

BY-LAWS
of the
New York State
Cannabis Control Board

Adopted on
August __, 2024

BY-LAWS

ARTICLE I

OFFICES

Section I.1 Location. The principal office of the New York Cannabis Control Board (the “Board”) shall be located within the city of Albany, New York. The Board shall maintain branch offices in the cities of New York, and Buffalo, New York and may maintain additional offices within the State of New York as the Board may deem necessary, in accordance with Cannabis Law Section 7(6).

ARTICLE II

POWERS, ORGANIZATION AND ADMINISTRATION

Section II.1 Governing Laws. The powers, organization and administration of the Board shall be in accordance with the provisions of the Cannabis Law (Chapter 7-A of the Consolidated Laws) any other applicable laws, and these By-Laws.

Section II.2 Appointment of the Board. Appointments to the Board shall be made shall be made in accordance with Cannabis Law Section 7.

Section II.3 Powers of, and Other Matters Relating to, the Board. The activities and affairs of the Board shall be conducted in accordance with the powers described in and provided for in Cannabis Law and regulations promulgated by the Board. Except for the issuance of rules and regulations, the Board shall have the power to delegate any functions, powers, and duties to the Executive Director of the Office of Cannabis Management (the “Office”)

through a resolution voted on and approved by the Board, in accordance with Cannabis Law Section 10(23).

Section II.4 Removal and Vacancies. Any Member may be removed by the Governor of the State of New York for good cause after notice and an opportunity to be heard, in accordance with Cannabis Law Section 7(4). If any Member office becomes vacant, the vacancy shall be filled in accordance with Cannabis Law Section 7(5).

Section II.5 Suspension of a Member. Upon the filing of a statement of good cause for the removal of any Member by the Governor, the Board may take action to suspend such Member pending removal or other action taken following an opportunity to be heard pursuant to Sections 7.4 of the Cannabis Law.

ARTICLE III

MEETINGS OF THE BOARD

Section III.1 Regular Monthly Meetings. The Board shall hold regular monthly meetings at a time and place within the State of New York. The Chair shall solicit available dates from the Members for each quarter, prior to the start of each quarter. Meetings may be cancelled or rescheduled as necessary and upon seven days' notice to Board Members. The regular business of the Board shall be transacted at such meetings.

Section III.2 Special Meetings. Special meetings of the Board may be called as necessary to carry out the responsibilities of the Board, based on the availability and approval of a majority of the Members of the Board, in accordance with the Open Meetings Law and these bylaws.

Section III.3 Meetings Generally. All regular meetings and special meetings shall be conducted in-person at the locations designated therefor and shall comply with the Open Meetings Law. To the extent practicable, the Office shall send the proposed agendas and supporting documentation for any such meetings to the Members seven (7) days prior to any such meetings for their review and consideration, and all agenda items and supporting documentation regarding regulations or other written guidance proposed to be issued by the Board shall be sent to the Members no less than fourteen (14) days prior to any meetings. In accordance with the Open Meetings Law, meeting agendas shall be made public no less than 24 hours prior to the commencement of any meeting.

Section III.4 Executive Sessions. Prior to the Board commencing an executive session at any meeting, the Board shall disclose in such meeting the reason for conducting such executive session and provide a general description of the subject matter to be discussed in such executive session consistent with the requirements of the Open Meeting Law.

Section III.5 Meeting Notice to Members. Notice of each meeting of the Board shall be given by e-mail or other electronic transmission to each Member at least seven (7) days in advance of the time for which the meeting is called. The business to be transacted at, and the purpose of, any special meeting of the Board shall be specified in any special meeting notification, which may be sent with less than seven (7) days' notice as necessary.

Section III.6 Public Meetings. Board meetings shall be open to the public. Meetings shall be broadcasted to the public via webcasting available on the Office's website and posted in accordance with Open Meetings Law. The Board shall conduct in-person meetings at physical locations in Albany, New York City, or Buffalo, or, on occasion, any other location in New York State accessible to the public. All meetings and materials, including but not limited to, all public notices, agendas, and website postings must comply with all relevant laws, executive orders, and regulations.

Section III.7 Videoconferencing from Public Locations. In general, Members may attend meetings by way of videoconference from a location open to the public in compliance with Open Meetings Law. Members participating by videoconference from a public location shall count for purposes of quorum.

Section III.8 Videoconferencing from Private Locations. In general, the Board may authorize Members to attend meetings by way of videoconference in private locations in compliance with Open Meetings Law and Board policies and procedures. Any one or more Members, with the prior notice to the Chair, may participate in a meeting by means of videoconference in a private location under extraordinary circumstances. Any Member participating in a meeting by videoconference from a private location shall not count for purposes of quorum but may participate and vote if there is a quorum of Members at a physical location(s) open to the public..

Section III.9 Quorum and Exercise of Powers. A majority of the voting Members of the Board in office shall constitute a quorum authorized to transact any

business presented at any meeting of the Board. If there is a quorum of Members participating at a physical location(s) open to the public, the Board may properly convene a meeting. An abstention shall not affect the quorum that has been established prior to the vote.

Section III.10 Voting. Each Member shall have only one vote for purposes of conducting business, in accordance with Cannabis Law Section 7(5)(C).

ARTICLE IV

MEETINGS GENERALLY

Section IV.1 Role of the Chair. The Chair shall preside over meetings of the Board and perform such actions as authorized by the Cannabis Law.

Section IV.2 Delegation by the Board. In the event of a vacancy, or the absence or disability of the Chair or any Member, or for any other reason that the Board may deem sufficient, the Board, except as otherwise provided by law or these By-Laws, may temporarily delegate the powers or duties of the Chair or any such Member to any other Member.

ARTICLE V

COMMITTEES

Section V.1 Committees. The Board may create one or more other committees of the Board as it deems necessary. Each committee shall consist of two or more Members of the Board.

Section V.2 Meetings. Meetings of any committee of the Board may be held in accordance with section III.3 of the Bylaws.

Section V.3 Quorum and Voting. A majority of the whole number of the voting Members of any committee shall constitute a quorum for the transaction of business of the committee, and all action shall be taken by vote of a majority of the whole number of the Members of such committee. In the absence of a quorum, a majority of the Members currently present may adjourn a committee meeting, with notice to any absent committee member.

Section V.4 Minutes. All committees shall keep minutes of their acts and proceedings, which shall be submitted to the Board.

ARTICLE VI

CONFLICTS OF INTEREST

Section VI.1 Ethics and Transparency. No Member or Member's spouse or minor child shall have any interest in an entity regulated by the Board. Members must abide by Public Officers Law Section 74 (State's Code of Ethics) and Cannabis Law Sections 7(7) and 18, to ensure accountability and transparency while serving in the public interest. In addition, the Chairperson shall be deemed a state officer for purposes of section 73 of the Public Officers Law.

Section VI.2 Prohibited Interests. No Member, or their spouse or minor child, shall have any interest, direct or indirect, in any cannabis or cannabinoid hemp business as set forth in Cannabis Law Sections 7(7) and 18. Any Member found to be in violation of Section 7(7) or 18 is subject to disqualification and removal.

Section VI.3 Public Office and Elected Public Office. No Member may serve in an elected public office. Any Member seeking to engage in another public office that is not an elected office may only serve in such public office upon written permission of the Board.

Section VI.4 Restrictions on Political Activities. No Member may serve as an officer, director, or board member of any political party or political organization; or serve as a member, officer, director, board member, or district leader of any party committee.

Section VI.5 Conflicts of Interest Disclosure and Recusal. Members have an ongoing and continuous duty to disclose any interest, financial or otherwise, direct or indirect, held by the Member, their spouse and minor children in any matter that comes before the Board. If a conflict of interest or appearance of a conflict of interest arises, a Member must consider recusal from participation in the relevant presentation, discussion, review, and vote relating to such matter. Prior to recusal, a Member must disclose to the Chair and Office's General Counsel the conflict of interest or appearance thereof. The General Counsel, in consultation with the Office's Ethics Officer, shall make the final determination, consistent with these Bylaws, whether recusal serves as a remedy to a conflict of interest and provide guidance on ensuring recusals are properly implemented and recorded by the Board.

Section VI.7 Failure to Disclose a Conflict of Interest. The failure of a Member to disclose a conflict of interest may result in removal from the Board. Any Member found to have knowingly violated any provision of Article 2 of the Cannabis

Law shall, after notice, be removed and shall divest themselves of any interest, direct or indirect, in addition to any other penalty provided by law. In addition, any alleged violations of the Public Officers Law may be referred to the Commission on Ethics and Lobbying in Government for further action.

ARTICLE VII

INDEMNIFICATION OF MEMBERS, OFFICERS AND EMPLOYEES

Section VII.1 Right of Indemnification. Each Member, officer and employee of the Board whether or not then in office, and any person whose testator or intestate was such a Member, officer or employee, shall be indemnified by the Board in accordance with and to the fullest extent permitted by law for the defense of, or in connection with, civil or criminal actions or proceedings or appeals therein arising out of the Members', officers' or employees' exercise or carrying out of any of the Board's purposes and powers; provided however, that no Member, officer or employee shall be reimbursed for attorney fees and expenses incurred by the Member, officer or employee in their defense of a criminal proceeding or matter unless such Member, officer or employee is acquitted of such charges or the charges are dismissed, or if the attorney fees and expenses are incurred in connection with a grand jury appearance, no true bill is returned against the Member, officer or employee. All activities undertaken or associated with the rendering of first aid by any Member, officer or employee of the Board, pursuant to an automatic defibrillator program administered by the Board in accordance with all applicable laws, rules and regulations, whether such persons are acting as volunteers or by

virtue of their assigned work responsibilities, shall for purposes of indemnification pursuant to this Section 7.1 be considered a purpose or power of the Board.

Section VII.2 Other Rights of Indemnification. The right of indemnification herein provided shall not be deemed exclusive of any other rights to which any such Member, officer or employee may now or hereafter be otherwise entitled and specifically, without limiting the generality of the foregoing, shall not be deemed exclusive of the rights, pursuant to statute or otherwise, of any such Member, officer or employee in any such action or proceeding to have assessed or allowed in their favor, against the Board or otherwise, their costs and expenses incurred therein or in connection therewith or any part thereof.

ARTICLE VIII

AMENDMENTS

Section VIII.1 Procedure for Amending By-Laws. By-Laws of the Board may be adopted, amended or repealed at any meeting of the Board, notice of which shall have referred to the proposed action, by vote of a majority of the whole number of the Members of the Board in Office.