association of NYS of which I am a director; they are top-notch in the field. Carrie can be reached at : 607-391-2860(2861); cpollak@hancocklaw.com. Whitney can be reached at: 315-565-4500 (4517); wkummerow@hancocklaw.com.

The third is Amy J Varel, in Rochester. She was recently retained by Perinton Historical Society for a project similar to yours. She may be reached at: 585-512-3512; avarel@mccmlaw.com.

I don't think you could go wrong with either one.

Let me know how you make out, please.

Gw

George T. Wolf, Attorney

28 Potter Place (rear)

Fairport, New York 14450

From Carrie Pollack

Good morning Becky,

We would be happy to help you with the bylaws update.

The Not-for-Profit Corporation Law was dramatically amended in 2013, and then was amended in more technical ways an additional 3 times since then. In fact, 2017 was the first year the Not-for-Profit Corporation Law was NOT amended since 2013. However, because your organization is a church, not all of the changes will affect your operations.

The fees incurred for a bylaws review can vary widely. The process I recommend is that I review your bylaws plus the conflict of interest policy adopted by your board, and then send my suggested changes to the appropriate representatives with a short email outlining legal changes and then set up a call or meeting to discuss in greater detail and answer questions. This part probably takes 3 hours, and my hourly rate is \$300 per hour.

If you wish to retain us to move ahead, please send me your bylaws and conflict of interest policy if you have one. I would also love to see your certificate of incorporation as well.

Thank you!
Carrie

Carrie J. Pollak

Hancock Estabrook, LLP

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One of our board members also sits on other Fairport Boards, Perinton Historical Society and Fairport Perinton Merchants. Both boards worked with Amy J. Varel who is a lawyer at Kevin Cooman's law firm and the fees were \$250-\$275 per hour.

Please also review Kevin Cooman's memorandum regarding the review and revision of our bylaws which has been uploaded to documents for the March 5th meeting.

The executive committee will offer their recommendations at the board meeting. Please be prepared to discuss.

Thank You!

Becky